

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the TWENTY EIGHT (28TH) ANNUAL GENERAL MEETING of SYARIKAT TAKAFUL MALAYSIA BERHAD will be held at Ballroom 1, Level 1, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 29 April 2013, at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012, together with the reports of the Directors and Auditors thereon. (Resolution 1)
2. To re-elect the following Directors, each of whom retires pursuant to the Company's Articles of Association:

Article 62

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|---------------------------------------|----------------|
| 2.1 Encik Mahadzir Azizan | (Resolution 2) |
| 2.2 Y. Bhg. Dato' Sulaiman Mohd Yusof | (Resolution 3) |
| 2.3 Encik Zakaria Ismail | (Resolution 4) |

Article 66A

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| 2.4 Y. Bhg. Dato' Othman Abdullah | (Resolution 5) |
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3. To approve the payment of the Directors' fees of RM783,000 for the financial year ended 31 December 2012. (RM579,000 for the financial year ended 31 December 2011). (Resolution 6)
 4. To approve the payment of Shariah Advisory Body Members' fees of RM193,000 for the financial year ended 31 December 2012. (RM167,000 for the financial year ended 31 December 2011). (Resolution 7)
 5. To re-appoint Messrs KPMG Desa Megat & Co. as the Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)

AS SPECIAL BUSINESS

6. Ordinary Resolution – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with BMB Holdings Berhad and its Subsidiaries ("BHB Group").

"THAT, subject to compliance with the Listing Requirements of Bursa Malaysia Securities Berhad, Companies Act 1965, Memorandum and Articles of Association of the Company and all other applicable laws, rules, regulations and guidelines, approval be and is hereby given to the Company and its subsidiaries ("Takaful Malaysia Group") to enter into the Recurrent Related Party Transactions of a revenue or trading nature with the BHB Group which are necessary for the day to day operations of the Takaful Malaysia Group as set out in Section 2.3 of the Circular to Shareholders dated 5 April 2013 ("Circular"), provided that:

- (a) the transactions are in the ordinary course of business and are on terms which are not more favourable to the related parties than those generally available to the public and on terms not to the detriment of the minority shareholders of the Company;
- (b) the transactions are made at arm's length and on normal commercial terms; and
- (c) the disclosure will be made in the annual report with the breakdown of the aggregate value of the transactions conducted pursuant to the mandate during the financial year.

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

- (a) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next annual general meeting after the date that it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of CA); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier". (Resolution 9)

7. To transact any other business for which due notice has been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 28th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 41(f)(ii) 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 22 April 2013. Only a depositor whose name appears on the Record of Depositors as at 22 April 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

MOHAMAD ASRI HAJI YUSOFF (MIA 14171)
Company Secretary
Kuala Lumpur
5 April 2013

Notes:

1. Appointment of Proxy

- (i) A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and to vote instead of him and shall specify the proportions of his holdings to be represented by each proxy and a proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney and in the case of a corporation, must be under seal or under the hand of an officer or attorney duly authorised.
- (iii) The instrument appointing a proxy must be deposited at the Registered Office of the Company at Tingkat 26, Blok Annex, Menara Takaful Malaysia, No. 4, Jalan Sultan Sulaiman, 50000 Kuala Lumpur not less than forty eight (48) hours before the time for holding the meeting or any adjournment thereof.
- (iv) Only members whose names appear in the Record of Depositors on 22 April 2013 shall be eligible to attend, speak and vote at the AGM or appoint proxy(ies) to attend, speak and/or vote on their behalf.

2. Explanatory Note on Special Business

- (i) Proposed Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature

The proposed Resolution No. 9, if passed, will empower the Company to conduct recurrent related party transactions of a revenue or trading in nature which are necessary for Takaful Malaysia Group's day to day operations and will eliminate the need to convene separate general meetings from time to time to seek shareholders' approval. The details on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature are set out in the Circular to Shareholders dated 5 April 2013.