

## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT the 25<sup>th</sup> Annual General Meeting** ("AGM") of Pos Malaysia Berhad ("Pos Malaysia" or "the Company") will be held at Glenmarie Ballroom, Holiday Inn Kuala Lumpur Glenmarie, 1, Jalan Usahawan U/18, 40250 Shah Alam, Selangor Darul Ehsan on Tuesday, 22 August 2017 at 9.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 March 2017 and the Reports of the Directors and Auditors thereon. **Please refer to Note A**
- To declare a first and final single tier dividend of 10.7 sen per ordinary share in respect of the financial year ended 31 March 2017. (Resolution 1)
- To re-elect the following Directors who retire by rotation pursuant to Article 115 of the Company's Constitution, and who being eligible, offered themselves for re-election:
  - Brigadier General (K) Tan Sri Dato' Sri (Dr) Haji Mohd Khamil bin Jamil (Resolution 2)
  - Dato' Ibrahim Mahaludin bin Puteh (Resolution 3)
  - Lim Hwa Yu (Resolution 4)
- To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 5)

### AS SPECIAL BUSINESS:

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

- Proposed Continuation in office of Dato' Abdul Hamid bin Sh Mohamed as Independent Non-Executive Director  
"THAT approval be and is hereby given to Dato' Abdul Hamid bin Sh Mohamed, who will reach the nine (9) years tenure as an Independent Non-Executive Director on 20 October 2017, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company in accordance with the Malaysian Code on Corporate Governance" (Resolution 6)
- Proposed Continuation in office of Dato' Ibrahim Mahaludin bin Puteh as Senior Independent Non-Executive Director  
"THAT subject to passing of Resolution 3, approval be and is hereby given to Dato' Ibrahim Mahaludin bin Puteh, who will reach the nine (9) years tenure as an Independent Non-Executive Director on 25 February 2018, to continue to act as Senior Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company in accordance with the Malaysian Code on Corporate Governance" (Resolution 7)
- Proposed Payment of Directors' Fees in Respect of the Financial Year Ended 31 March 2017  
"THAT the payment of Directors' fees of RM871,000.00 to the Non-Executive Directors of the Company in respect of the financial year ended 31 March 2017 be hereby approved" (Resolution 8)
- Proposed Payment of Directors' Benefits (excluding Directors' Fees) From 31 January 2017 Until the Next AGM  
"THAT the payment of Directors' benefits (excluding Directors' fees) for amount up to RM980,000 to the Non-Executive Directors of the Company from 31 January 2017 until the conclusion of the next AGM of the Company to be held by September 2018 pursuant to the Companies Act 2016, be hereby approved" (Resolution 9)
- Proposed Renewal of Shareholders' Mandate for Mandated Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")  
"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and the Main Market Listing Requirements ("the Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the mandate for the Company and its subsidiaries ("Pos Malaysia Group") to enter into any of the mandated recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.3 of the Company's Circular to Shareholders dated 31 July 2017 with the transacting related parties mentioned therein which are necessary for the Pos Malaysia Group's day-to-day operations, be hereby renewed subject to the following:
  - the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
  - the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the Company of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 10.09(1) of the Listing Requirements.
 AND THAT the Proposed Renewal of Shareholders' Mandate will be subject to annual renewal and any authority conferred by the Proposed Renewal of Shareholders' Mandate, shall continue to be in force until:
  - the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
  - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 (1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
  - revoked or varied by resolution passed by the shareholders in general meeting; whichever is earlier;
 AND THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution and with full power to assent to any conditions, modifications, revaluations, variations and/or amendments thereof in the best interest of the Company." (Resolution 10)
- Proposed New Shareholders' Mandate for New Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")  
"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and the Main Market Listing Requirements ("the Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiaries ("Pos Malaysia Group") to enter into any of the new recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.3 of the Company's Circular to Shareholders dated 31 July 2017 with the transacting related parties mentioned therein which are necessary for the Pos Malaysia Group's day-to-day operations subject to the following:
  - the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
  - the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the Company of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 10.09(1) of the Listing Requirements.
 AND THAT the Proposed New Shareholders' Mandate will be subject to annual renewal and any authority conferred by the Proposed New Shareholders' Mandate, shall continue to be in force until:
  - the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
  - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - revoked or varied by resolution passed by the shareholders in general meeting; whichever is earlier;
 AND THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution and with full power to assent to any conditions, modifications, revaluations, variations and/or amendments thereof in the best interest of the Company." (Resolution 11)
- To transact any other business of which due notice has been given in accordance with the Act and the Company's Constitution.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 25<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 89(3) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 16 August 2017. Only Depositors whose names appear on the Record of Depositors as at 16 August 2017 shall be entitled to attend this 25<sup>th</sup> AGM or appoint proxies to attend and/or vote on his/her behalf.

