



TUNE INS HOLDINGS BERHAD

(Company No. 948454-K)
Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting (“AGM”) of Tune Ins Holdings Berhad (948454-K) (“TIH” or “the Company”) will be held at Dillenia Room, Ground Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 6 June 2014 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2013.
2. To declare a final dividend comprising a single tier dividend of 3.86 sen per ordinary share of RM0.10 in respect of the financial year ended 31 December 2013 to the members of the Company, as recommended by the Directors.
3. To approve Directors’ Fees as follows:
(a) payment of Directors’ Fees amounting to RM65,000 per annum for the Non-Executive Chairman and RM50,000 per annum for other Non-Executive Directors with effect from financial year ending 31 December 2014; and
(b) payment of Directors’ Fees in respect of the Board’s Audit & Risk Committee amounting to RM36,000 per annum for the Non-Executive Committee Chairman and RM29,000 per annum for other Committee members with effect from financial year ending 31 December 2014.
4. To re-elect the following Directors who retire pursuant to Article 123 of the Company’s Articles of Association:
a) Razman Hafidz bin Abu Zarim; and
b) Tan Sri Dr. Anthony Francis Fernandes.
5. To re-elect Ms. Tan Ming-Li who retires pursuant to Article 128 of the Company’s Articles of Association.
6. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.

RESOLUTION 1

RESOLUTION 2

RESOLUTION 3

RESOLUTION 4
RESOLUTION 5

RESOLUTION 6

RESOLUTION 7

AS SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modifications, the following Resolutions:

7. ORDINARY RESOLUTION

AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

“THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Main Market of Bursa Malaysia Securities Berhad. AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

RESOLUTION 8

8. ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS AND NEW SHAREHOLDERS’ MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“THAT subject to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiary companies shall be mandated to enter into such recurrent related party transactions of a revenue or trading nature and which are necessary for the day-to-day operations of the Company and/or its subsidiaries (“RRPTs”) with the related parties as set out in Section 2.4 of the Circular, subject further to the following:-

RESOLUTION 9

- (i) the RRPTs are entered into 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 are not detrimental to the minority shareholders of the Company;
- (ii) disclosure is made in the annual report of the breakdown of the aggregate value of the RRPTs conducted pursuant to the shareholders’ mandate during the financial year based on the following information:

(a) the type of RRPTs made; and
(b) the names of the related parties involved in each type of the RRPT made and their relationship with the Company.

If the actual value of any of the RRPT exceeds the estimated value disclosed in Section 2.4 of the Circular by 10% or more, the Company will make an immediate announcement, which will include the information as may be prescribed, to Bursa Malaysia Securities Berhad.

(iii) the shareholders’ mandate is subject to annual renewal and this shareholders’ mandate shall only continue to be in full force until:

- (a) the conclusion of the next AGM of the Company following the AGM at which this shareholders’ mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, such authority is renewed;
- (b) the expiration of the period within the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“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 ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earliest.

THAT the Directors of the Company and/or any one of them be and are hereby authorised to complete and do all such acts and things as they consider necessary or expedient in the best interest of the Company, including executing all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors of the Company in their discretion deem fit and expedient to give effect to the RRPTs contemplated and/or authorised by this Ordinary Resolution.

AND THAT as the estimates given for the RRPTs specified in Section 2.4 of the Circular being provisional in nature, the Directors of the Company and/or any one of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.7 of the Circular.”

9. ORDINARY RESOLUTION

AUTHORITY TO ALLOT SHARES TO MR. PETER DIXON MILLER

“THAT the Directors be and are hereby authorised to allot up to 500,000 ordinary shares of RM0.10 each (“TIH Shares”) to Mr. Peter Dixon Miller, the Chief Executive Officer of the Company pursuant to his exercise of options offered to him under the Employees’ Share Option Scheme (“ESOS”) from time to time and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws.”

