



Hengyuan Refining Company Berhad

[Formerly Known as Shell Refining Company (Federation of Malaysia) Berhad]
(Company No.: 3926-U) (Incorporated In Malaysia)

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Hengyuan Refining Company Berhad (formerly known as Shell Refining Company (Federation of Malaysia) Berhad) (the “Company”) will be held at **Nexus Ballroom 1 & 2, Connexion@ Nexus, Bangsar South City, No. 7, Jalan Kerinchi, 59200 Kuala Lumpur** on **Wednesday, 24 May 2017 at 3.30 p.m.** or immediately upon the conclusion, or the adjournment, whichever is later, of our Fifty-Eighth Annual General Meeting (as the case may be) which will be held at the same venue on the same day at 2.30 p.m. to consider and if thought fit, to pass the following resolution, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

“**THAT** subject to Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Company to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2 of the Circular to the Shareholders dated 9 May 2017 which are necessary for day-to-day operations and are carried out in the ordinary course of business on terms which are not more favourable to the related parties than those generally available to the public and are undertaken on arms’ length basis and not to the detriment of minority shareholders;

AND THAT the authority conferred by such mandate shall commence upon the passing of this resolution and continue to be in full force until:

- (a) the conclusion of the next Annual General Meeting (AGM) of the Company at which this shareholders’ mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (the “Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earliest;

AND THAT the Board of Directors be and is hereby authorised to complete and do all such acts and things as it may consider expedient or necessary (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this mandate.”

BY ORDER OF THE BOARD

Lim Hooi Mooi (MAICSA No. 0799764)
Ong Wai Leng (MAICSA No. 7065544)
Company Secretaries

Dated this 9th day of May, 2017
Kuala Lumpur

NOTES:-

1. A Member of the Company or an authorised nominee who is entitled to attend and vote at the meeting may appoint proxy to attend, vote and speak instead of the Member at the Meeting and if a member appoints more than one proxy the member must specify the proportion of the member’s shareholdings to be represented by each proxy.
2. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**Omnibus Account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
3. A proxy need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy.
4. The instrument appointing a proxy shall be in writing and signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing a proxy or proxies must be made under seal or signed by an officer or an attorney duly authorised.
5. The signature to the instrument appointing a proxy or proxies executed outside Malaysia must be attested by a solicitor, notary public, consul or magistrate.
6. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarised must be deposited at the Company’s Share Registrar’s Office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting.
7. Only an original proxy form deposited at Tricor Investor & Issuing House Services Sdn Bhd, will entitle the proxy holder to attend and vote at the Meeting. Photocopies of proxy form will not be accepted for the purposes of the Meeting. Additional original proxy forms are available to Members upon request in writing to the Company.
8. The Date of Record of Depositors for the purpose of determining Members’ entitlement to attend, vote and speak at the Meeting is 17 May 2017.

Explanatory Note:

As at 28 April 2017, the Company had not yet obtained clearance from Bursa Malaysia Securities Berhad in respect of the Circular to Shareholders on the Proposed Shareholders’ Mandate. As such, the Company will withdraw the Proposed Shareholders’ Mandate from the agenda of the Annual General Meeting to be held on 24 May 2017 and table it at the Extraordinary General Meeting for shareholders’ approval.