



Dear Shareholders of Tune Protect Group Berhad,

**AMENDMENT TO THE NOTICE OF EIGHTH ANNUAL GENERAL MEETING ("8th AGM")
AND PROXY FORM**

Reference is made to the Notice of 8th AGM and the Proxy Form contained in our 2018 Annual Report that was delivered to you on 29 April 2019. On behalf of the Board of Directors, we wish to amend the Notes on Appointment of Proxy – No. 1 to the Notice of 8th AGM and Proxy Form, which is highlighted in bold as follows:-

Notes on Appointment of Proxy

- (1) In respect of the deposited securities, only a depositor whose name on the Record of Depositors as at **21 May 2019** ("General Meeting Record of Depositors") shall be eligible to attend the Meeting or appoint proxy(ies) to attend and/or vote in his/her stead. 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.

Accordingly, please find enclosed the amended Notice of 8th AGM and Proxy Form for your attention.

By Order of the Board

KIMBERLY ONG SWEET EE
LS0009852
Company Secretary

Kuala Lumpur
10 May 2019

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting (“AGM”) of Tune Protect Group Berhad (“Tune Protect Group” or “the Company”) will be held at The Summit 2 Ballroom, Level M1, Connexion Conference & Event Centre @ The Vertical, No. 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Tuesday, 28 May 2019 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon for the financial year ended 31 December 2018.
Please refer to Note A.
2. To declare a final dividend comprising a single tier dividend of 3.00 sen per ordinary share in respect of the financial year ended 31 December 2018.
Please refer to Note B. **Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 123 of the Company’s Constitution (Articles of Association):
(a) Datuk Kamarudin bin Meranun **Resolution 2**
(b) Tan Ming-Li **Resolution 3**
4. To approve the payment of Directors’ fees of RM879,000 to the Non-Executive Directors of the Company from the date of the forthcoming AGM until the conclusion of the next AGM of the Company.
Please refer to Note C. **Resolution 4**
5. To approve the payment of Directors’ benefits as described in Note D to the Non-Executive Directors of the Company from the date of the forthcoming AGM until the conclusion of the next AGM of the Company.
Please refer to Note D. **Resolution 5**
6. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

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

7. **ORDINARY RESOLUTION
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approval of relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad (“Bursa Malaysia”); AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company in accordance with Section 76 of the Companies Act, 2016.”
Please refer to Note E. **Resolution 7**

8. **ORDINARY RESOLUTION
PROPOSED NEW SHAREHOLDERS' MANDATE AND RENEWAL OF EXISTING SHAREHOLDERS'
MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING
NATURE**

"THAT subject to the Main Market Listing Requirements ("MMLR") 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 to Shareholders dated 29 April 2019 ("Circular"), subject further to the following:

- (a) the RRPTs are entered into in the ordinary course of business which are:
 - (i) necessary for the day-to-day operations;
 - (ii) on normal commercial terms and transaction price which are not more favourable to the related parties than those generally available to the public;
 - (iii) undertaken on arm's length basis; and
 - (iv) not to the detriment of the minority shareholders of the Company;
- (b) 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:
 - (i) the type of RRPTs made; and
 - (ii) the names of the related parties involved in each type of the RRPT made and their relationship with the Company.
- (c) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
 - (i) 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 an ordinary resolution passed at the next AGM, such authority is renewed;
 - (ii) the expiration of the period within which the next AGM after the date 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 the Companies Act, 2016; or
 - (iii) 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 and take all such steps and to execute all such transactions, deeds, agreements, arrangements and/or undertakings the Directors of the Company in their discretion deem fit, necessary, expedient, finalise and give full 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 F.

Resolution 8

9. **ORDINARY RESOLUTION
AUTHORITY TO ALLOT SHARES TO KHOO AI LIN**

"THAT the Directors be and are hereby authorised to allot up to 500,000 ordinary shares of ("Tune Protect Group Shares") to Khoo Ai Lin, the Group Chief Executive Officer ("GCEO") of the Company pursuant to her exercise of options offered to her under the Employees' Share Option Scheme ("ESOS") from time to time and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

Please refer to Note G.

Resolution 9

10. **SPECIAL RESOLUTION
PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY IN PLACE OF THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION (“PROPOSED ADOPTION”)**

“THAT approval be and is hereby given for the Company to adopt the new Constitution in the form and manner as set out in Appendix II of the Circular, in place of the existing Memorandum & Articles of Association AND THAT the Board of Directors of the Company be and is hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

Please refer to Note H.

Special Resolution

11. To transact any other business for 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 Eighth AGM of the Company to be held on Tuesday, 28 May 2019 at 10.00 a.m., a final single tier dividend of 3.00 sen per ordinary share for the financial year ended 31 December 2018 will be paid on 19 June 2019 to depositors whose names appear in the Record of Depositors on Tuesday, 28 May 2019. A depositor shall qualify for entitlement to the dividend only in respect of:

- (a) shares transferred into the Depositor’s Securities Account before 4.00 p.m. on Tuesday, 28 May 2019, in respect of ordinary transfers; and
- (b) shares bought on Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia.

