



AMWAY (MALAYSIA) HOLDINGS BERHAD

(Company No. 340354-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting of AMWAY (MALAYSIA) HOLDINGS BERHAD (the "Company") will be held at the Van Andel & DeVos Training Centre, Amway (Malaysia) Sdn Bhd, 28, Jalan 223, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 7 May 2014 at 9.30 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' and the Auditors' Reports thereon. **(Please refer to Note 1 of the Explanatory Notes)**
- To re-elect Dato' Ab. Halim Bin Mohyiddin who is retiring pursuant to Article 87.1 of the Company's Articles of Association. **Ordinary Resolution 1**
- To re-elect Mr. Scott Russell Balfour who is retiring pursuant to Article 87.1 of the Company's Articles of Association. **Ordinary Resolution 2**
- To re-elect Mr. Yee Kee Bing who is retiring pursuant to Article 87.1 of the Company's Articles of Association. **Ordinary Resolution 3**
- To approve the Directors' fees up to RM376,000 for the financial year ending 31 December 2014 (2013 : up to RM320,000). **Ordinary Resolution 4**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

As Special Business

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

- Authority for Dato' Ab. Halim Bin Mohyiddin to continue in office as Independent Non-Executive Director
"THAT authority be and is hereby given to Dato' Ab. Halim Bin Mohyiddin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance 2012." **Ordinary Resolution 6**
- Authority for Prof Datuk Dr. Nik Mohd Zain Bin Nik Yusof to continue in office as Independent Non-Executive Director
"THAT authority be and is hereby given to Prof Datuk Dr. Nik Mohd Zain Bin Nik Yusof who will serve as an Independent Non-Executive Director of the Company for a cumulative term of nine years on 8 February 2015, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance 2012." **Ordinary Resolution 7**
- Authority for Tan Sri Dato' Cecil Wilbert Mohanaraj Abraham to continue in office as Independent Non-Executive Director
"THAT authority be and is hereby given to Tan Sri Dato' Cecil Wilbert Mohanaraj Abraham who will serve as an Independent Non-Executive Director of the Company for a cumulative term of nine years on 8 February 2015, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance 2012." **Ordinary Resolution 8**
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Access Business Group International L.L.C. ("ABGIL"), Access Business Group Singapore Pte. Ltd. ("ABGS"), Amway Business Services Asia Pacific Sdn. Bhd. ("ABSAP"), Alicor Inc. ("Alicor"), Amway of Australia ("Amway (A)"), Amway International Inc. ("Amway International"), P.T. Amway Indonesia ("Amway (I)"), Amway of New Zealand ("Amway (NZ)"), Amway Philippines L.L.C. ("Amway (P)"), Amway (Singapore) Pte. Ltd. ("Amway (S)"), Amway (Thailand) Limited ("Amway (T)") and Amway Vietnam Co., Ltd. ("Amway (V)"). **Ordinary Resolution 9**

(The detailed text and rationale on Item 10 are contained in the Circular dated 15 April 2014 which is enclosed together with the Annual Report)

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
TAN AI NING (MAICSA 7015852)
Company Secretaries

Date: 15 April 2014

NOTES:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
- A member shall not be entitled to appoint more than two (2) proxies. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by an officer or attorney so authorised.
- The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Share Registrar of the Company at Boardroom Corporate Services (KL) Sdn Bhd, Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on **25 April 2014** (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Authority for Dato' Ab. Halim Bin Mohyiddin to continue in office as Independent Non-Executive Director

The Board of Directors ("Board") has via the Nominating Committee conducted an annual performance evaluation and assessment of Dato' Ab. Halim Bin Mohyiddin, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- he fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board;
- his experience in the audit and accounting industries enables him to provide the Board with a diverse set of experience, expertise, skills and competence;
- he has been with the Company for more than nine years and therefore understands the Company's business operations which enables him to participate actively and contribute during deliberations or discussions at Audit Committee and Board meetings;
- he has contributed sufficient time and efforts and attended all the Audit Committee and Board meetings as well as meeting the Management prior to Audit Committee and Board meetings for informed and balanced decision making; and
- he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

3. Authority for Prof Datuk Dr. Nik Mohd Zain Bin Nik Yusof to continue in office as Independent Non-Executive Director

The Board has via the Nominating Committee conducted an annual performance evaluation and assessment of Prof Datuk Dr. Nik Mohd Zain Bin Nik Yusof, who will serve as Independent Non-Executive Director of the Company for a cumulative term of nine years on 8 February 2015, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- his appointment is made in accordance with the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- he provided effective check and balance in the proceedings of the Board and the Board Committees;
- he provided objectivity in decision making through unbiased and independent views as well as advice and judgement to the Board;
- he exhibited high commitment and devoted sufficient time to his responsibilities as an Independent Non-Executive Director of the Company; and
- he exercised due care in the interest of the Company and shareholders during his tenure as an Independent Non-Executive Director of the Company.

4. Authority for Tan Sri Dato' Cecil Wilbert Mohanaraj Abraham to continue in office as Independent Non-Executive Director

The Board has via the Nominating Committee conducted an annual performance evaluation and assessment of Tan Sri Dato' Cecil Wilbert Mohanaraj Abraham, who will serve as Independent Non-Executive Director of the Company for a cumulative term of nine years on 8 February 2015, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:

- he fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board;
- he has always actively participated in Board and Board Committees discussions and has continuously provided an independent view to the Board;
- he has the calibre, qualifications, experiences and personal qualities to consistently challenge management in an effective and constructive manner;
- he exhibited high commitment and devoted sufficient time to his responsibilities as an Independent Non-Executive Director of the Company; and
- he exercised due care in the interest of the Company and shareholders during his tenure as an Independent Non-Executive Director of the Company.

5. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with ABGIL, ABSAP, Alicor, Amway (A), Amway International, Amway (I), Amway (NZ), Amway (P), Amway (S), Amway (T) and Amway (V)

Ordinary Resolution 9, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with ABGIL, ABGS, ABSAP, Alicor, Amway (A), Amway International, Amway (I), Amway (NZ), Amway (P), Amway (S), Amway (T) and Amway (V) in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related transactions occur would not arise. Besides facilitating a smoother and more efficient conduct of business, this would substantially reduce administrative time, inconvenience, expenses associated with the convening of such meetings and would place the Group in a better position to leverage and take advantage of business opportunities as and when they may arise, without compromising the corporate objectives of the Group. The shareholders' mandate is subject to renewal on an annual basis.