



SYARIKAT TAKAFUL MALAYSIA BERHAD

(Company No.: 131646-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **THIRTY SECOND (32ND) ANNUAL GENERAL MEETING** of **SYARIKAT TAKAFUL MALAYSIA BERHAD** will be held at Dewan Ahmad Mohamed Ibrahim, 5th Floor, Annexe Block, Menara Takaful Malaysia, No. 4, Jalan Sultan Sulaiman, 50000 Kuala Lumpur on Tuesday, 25 April 2017, at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2016, together with the reports of the Directors and Auditors thereon. (See Explanatory Note 2(i))
- To re-elect the following Directors, each of whom retires pursuant to the Company's Constitution:
 - Article 62
 - 2.1 Datuk Rozaida Omar (Resolution 1)
 - Article 66A
 - 2.2 Mohd Tarmidzi Ahmad Nordin (Resolution 2)
 - 2.3 Tan Sri Dato' Ahmad Fuzi Haji Abdul Razak (Resolution 3)
 - 2.4 Datin Sri Azlin Arshad (Resolution 4)
- To approve the payment of the Directors' fees of RM704,000 for the financial year ended 31 December 2016. (RM752,000 for the financial year ended 31 December 2015) (Resolution 5)
- To approve the payment of the Shariah Advisory Body Members' fees of RM203,000 for the financial year ended 31 December 2016. (RM183,000 for the financial year ended 31 December 2015) (Resolution 6)
- To approve the payment of Non-Executive Directors' fees and benefits in accordance with Section 230(1) of the Companies Act 2016, of up to RM2,500,000 with effect from 1 January 2017 until the next Annual General Meeting of the Company. (Resolution 7)
- To re-appoint Messrs KPMG Desa Megat PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)

AS SPECIAL BUSINESS

- 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 2016, the Constitution 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 3 April 2017 ("Circular"), provided that:

- 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;
- the transactions are made at arm's length and on normal commercial terms; and
- 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:

- 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;
- 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 340(2) of the Companies Act, 2016 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of CA); or
- revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier". (Resolution 9)

- 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 32nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 41(f)(ii) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 18 April 2017. Only a depositor whose name appears on the Record of Depositors as at 18 April 2017 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 YUSOFF (MIA 14171)

Company Secretary
Kuala Lumpur
3 April 2017

Explanatory Notes:

1. Appointment of Proxy

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and to vote instead of him at the same meeting and a proxy need not be a member of the Company.
- Where a member of the Company appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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 instrument appointing a proxy in the case of an individual shall be signed by the appointor 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.
- The instrument appointing a proxy must be deposited at the Office of the Share Registrar of the Company, Symphony Share Registrars Sdn Bhd (378993-D), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not less than forty eight (48) hours before the time for holding the meeting or any adjournment thereof.
- Only members whose names appear in the Record of Depositors on 18 April 2017 shall be eligible to attend, speak and vote at the AGM or appoint proxy(ies) to attend, speak and/or vote on their behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of AGM will be put to vote by poll.

2. Ordinary Business

- Audited Financial Statements for the financial year ended 31 December 2016.
The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of Shareholders is not required pursuant to the provision of section 251(1)(a) and 340(1)(a) of the Companies Act 2016. Hence this Agenda is not put forward for voting by Shareholders of the Company.
- Re-election of Director who retire in accordance with Article 62.
Article 62 of the Company's Constitution provides that one third (1/3) of the Directors of the Company for the time being shall retire by rotation at the AGM of the Company. Pursuant to Paragraph 7.26(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. Dato' Sri Mohamed Hassan Kamil, a Non-Independent Executive Director/Group Managing Director, has informed the Board of Directors of the Company at its meeting held on 1 March 2017 that he does not wish to seek re-election in accordance with Article 63 of the Company's Constitution. Hence, he will retire at the conclusion of the 32nd AGM. However, the Board approved for him to be re-designated as the Group Chief Executive Officer upon his retirement as a Non-Independent Executive Director/Group Managing Director.
Datuk Rozaida Omar is standing for re-election as a Director of the Company and being eligible has offered herself for re-election.

3. Special Business

- Proposed Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature.
The proposed Resolution 9, if passed, will empower the Company to conduct recurrent related party transactions of a revenue or trading in nature which are necessary for the 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 3 April 2017.