### Notice of Book Closure and Notice of Dividend Entitlement and Payment:

**NOTICE IS ALSO HEREBY GIVEN THAT** the first and final single tier dividend of 10.7 sen per ordinary share in respect of the financial year ended 31 March 2017, if approved by the shareholders at the 25<sup>th</sup> AGM, will be paid on 6 October 2017 to shareholders whose names appear in the Register of Members or Record of Depositors at the close of business on 8 September 2017.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- shares deposited into the Depositor's securities account before 12.30 p.m. on 6 September 2017 in respect of securities which are exempted from mandatory deposit;
- shares transferred into the Depositor's securities account before 4.00 p.m. on 8 September 2017 in respect of ordinary transfers; and
- 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,  
**Dato' Carol Chan Choy Lin (MIA 3930)**  
Company Secretary

Kuala Lumpur  
Date: 31 July 2017

### NOTES:

#### Note A – Audited Financial Statements

The Audited Financial Statements are meant for discussion only in accordance with Section 340(1)(a) of the Companies Act 2016 ("the Act") as it does not require a formal approval of the shareholders and hence, is not put forward for voting.

#### Resolutions 2, 3 and 4 – Re-election of Directors

Brigadier General (K) Tan Sri Dato' Sri (Dr) Haji Mohd Khamil bin Jamil, Dato' Ibrahim Mahaludin bin Puteh and Lim Hwa Yu are due to retire at the 25<sup>th</sup> AGM of the Company and are eligible to offer themselves for re-election at the AGM in accordance with the Company's Constitution. All the three (3) retiring Directors are seeking re-election as Directors of the Company.

The Board through the Board Nomination and Remuneration Committee ("BNRC") has deliberated on the suitability of the retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except the retiring Directors) collectively agreed that the said Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors as prescribed in Paragraph 2.20A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").

Further, in line with Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"), the BNRC has considered and affirmed, and the Board has endorsed that Dato' Ibrahim Mahaludin bin Puteh and Lim Hwa Yu, the Independent Directors who are seeking re-election at the 25<sup>th</sup> AGM of the Company comply with the independence criteria as prescribed in the Listing Requirements of Bursa Securities and remained independent in exercising their judgement and in carrying out their duties as Independent Directors.

#### Resolution 5 – Re-appointment of Auditors

Messrs KPMG has been registered in the name of KPMG PLT following conversion of its status to a limited liability partnership ("LLP") pursuant to Section 29 of the LLP Act 2012 effective 27 December 2016.

**Resolutions 6 and 7 – Continuation in Office of Dato' Abdul Hamid bin Sh Mohamed and Dato' Ibrahim Mahaludin bin Puteh as Independent Non-Executive Directors of the Company**  
Recommendation 3.3 of the MCCG 2012 provides that shareholders' approval can be sought in the event that the Company intends for an independent director who has served in that capacity for more than nine (9) years, to continue to act as Independent Director of the Company.