RESOLUTION 10

OTHER ORDINARY BUSINESS

10. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND PAYMENT AND DIVIDEND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Third Annual General Meeting of the Company to be held on Friday, 6 June 2014 at 10.00 a.m., a Final Single Tier Dividend of 3.86 sen per ordinary share of RM0.10 for the financial year ended 31 December 2013 will be paid on 4 July 2014 to depositors whose names appear in the Record of Depositors on Friday, 6 June 2014. A depositor shall qualify for entitlement to the dividend only in respect of:-

- (a) shares transferred into the Depositor’s Securities Account before 4.00 p.m. on Friday, 6 June 2014, in respect of ordinary transfers; and
- (b) 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

JASMINDAR KAUR A/P SARBAN SINGH
(MAICSA 7002687)
Company Secretary
Selangor Darul Ehsan
15 May 2014

NOTES ON APPOINTMENT OF PROXY

- a. A member must be registered in the Record of Depositors at 5.00 p.m. on 29 May 2014 (“General Meeting Record of Depositors”) in order to attend and vote at the Meeting. A depositor shall not be regarded as a Member entitled to attend the Meeting and to speak and vote thereat unless his name appears in the General Meeting Record of Depositors. Any changes in the entries on the Record of Depositors after the abovementioned date and time shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- b. A member entitled to attend and vote is entitled to appoint up to two proxies (or in the case of a corporation, to appoint a representative), to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy(ies).
- c. The Proxy Form in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- d. Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- e. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- f. The Proxy Form or other instruments of appointment shall not be treated as valid unless deposited at the Registered Office of the Company at B-13-15, Level 13, Menara Prima Tower B, Jalan PJU 1/39, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting. **Faxed copies of the duly executed form of proxy are not acceptable.**

EXPLANATORY NOTES:

1. Final dividend (Resolution 2)

The Directors have recommended a final dividend comprising a single tier dividend of 3.86 sen per ordinary share of RM0.10 in respect of the financial year ended 31 December 2013, which if approved, will be paid on 4 July 2014 to those shareholders on the record of the Company at the close of business on 6 June 2014.

2. Authority to allot shares pursuant to Section 132D of the Companies Act, 1965 (Resolution 8)

Ordinary Resolution 8 has been proposed for the purpose of obtaining the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965 (hereinafter referred to as the “General Mandate”). Ordinary Resolution 8, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at their discretion without having to first convene another General Meeting. The General Mandate will, unless revoked or varied by the Company in a General Meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The General Mandate, if granted, will enable the Company to fulfill its obligations under the Company’s Employees’ Share Option Scheme in an expedient manner as well as provide flexibility to the Company for any future fund raising activities, including but not limited to further placing of shares for the purposes of funding future investment project(s), repayment of bank borrowing, working capital and/or acquisition(s) and thereby reducing administrative time and costs associated with the convening of additional shareholders meeting(s).

3. Proposed renewal of shareholders’ mandate for existing Recurrent Related Party Transactions and new shareholders’ mandate for additional Recurrent Related Party Transactions of a revenue or trading nature (“Proposed Shareholders’ Mandate”) (Resolution 9)

The proposed Ordinary Resolution 9, if passed, will provide the Company and/or its subsidiaries a mandate to enter into existing and additional Recurrent Related Party Transactions of a revenue or trading nature with the Related Parties in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Please refer to the Circular dated 15 May 2014 which was despatched together with this Annual Report for more details.

4. Proposed grant of options to Mr. Peter Dixon Miller (Resolution 10)

The proposed Ordinary Resolution 10 is to seek authority for the Directors to allot new shares in the Company under the ESOS to Mr. Peter Dixon Miller, the Chief Executive Officer (“CEO”) of the Company. The ESOS which came into effect on 20 February 2013 was established in conjunction with our listing on the Main Market of Bursa Securities on 20 February 2013. The ESOS was established for the grant of Options to eligible employees of our Group to subscribe for new shares, not exceeding in aggregate 10% of the enlarged issued and paid-up share capital of our Company during the subsistence of the ESOS. The approval for the listing of the new shares to be issued pursuant to the exercise of the Options under the ESOS has been obtained from the Bursa Malaysia Securities Berhad on 8 January 2013.