By Order of the Board

KIMBERLY ONG SWEET EE
LS0009852
Company Secretary

Kuala Lumpur
29 April 2019

NOTES ON APPOINTMENT OF PROXY:

- 1) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at **21** May 2019 (“General Meeting Record of Depositors”) shall be eligible to attend the Meeting or appoint proxy(ies) to attend and/or vote in his/her stead. 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.
- 2) A member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies (or in the case of a corporation, to appoint a representative) (in accordance with Section 333 of the Companies Act, 2016), to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy(ies).
- 3) The instrument appointing a proxy(ies) must be deposited at the Registered Office of the Company at Level 9, Wisma Tune, 19, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof. **Faxed copies of the duly executed form of proxy are not acceptable.**
- 4) 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.
- 5) 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.
- 6) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners is 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.
- 7) Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Malaysia, all resolutions set out in this Notice shall be put to vote by way of poll.

Notice of
Annual General Meeting

EXPLANATORY NOTES:

Note A

This Agenda is meant for discussion only as the provisions of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward to shareholders for voting.

Note B

The Directors have recommended a final dividend comprising a single tier divided of 3.00 sen per ordinary share in respect of the financial year ended 31 December 2018, which if approved, will be paid on 19 June 2019 to those shareholders on the record of the Company at the close of business on 28 May 2019.

Note C

Pursuant to Section 230(1) of the Companies Act, 2016 requires that the fees of the Directors and any benefits payable to the Directors be approved at the general meeting. The details of the Directors' fees are as follows:

Board and Board Committees	Non-Executive Chairman (RM) (a)	No. of Members + Additional to be appointed Director during the year (b)	Per Non-Executive Director/ Per Other Committee Member (RM) (b)*members fee=(c)	Total Amount (RM) (a)+(c)
Board of Directors	101,000	5	5 * 78,000 = 390,000	491,000
Audit Committee	28,000	3	3 * 23,000 = 69,000	97,000
Risk Management Committee	28,000	3	3 * 23,000 = 69,000	97,000
Nomination Committee	11,000	3	3 * 9,000 = 27,000	38,000
Remuneration Committee	11,000	3	3 * 9,000 = 27,000	38,000
Investment Committee	44,000	2	2 * 37,000 = 74,000	118,000
Total	223,000			879,000

Note D

Pursuant to Section 230(1) of the Companies Act, 2016 requires that the fees of the Directors and any benefits payable to the Directors be approved at the general meeting. The Company is requesting shareholders' approval for the payment of Directors' benefits to the Non-Executive Directors from the date of the forthcoming AGM until the conclusion of the next AGM of the Company in accordance with the remuneration structure set out below:

(a) Meeting Allowance of RM2,500 (same meeting allowance benefit amount as per previous year) per attendance per Board of Director and per Board Committee

Board and Board Committees	No. of Members + Additional to be appointed Director during the year (a)	Estimated No. of Meetings held (b)	Meeting Allowance ("MA") of RM2,500 per attendance (a)*(b)*MA	Estimated Total Amount of Meeting Allowance (RM)
Board of Directors	6	11	6 * 11 * 2,500	165,000
Audit Committee	4	8	4 * 8 * 2,500	80,000
Risk Management Committee	4	8	4 * 8 * 2,500	80,000
Nomination Committee	4	5	4 * 5 * 2,500	50,000
Remuneration Committee	4	5	4 * 5 * 2,500	50,000
Investment Committee	3	7	3 * 7 * 2,500	52,500
			Total	477,500

(b) Hospitalisation & Surgical (“H&S”)

Overall annual limit for H&S benefit for each director is up to RM150,000.

Note E

The proposed Ordinary Resolution 7, 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 AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier. The General Mandate, if granted, will enable the Company to fulfil 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). As at the date of this Notice, the Company has not issued any new shares under the General Mandate obtained in its previous AGM.

Note F

The proposed Ordinary Resolution 8, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for the Group’s day-to-day operations. This mandate shall lapse at the conclusion of the next AGM of the Company unless authority for the renewal is obtained from the shareholders of the Company at a general meeting. Please refer to the Recurrent Related Party Transactions of A Revenue or Trading Nature Circular dated 29 April 2019 which is despatched together with the Notice of AGM and Proxy Form for more details.