The Board is recommending to the shareholders for Dato' Abdul Hamid bin Sh Mohamed and Dato' Ibrahim Mahaludin bin Puteh, who will be reaching the nine (9) years tenure as Independent Non-Executive Director on 20 October 2017 and 25 February 2018 respectively, to continue to act as Independent Non-Executive Director and Senior Independent Non-Executive Director of the Company respectively. The Board through the BNRC, had assessed and endorsed that Dato' Abdul Hamid bin Sh Mohamed and Dato' Ibrahim Mahaludin bin Puteh be retained as Independent Non-Executive Director and Senior Independent Non-Executive Director of the Company respectively as they have continued to display high level of integrity and is objective in their judgement and decision making in the best interest of the Company, shareholders and stakeholders and is able to express unbiased views without any influence. The detailed justifications of the Board for making such recommendation are set out in the Corporate Governance Statement in the Annual Report 2017 of the Company.

#### Resolution 8 – Directors' Fees

The amount of Directors' fees payable to the Non-Executive Directors ("NEDs") of the Company includes fees payable to the NEDs as members of the Board and Committees.

The Directors' fees structure for the financial year ended ("FYE") 31 March 2017 remains unchanged compared to the preceding FYE 31 March 2016 as follows:

Board/Board Committees	Chairman	Member
Board	RM 120,000	RM 80,000
Board Audit Committee	RM 15,000	RM 10,000
Other Board Committee	RM 8,000	RM 6,000

#### Resolution 9 – Directors' Benefits

The amount of Directors' benefits (excluding Directors' fees) payable to the NEDs comprises meeting allowances and medical benefits from 31 January 2017 until the conclusion of the next AGM of the

Company to be held by September 2018 (20 months) pursuant to the Act, which shareholders' approval will be sought at this 25<sup>th</sup> AGM in accordance with Section 230 (1) of the Act.

The estimated amount of meeting allowances is calculated based on the current composition of the Board and Board Committees, and the number of scheduled and non-scheduled meetings for Board, Board Committees and general meetings from 31 January 2017 until the next AGM of the Company. Meeting allowances will be paid to Directors upon their attendance at Board, Board Committees and general meetings.

Medical benefits include outpatient, hospitalisation, maternity and dental shall be paid on reimbursement basis up to a cap amount pursuant to the Company's policy.

#### Resolutions 10 and 11 – Renewal of Shareholders' Mandate and New Shareholders' Mandate for Mandated and New Recurrent Related Party Transactions of a Revenue or Trading Nature

The Proposed Resolutions if passed, will respectively renew the existing shareholders' mandate and grant a new mandate to the Pos Malaysia Group to enable the Pos Malaysia Group to respectively enter into the mandated and new recurrent related party transactions of a revenue or trading nature which are necessary for the Pos Malaysia Group's day to day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The details are as set out in the Circular to Shareholders dated 31 July 2017.

#### VOTING PROCEDURES

Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, voting at the 25<sup>th</sup> AGM of the Company will be conducted by poll, rather than on a show of hands. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and to verify the results of the poll, respectively.

#### PROXY

- A member entitled to attend and vote is entitled to appoint a proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. A proxy need not be a member of the Company.
- A member may appoint a maximum of two (2) proxies to attend the meeting provided that such member holds not less than the minimum board lot as specified under the Rules of Bursa Malaysia Depository Sdn Bhd and the Listing Requirements of Bursa Securities.
- Pursuant to the Listing Requirements of Bursa Securities, where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act ("CDA"), which is exempted from compliance with the provisions of Section 25A(1) of the CDA, of 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.
- Where a member appoints two (2) proxies to attend the meeting, the member shall specify the proportion of his/her shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly appointed under a power of attorney.
- The instrument appointing a proxy or representative shall be deposited at the Company's Share Registrar's office at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Daangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.

#### STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No notice in writing has been received by the Company nominating any candidate for election as Director at the 25<sup>th</sup> AGM of the Company. The Directors who are due for retirement and seeking for re-election pursuant to the Company's Constitution are as set out in the Notice of AGM and their profile are set out in the Directors' Profile in the 2017 Annual Report.