



**TAKAFULmalaysia**  
**SYARIKAT TAKAFUL MALAYSIA KELUARGA BERHAD**  
*(formerly known as Syarikat Takaful Malaysia Berhad) (131646-K)*  
(Incorporated in Malaysia)

**NOTICE OF 34<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **THIRTY-FOURTH (34th) ANNUAL GENERAL MEETING ("AGM")** of SYARIKAT TAKAFUL MALAYSIA KELUARGA BERHAD (formerly known as Syarikat Takaful Malaysia Berhad) ("STMKB" or "the Company") will be held at Dewan Ahmad Mohamed Ibrahim, 5th Floor, Annexe Block, Menara Takaful Malaysia, No. 4, Jalan Sultan Sulaiman, 50000 Kuala Lumpur on Thursday, 9 May 2019, 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 2018, together with the reports of the Directors and Auditors thereon. (See Explanatory Note 2(i))
- To re-elect Dato' Othman Abdullah who is retiring by rotation in accordance with Rule 74 of the Company's Constitution and being eligible, has offered himself for re-election. (Resolution 1)  
Tan Sri Dato' Ahmad Fuzi Haji Abdul Razak who is also retiring by rotation in accordance with Rule 74 of the Company's Constitution has informed the Board of Directors that he will not be seeking re-election. Hence, he will retain office until the close of the 34th AGM.
- To approve the payment of Non-Executive Directors' fees and benefits of up to RM2,250,000 from this AGM of the Company until the next AGM of the Company. (Resolution 2)
- To appoint Messrs. PricewaterhouseCoopers PLT as the Auditors of the Company for the financial year ending 31 December 2019 in place of the retiring Auditors, Messrs. KPMG Desa Megat PLT and to authorise the Directors to fix their remuneration. (Resolution 3)

**AS SPECIAL BUSINESS**

- Ordinary Resolution - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with BIMB 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 ("STMKB 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 STMKB Group as set out in Section 2.3 of the Circular to Shareholders dated 10 April 2019, 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 AGM 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 AGM after the date that it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting, whichever is earlier."

(Resolution 4)

- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 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 34th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Rule 49(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 2 May 2019. Only a depositor whose name appears on the Record of Depositors as at 2 May 2019 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  
10 April 2019

Explanatory Notes:

**1. Appointment of Proxy**

- A Member of the Company entitled to attend and vote at this meeting is entitled to appoint up to two (2) proxies to attend and to vote instead of him at the same meeting. A proxy may but 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, Boardroom Share Registrars Sdn Bhd (378993-D) (Formerly known as Symphony Share Registrars Sdn Bhd), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.
- Only Members whose names appear in the Record of Depositors on 2 May 2019 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 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 2018.  
The Audited Financial Statements in Agenda 1 laid in accordance with Section 340(1)(a) of the Companies Act 2016 are meant for the Shareholders' information and discussion only. The Audited Financial Statements do not require Shareholders' approval and as such, are not put forward for voting by the Shareholders of the Company.
- Re-election of Directors who retire in accordance with Rule 74 of the Company's Constitution.  
Rule 74 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' Othman Abdullah is standing for re-election as a Director of the Company and being eligible has offered himself for re-election.  
Tan Sri Dato' Ahmad Fuzi Haji Abdul Razak, an Independent Non-Executive Director/Chairman, has informed the Board of Directors of the Company at its meeting held on 7 March 2019 that he does not wish to seek re-election in accordance with Rule 75 of the Company's Constitution. Hence, he will retire at the conclusion of the 34th AGM.
- Appointment of Messrs. PricewaterhouseCoopers PLT as the Auditors of the Company  
The proposed appointment of Messrs. PricewaterhouseCoopers PLT, having consented to act, as the Auditors of the Company is in line with the decision made by BIMB Holdings Berhad.

**3. Special Business**

- Proposed Shareholders' Mandate for Recurrent Related Party Transaction of Revenue or Trading Nature.  
The proposed Resolution 4, if passed, will empower the Company to conduct recurrent related party transactions of a revenue or trading in nature which are necessary for the STMKB 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 10 April 2019.