

NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 20th Annual General Meeting ("AGM") of Pos Malaysia Berhad ("Pos Malaysia" or "the Company") will be held at Grand Mahkota Ballroom, Level BR, Istana Hotel, 73 Jalan Raja Chulan, 50200 Kuala Lumpur on Thursday, 9 August 2012 at 9.00 a.m. for the following purposes:

As Ordinary Business:

1. To receive the Audited Financial Statements for the financial period ended 31 March 2012 and the Reports of the Directors and Auditors thereon. **Please refer to Note A.**
2. To declare a first and final dividend of 17.5 sen per ordinary share less 25% tax in respect of the financial period ended 31 March 2012. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire by rotation pursuant to Article 115 of the Company's Articles of Association, and who being eligible, offered themselves for re-election :
 - (a) Datuk Low Seng Kuan **(Ordinary Resolution 2)**
 - (b) Eshah binti Meor Suleiman **(Ordinary Resolution 3)**
4. To re-elect the following Directors who retire pursuant to Article 110 of the Company's Articles of Association, and who being eligible, offered themselves for re-election :
 - (a) Dato' Sri Haji Mohd Khamil bin Jamil **(Ordinary Resolution 4)**
 - (b) Dato' Lukman bin Ibrahim **(Ordinary Resolution 5)**
5. To re-appoint Messrs KPMG as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

As Special Business:

To consider and, if thought fit, to pass the following resolutions:

6. To approve the following Directors' Fees:-
 - (a) "That the payment of the Directors' Fees of RM538,474.00 for the financial period ended 31 March 2012 be hereby approved." **(Ordinary Resolution 7)**
 - (b) "That the following increase in the Directors' Fees with effect from 1 April 2012 be hereby approved:-
 - (i) Fees payable to each of the Non-Executive Directors (save for the Non-Executive Chairman) be increased from RM30,000.00 per annum to RM80,000.00 per annum; and
 - (ii) Additional fees payable to the Chairman and each member of each of the Board Committees (save for the Audit Committee) amounting to RM8,000.00 per annum and RM6,000.00 per annum respectively." **(Ordinary Resolution 8)**

7. Proposed Shareholders' Mandate for Recurrent Related Party Transactions ("Proposed Shareholders' Mandate")

"THAT subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements ("the Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiaries ("Pos Malaysia Group") to enter into any of the category of recurrent transactions of a revenue or trading nature as set out in Part A, Section 2.2.3 of the Company's Circular to Shareholders dated 18 July 2012 with the related parties mentioned therein which are necessary for the Pos Malaysia Group's day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public; and
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the Company of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year.

AND THAT the Proposed Shareholders' Mandate, if approved by shareholders at the forthcoming AGM, will be subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate, shall only continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
 - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in general meeting;
- whichever is earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution." **(Ordinary Resolution 9)**

8. Proposed Amendments to the Articles of Association of the Company

"THAT the amendments to the Articles of Association of the Company as set out in Appendix A of Part B of the Circular to Shareholders dated 18 July 2012 be and is hereby approved and adopted AND THAT the Board of Directors be and is hereby authorised to give effect to the said amendments." **(Special Resolution 1)**

9. To transact any other business of which due notice has been given in accordance with the Act and the Company's Articles of Association.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 20th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 89(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 1 August 2012. Only Depositor whose name appears on the Record of Depositors as at 1 August 2012 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Notice of Book Closure and Notice of Dividend Entitlement and Payment

NOTICE IS ALSO HEREBY GIVEN THAT the first and final dividend of 17.5 sen per ordinary share less 25% tax in respect of the financial period ended 31 March 2012, if approved by the shareholders at the 20th AGM, will be paid on 10 September 2012 to shareholders whose names appear in the Register of Members or Record of Depositors at the close of business on 17 August 2012.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- (a) shares deposited into the Depositor's securities account before 12.30 p.m. on 15 August 2012 in respect of securities exempted from mandatory deposit;
- (b) shares transferred into the Depositor's securities account before 4.00 p.m. on 17 August 2012 in respect of ordinary transfers; and
- (c) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board,

Dato' Sabrina Albakri binti Abu Bakar (LS8508)
Company Secretary
Kuala Lumpur,
18 July 2012

Note A:

This agenda item is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of the shareholders and hence is not put forward for voting.

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint a maximum of two (2) proxies to attend the meeting provided that such member holds not less than the minimum board lot as specified under the Rules and the Listing Requirements.
2. Where a member appoints two (2) proxies to attend the meeting, the member shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. Pursuant to the Listing Requirements, a member of the Company which is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991, who holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") is allowed to appoint multiple proxies in respect of each omnibus account it holds.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly appointed under a power of attorney or if such appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly appointed under a power of attorney.
4. The instrument appointing a proxy or representative shall be deposited at the Company's Share Registrar's office at Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.
5. Additional Notes on Special Business
 - (i) The proposed Ordinary Resolution 7 is in accordance with the Company's Articles of Association and if passed, will authorise the payment of Directors' Fees to Directors of the Company for their services during the financial period ended 31 March 2012.
 - (ii) The proposed Ordinary Resolution 8 is in respect of the proposed increase in Directors' Fees with effect from new financial year commencing 1 April 2012. The proposal is to increase Directors' fees for each of the Non-Executive Director (save for the Non-Executive Chairman) from RM30,000.00 per annum to RM80,000.00 per annum. Additional Directors' fees are also proposed for the Chairman and each member of each Board Committees (save for the Audit Committee) amounting to RM8,000.00 per annum and RM6,000.00 per annum. For information, at the previous AGM of the Company held on 5 May 2011, shareholders' approval had been procured for payment of additional Directors' fees for the Chairman of the Audit Committee amounting to RM20,000.00 per annum.
 - (iii) The proposed Ordinary Resolution 9 will enable the Pos Malaysia Group to enter into any of the recurrent related party transactions of a revenue or trading nature which are necessary for the Pos Malaysia Group's day to day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The details are as set out in Part A of the Circular to Shareholders dated 18 July 2012.
 - (iv) The proposed Special Resolution 1 is in relation to the proposed amendments to certain provisions of the Company's Articles of Association. The details of the proposed amendments are as set out in Part B of the Circular to Shareholders dated 18 July 2012.