



**SHELL REFINING COMPANY (FEDERATION OF MALAYA) BERHAD
(3926-U)
(Incorporated in Malaysia)**

Notice of the 50th Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fiftieth Annual General Meeting of Shell Refining Company (Federation of Malaya) Berhad (the “Company”) will be held on Thursday, 7 May 2009, at 11.00 a.m. at Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur to transact the following business:

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2008 and the Reports of the Directors and Auditors thereon.
2. To approve the declaration of a final dividend of Thirty Sen (RM0.30) less Malaysian Income Tax at 25% per unit of ordinary share of RM1.00 each for the year ended 31 December 2008 as recommended by the Directors.

Resolution 1

3. To re-elect Tuan Haji Rozano Bin Saad, who is retiring in accordance with Article 81(2) of the Company’s Articles of Association and being eligible, offers himself for re-election.

Resolution 2

4. To re-elect the following directors who are retiring in accordance with Article 81(3) of the Company’s Articles of Association and being eligible, offer themselves for re-election:

a) Y. Bhg. Dato’ Saw Choo Boon

Resolution 3

b) Y. Bhg. Dato’ Seri Talaat Bin Haji Husain

Resolution 4

c) Mr. Mark Owen Stevens

Resolution 5

5. To re-elect Y.Bhg. Tan Sri Datuk Clifford Francis Herbert, who is retiring in accordance with Article 81(9) of the Company’s Articles of Association and being eligible, offers himself for re-election.

Resolution 6

6. To consider and if thought fit, pass the following ordinary resolution pursuant to Section 129 of the Companies Act 1965:

“That Y.Bhg. Dato’ Jaffar Indot, a Director who retires in accordance with section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting.”

Resolution 7

7. To appoint Messrs. PricewaterhouseCoopers as auditors and to authorise the Directors to fix the auditors’ remuneration.

Resolution 8

8. As SPECIAL BUSINESS, to consider and, if thought fit, pass the following ordinary resolution:-

Proposed Renewal of the Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature **Resolution 9**

“THAT subject to the Companies Act, 1965, the Memorandum and Articles of Association of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad,

(a) approval be and is hereby given for the Renewal of the Existing Shareholders' Mandate for the Company to enter into and give effect to the category of the recurrent arrangements or transactions of a revenue or trading nature from time to time with the Related Parties, as specified in Section 2.2 of the Circular to Shareholders dated **10 April 2009**; and

(b) a New Shareholders' Mandate be and is hereby granted for the Company to enter into additional recurrent related party transactions of a revenue or trading nature from time to time with the Related Party, namely as specified in Section 2.2 of the Circular to Shareholders dated **10 April 2009**, provided that such transactions are:-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Company's day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) not to the detriment of minority shareholders;

(the “Mandate”);

That such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

(i) the conclusion of the next Annual General Meeting of the Company following the Annual General Meeting at which such mandate was passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the meeting;

(ii) the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965; or

(iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

And further that the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate”.

BY ORDER OF THE BOARD
Pn. Rodziah binti Zainudin (LS 0008034)
Company Secretary
Kuala Lumpur
10 April 2009

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE is hereby given that a final dividend of Thirty Sen (RM0.30) gross per unit of share less 25% Malaysian Income Tax in respect of the financial year ended 31 December 2008, if approved by the shareholders, will be paid on 18 June 2009 to Shareholders registered in the Record of Depositors or Register of Members at the close of business on 4 June 2009.

A Depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the Depositor's Securities Account before 4.00 pm on 4 June 2009 in respect of share transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

NOTES RELATING TO PROXY:

1. A member of the Company who is entitled to attend and vote at the meeting may appoint a maximum of two (2) proxies to attend and, on a poll, vote on the member's behalf.
2. A proxy need not be a member of the Company.
3. 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.
4. The signature to the instrument appointing a proxy or proxies executed outside Malaysia must be attested by a solicitor, notary public, consul or magistrate.
5. 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 registered office of the Company, Company Secretary's Office, Bangunan Shell Malaysia, Changkat Semantan, Damansara Heights, 50490 Kuala Lumpur, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting.
6. Only an original proxy form deposited at the registered office of the Company, 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.
7. Where a member appoints two (2) proxies, the appointment shall be invalid unless such member specifies the percentage of his/her holding to be represented by each proxy.
8. Any nomination of a Director must be made in accordance with the Articles of Association of the Company.

NOTES TO THE AGENDA:

1. Pursuant to Sections 169(1) and 174(1) of the Companies Act, 1965 and Article 124 of the Company's Articles of Association.
2. Pursuant to Article 112 of the Company's Articles of Association, the Company has declared and paid interim dividend of Twenty Sen (RM0.20) per unit of ordinary share and the Directors of the Company have recommended a final dividend of Thirty Sen (RM0.30) per unit of ordinary share. This amounts to a total dividend of Fifty Sen (RM0. 50) per unit of ordinary share for the year 2008. (All amounts referred to are before deduction of income tax).
3. Re-election is Pursuant to Article 81(2) of the Company's Articles of Association which requires the appointment of additional Director to hold office only until the next Annual General Meeting but shall be eligible for re-election.
4. Re-election is pursuant to Article 81(3) of the Company's Articles of Association, which requires the rotation of one-third of the Directors to retire from office at the first Annual General Meeting and at the Annual General Meeting in every subsequent year provided always that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election.
5. Pursuant to Article 81(9) of the Company's Articles of Association, which requires Directors appointed by the Board to fill casual vacancies during the year to be confirmed by the shareholders in the next following Annual General Meeting.
6. Section 129(6) of the Companies Act 1965 requires Directors above seventy (70) years of age to be re-appointed by the shareholders every year.
7. Pursuant to Section 172(2) of the Companies Act, 1965 and Article 127 of the Company's Articles of Association.
8. Explanatory notes to Special Business:-

On 10 April 2009, the Board announced to Bursa Malaysia Securities Berhad that the Company would like to seek approval of its shareholders for the Proposed Renewal of the Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or Trading Nature. The Existing Shareholders' Mandate, obtained on 15 May 2008, will expire at the conclusion of the forthcoming Fiftieth Annual General Meeting to be held on 7 May 2009. For further information, please refer to the Circular to Shareholders dated 10 April 2009. All defined terms will have the same meaning as defined in the Circular to Shareholders dated 10 April 2009.

