



TUNE PROTECT GROUP BERHAD
(formerly known as Tune Ins Holdings Berhad)
(Company No. 948454-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("AGM") of Tune Protect Group Berhad (formerly known as Tune Ins Holdings Berhad) (948454-K) ("TPG" or "the Company") will be held at Cathay Cineplexes, Level 2, eCurve (formerly Cineleisure Damansara), No. 2A Jalan PJU 7/3, Mutiara Damansara, 47800 Petaling Jaya, Selangor Darul Ehsan on Friday, 3 June 2016 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2015. **Please refer to Note 1.**
- To declare a final dividend comprising a single tier dividend of 5 sen per ordinary share of RM0.10 in respect of the financial year ended 31 December 2015 to the members of the Company, as recommended by the Directors. **Please refer to Note 2.** **(Resolution 1)**
- To approve Directors' Fees as follows: **(Resolution 2)**
 - payment of Directors' Fees amounting to RM101,000 per annum for the Non-Executive Chairman and RM78,000 per annum for other Non-Executive Directors with effect from the financial year ending 31 December 2016;
 - payment of Directors' Fees in respect of the Board's Audit & Risk Committee amounting to RM55,000 per annum for the Non-Executive Committee Chairman and RM46,000 per annum for other Committee members with effect from the financial year ending 31 December 2016;
 - payment of Directors' Fees in respect of the Board's Nomination & Remuneration Committee amounting to RM22,000 per annum for the Non-Executive Committee Chairman and RM18,000 per annum for other Committee members with effect from the financial year ending 31 December 2016; and
 - payment of Directors' Fees in respect of the Board's Investment Committee amounting to RM44,000 per annum for the Non-Executive Committee Chairman and RM37,000 per annum for other Committee members with effect from the financial year ending 31 December 2016.
- To re-elect the following Directors who retire pursuant to Article 123 of the Company's Articles of Association and being eligible, offer themselves for re-election:- **(Resolution 3)**
 - Razman Hafidz bin Abu Zarim; and
 - Tan Sri Dr. Anthony Francis Fernandes. **(Resolution 4)**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** **(Resolution 6)**
"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 ("Bursa Malaysia") AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." **Please refer to Note 3.**
- ORDINARY RESOLUTION PROPOSED RENEWAL OF EXISTING AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **(Resolution 7)**
"THAT subject to the Main Market Listing Requirements of Bursa Malaysia, 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:-
(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.
(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 which 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." **Please refer to Note 4.**

OTHER ORDINARY BUSINESS

- 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 Fifth Annual General Meeting of the Company to be held on Friday, 3 June 2016 at 10.00 a.m., a Final Single Tier Dividend of 5 sen per ordinary share of RM0.10 for the financial year ended 31 December 2015 will be paid on 1 July 2016 to depositors whose names appear in the Record of Depositors on Friday, 3 June 2016. A depositor shall qualify for entitlement to the dividend only in respect of:-

- shares transferred into the Depositor's Securities Account before 4.00 p.m. on Friday, 3 June 2016, in respect of ordinary transfers; and
- shares bought on Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia.

By Order of the Board

JASMINDAR KAUR A/P SARBAN SINGH

(MAICSA 7002687)
Company Secretary
Selangor Darul Ehsan

4 May 2016

NOTES ON APPOINTMENT OF PROXY

- A member must be registered in the Record of Depositors at 5.00 p.m. on 27 May 2016 ("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.
- 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).
- 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.
- 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.
- 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.
- 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:

- Audited Financial Statements**
This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association, the audited accounts do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- Final dividend (Resolution 1)**
The Directors have recommended a final dividend comprising a single tier dividend of 5 sen per ordinary share of RM0.10 in respect of the financial year ended 31 December 2015, which if approved, will be paid on 1 July 2016 to those shareholders on the record of the Company at the close of business on 3 June 2016.
- Authority to allot shares pursuant to Section 132D of the Companies Act, 1965 (Resolution 6)**
Ordinary Resolution 6 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 6, 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).
- Proposed renewal of existing and new shareholders' mandate for Recurrent Related Party Transactions of a revenue or trading nature (Proposed Shareholders' Mandate) (Resolution 7)**
The proposed Ordinary Resolution 7, 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. 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 4 May 2016 which was despatched together with the Notice of AGM and Form of Proxy for more details.

Job ID: 786533-TUNE INSURANCE

PC / DIANE APR 2016

SIZE: 37cm x 6col

Artist: POOI

Date : 27/4/16

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