Note G

The proposed Ordinary Resolution 9 is to seek authority for the Directors to allot new shares in the Company under the ESOS to Khoo Ai Lin, the GCEO of the Company. The ESOS which came into effect on 20 February 2013 was established in conjunction with our listing on the Main Market of Bursa Malaysia on 20 February 2013. The ESOS was established for the grant of Options to eligible employees of our Group to subscribe for new shares, not exceeding in aggregate 10% of the enlarged issued and paid-up share capital of our Company during the subsistence of the ESOS. The approval for the listing of the new shares to be issued pursuant to the exercise of the Options under the ESOS has been obtained from the Bursa Malaysia on 8 January 2013.

Note H

The Company is proposing a new Constitution to replace its existing Memorandum and Articles of Association in order to bring the Constitution in line with the Companies Act, 2016 and the MMLR of Bursa Malaysia.

Personal data privacy:

By appointing a proxy(ies) and/or representative(s) for the AGM, a member of the Company hereby:

- (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for any purpose incidental to the AGM;
- (ii) warrants that relevant prior consent of such proxy(ies) and/or representative(s) has been obtained for the use of his/her/their personal data by the Company (or its agents); and
- (iii) agrees that the member will indemnify the Company in respect of any liabilities, demands, losses and damages as a result of the member’s breach of warranty.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the MMLR of Bursa Malaysia)

Directors who are standing for re-election at the Eighth Annual General Meeting of the Company:

- (i) Datuk Kamarudin bin Meranun (Resolution 2)
- (ii) Tan Ming-Li (Resolution 3)

Further details of Directors who are standing for re-election are set out in the Directors’ Profile on pages 54 to 55 of this Annual Report. Tan Ming-Li does not hold any shares in the Company. Information relating to the securities holdings of Datuk Kamarudin bin Meranun is set out in the Analysis of Shareholdings on pages 227 to 228 of this Annual Report.

PROXY FORM



TUNE PROTECT GROUP BERHAD
(Company No.: 948454-K)
(Incorporated in Malaysia)

CDS Account No.	
No. of Shares held	

I/We _____
(FULL NAME IN BLOCK LETTERS)

*NRIC No./Passport No./Company No. _____ of _____

being a member(s) of **TUNE PROTECT GROUP BERHAD** ("the Company") hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him, *the Chairman of the Meeting, as *my/our proxy/(ies) to vote for *me/us on *my/our behalf at the Eighth Annual General Meeting ("AGM") of the Company to be held at The Summit 2 Ballroom, Level M1, Connexion Conference & Event Centre @ The Vertical, No 8, Jalan Kerinchi, Bangsar South City, 59200 Kuala Lumpur on Tuesday, 28 May 2019 at 10.00 a.m. or at any adjournment thereof, in the manner indicated below:

NO.	RESOLUTIONS	FOR	AGAINST
1.	Declare of final dividend comprising a single tier dividend of 3.00 sen per ordinary share in respect of the financial year ended 31 December 2018.		
2.	Re-election of Datuk Kamarudin bin Meranun.		
3.	Re-election of Tan Ming-Li.		
4.	Approve the payment of Directors' fees of RM879,000 to the Non-Executive Directors of the Company from the date of the forthcoming AGM until the conclusion of the next AGM of the Company.		
5.	To approve the payment of Directors' benefits as described in Note D to the Non-Executive Directors of the Company from the date of the forthcoming AGM until the conclusion of the next AGM of the Company.		
6.	Re-appointment of Messrs. Ernst & Young as the Auditors of the Company.		
7.	Authority to allot shares pursuant to Section 75 and 76 of the Companies Act, 2016.		
8.	Proposed New Shareholders' Mandate and Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of A Revenue or Trading Nature.		
9.	Authority to Allot Shares to Khoo Ai Lin.		
SPECIAL RESOLUTION			
1.	Proposed Adoption of a New Constitution of the Company in place of the existing Memorandum and Articles of Association.		

(Please indicate with an "X" in the spaces provided on how you wish your votes to be cast. If you do not do so, the Proxy will vote or abstain from voting at his discretion.)

Signed this _____ day of _____ 2019

*Signature (s)/Common Seal of Shareholder

* Delete if not applicable

NOTES ON APPOINTMENT OF PROXY:

- 1) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at **21 May 2019** ("General Meeting Record of Depositors") shall be eligible to attend the Meeting or appoint proxy(ies) to attend and/or vote in his/her stead. 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.
- 2) A member of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies (or in the case of a corporation, to appoint a representative) (in accordance with Section 333 of the Companies Act, 2016), to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy(ies).
- 3) The instrument appointing a proxy(ies) must be deposited at the Registered Office of the Company at Level 9, Wisma Tune, 19, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof. **Faxed copies of the duly executed form of proxy are not acceptable.**
- 4) 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.
- 5) 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.
- 6) 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.
- 7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice shall be put to vote by way of poll.

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Stamp

The Company Secretary
TUNE PROTECT GROUP BERHAD (948454-K)
Level 9, Wisma Tune
19, Lorong Dungun
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan
Malaysia

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