

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 21st 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 Tuesday, 17 May 2016 at 9.30 a.m. for the following purposes:

AGENDA

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2015 together with the Directors' and the Auditors' Reports thereon. **(Please refer to Note 1 of the Explanatory Notes)**
2. To re-elect Mr Scott Russell Balfour who is retiring pursuant to Article 87.1 of the Company's Articles of Association. **Ordinary Resolution 1**
3. To re-elect En. Mohammad Bin Hussin who is retiring pursuant to Article 87.1 of the Company's Articles of Association. **Ordinary Resolution 2**
4. To re-elect Dato' Abdullah Thalith Bin Md Thani who is retiring pursuant to Article 94 of the Company's Articles of Association. **Ordinary Resolution 3**
5. To re-elect Mr Liu, Ming-Hsiung @ Martin Liou who is retiring pursuant to Article 94 of the Company's Articles of Association. **Ordinary Resolution 4**
6. To approve the Directors' fees up to RM395,000.00 for the financial year ending 31 December 2016 (2015: up to RM376,000.00). **Ordinary Resolution 5**
7. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business

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

8. "THAT Dato' Ab. Halim Bin Mohyiddin who is over the age of seventy years and retiring in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 7**
9. "THAT Tan Sri Dato' Cecil Wilbert Mohanaraj Abraham who is over the age of seventy years and retiring in accordance with Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 8**
10. Authority for Dato' Ab. Halim Bin Mohyiddin to continue in office as Independent Non-Executive Director **Ordinary Resolution 9**

"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 the Malaysian Code on Corporate Governance 2012."
11. Authority for Tan Sri Dato' Cecil Wilbert Mohanaraj Abraham to continue in office as Independent Non-Executive Director **Ordinary Resolution 10**

"THAT authority be and is hereby given to Tan Sri Dato' Cecil Wilbert Mohanaraj Abraham who has served as an Independent Non-Executive Director of the Company for a cumulative term of 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 the Malaysian Code on Corporate Governance 2012."

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12. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Access Business Group International LLC ("ABGIL"), Amway Business Services Asia Pacific Sdn. Bhd. ("ABSAP"), Alticor Inc. ("Alticor"), Amway of Australia ("Amway (A)"), Amway International Inc. ("Amway International"), P.T. Amway Indonesia ("Amway (I)"), Amway Philippines, LLC ("Amway (P)"), Amway (Singapore) Pte. Ltd. ("Amway (S)"), Amway (Thailand) Limited ("Amway (T)") and Amway Vietnam Co., Ltd. ("Amway (V)")

Ordinary Resolution 11

"**THAT** approval be and is hereby given for the Company and/or its subsidiaries ("Group") to enter into recurrent transactions of a revenue or trading nature with ABGIL, ABSAP, Alticor, Amway (A), Amway International, Amway (I), Amway (P), Amway (S), Amway (T) and Amway (V) as set out in Section 2.4 of the Circular to shareholders dated 20 April 2016, which are subject to the approval of the Proposed Renewal of Shareholders' Mandate, provided that such recurrent transactions are necessary for the day-to-day operations and are carried out in the ordinary course of business and at arms-length basis on normal commercial terms which are consistent with the Group's normal business practices and policies and on terms 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,

AND THAT such approval shall be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company ("AGM") at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held under Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed under Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier **AND THAT** the Directors of the Company be and are hereby authorised to do all such acts and things (including, without limitation, to execute all such documents) in the interest of the Company to give effect to the aforesaid shareholders' mandate,

AND THAT in making the appropriate disclosure of the aggregate value of the recurrent transactions conducted pursuant to the shareholders' mandate in the Company's annual report, the Company must provide a breakdown of the aggregate value of the recurrent transactions made during the financial year, amongst others, based on the following information:

- (i) the type of the recurrent transactions entered into; and
- (ii) the names of the related parties involved in each type of the recurrent transaction and their relationship with the Group."

13. To transact any other business of which due notice is given in accordance with the Companies Act 1965 and the Company's Articles of Association.

BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)

KUAN HUI FANG (MIA 16876)

Company Secretaries

Dated this 20 April 2016

Notes on the appointment of Proxy

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, vote and speak in his/her 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.
2. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
3. 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.
4. 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.
5. 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 Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 9 May 2016 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend, vote and speak on his/her behalf.

Explanatory Notes on Ordinary Business

1. Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act 1965 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. Mr Scott Russell Balfour, En. Mohammad Bin Hussin, Dato' Abdullah Thalith Bin Md Thani and Mr Liu, Ming-Hsiung @ Martin Liou are standing

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for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 21st Annual General Meeting.

The Board has conducted an assessment on the independence of Dato' Abdullah Thalith Bin Md Thani and is satisfied that he has complied with the independence criteria applied by the Company.

Explanatory Notes On Special Business

1. Ordinary Resolution 7

The re-appointment of Dato' Ab. Halim Bin Mohyiddin, a person over the age of seventy years as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the proposed Resolution is passed by a majority of not less than three-fourth (¾) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given.

2. Ordinary Resolution 8

The re-appointment of Tan Sri Dato' Cecil Wilbert Mohanaraj Abraham, a person over the age of seventy years as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the proposed Resolution is passed by a majority of not less than three-fourth (¾) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given.

3. Ordinary Resolution 9

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:-

- a. he fulfilled the criteria under the definition of "Independent Director" stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and is therefore able to bring independent and objective judgment to the Board;
- b. his experience in the audit and accounting industries enable him to provide the Board with a diverse set of experience, expertise, skills and competence;
- c. he has been with the Company for more than nine years and has a strong understanding of the Company's business operations which enables him to participate actively and contribute during deliberations at Audit Committee and Board meetings;
- d. he has devoted sufficient time and attended all Audit Committee and

- Board meetings as well as meeting the Management prior to Audit Committee and Board meetings, for pre-meeting briefings; and
- e. 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.

4. Ordinary Resolution 10

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

- a. he fulfilled the criteria under the definition of "Independent Director" stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and is therefore able to bring independent and objective judgment to the Board;
- b. he has always participated actively in Board and Board Committees discussions and has continuously provided an independent view to the Board;
- c. he has the qualifications, experience, skills, and personal qualities to consistently challenge management in an effective and constructive manner;
- d. he is highly committed and has devoted sufficient time to his responsibilities as an Independent Non-Executive Director of the Company; and
- e. 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. Ordinary Resolution 11

This Resolution, if passed, will allow the Group to enter into recurrent related party transactions of a revenue or trading nature with ABGIL, ABSAP, Alticor, Amway (A), Amway International, Amway (I), 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.

Please refer to the Circular to Shareholders dated 20 April 2016 for further details.