

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 32nd Annual General Meeting ("AGM") of Pos Malaysia Berhad ("Pos Malaysia" or "the Company") will be held virtually from Pos Malaysia, Dewan Sri Pos, Level 3, Dayabumi Complex, 50670 Kuala Lumpur, Malaysia as the Broadcast Venue and via the meeting platform at <https://investor.boardroomlimited.com> on Friday, 24 May 2024 at 10.00 a.m. for the purpose of transacting the following businesses:

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023, together with the Reports of the Directors and Auditors thereon.
(Please refer to Note A)

2. To re-elect the following Directors, who retire in accordance with Article 111(2) of the Company's Constitution and who being eligible, offer themselves for re-election:

- (a) Sabarina Laila binti Mohd Hashim (Resolution 1)
(b) Roshidah binti Abdullah (Resolution 2)
(Please refer to Note B)

3. To re-elect the following Directors, who retire by rotation in accordance with Article 116 of the Company's Constitution and who being eligible, offer themselves for re-election:

- (a) Dato' Dr. Mohd Ali bin Mohamad Nor (Resolution 3)
(b) Dato' Jezilee bin Mohamad Ramli (Resolution 4)
(c) Dato' Mohamed Sharil bin Mohamed Tarmizi (Resolution 5)
(Please refer to Note C)

4. To approve the payment of Directors' fees to the Non-Executive Directors up to an amount of RM965,000.00 from 25 May 2024 until the next AGM of the Company.
(Please refer to Note D)

5. To approve the payment of benefits payable (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM277,000.00 from 25 May 2024 until the next AGM of the Company.
(Please refer to Note E)

6. To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and authorise the Board of Directors to determine their remuneration.
(Please refer to Note F)

Special Business

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

7. **Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")** (Resolution 9)

"THAT subject always to the provisions of the Companies Act 2016 ("CA 2016"), the Constitution of the Company and the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Malaysia"), approval be hereby given to the Company and its subsidiaries (collectively known as "Pos Malaysia Group") to enter into any of the recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.3 of the Circular to Shareholders dated 25 April 2024, which are necessary for the day-to-day operations of Pos Malaysia Group, PROVIDED THAT such transactions are entered into 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, undertaken on an arm's length basis, and are not detrimental to the minority shareholders of the Company.

AND THAT the Proposed Shareholders' Mandate, shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting; or
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
(c) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever is the earlier;

AND THAT the Directors of the Company be hereby empowered and authorised to complete and do all such acts (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate.
(Please refer to Note G)

8. To transact any other business of which due notice shall have been given in accordance with the CA 2016 and the Company's Constitution.

BY ORDER OF THE BOARD

SABARINA LAILA MOHD HASHIM (LS No. 0004324) SSM PC No. 201908001661
NGIAN YOKE FUNG (MAICSA 7049093) SSM PC No. 201908002393
Company Secretaries

Kuala Lumpur
25 April 2024

NOTES:

1. Virtual 32nd AGM

- 1.1 The virtual 32nd AGM of the Company will be conducted online. Shareholders/proxy(ies) can attend, participate and vote remotely at the 32nd AGM through live streaming and online remote voting using the Remote Participation and Electronic Voting facilities provided by the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd.
- 1.2 The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the CA 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to be physically present at the Broadcast Venue.

2. Proxy and/or Authorised Representative

- 2.1 Every member including Authorised Nominees as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") is entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him. The proxy need not be a member of the Company.
- 2.2 Where a member of the Company is an exempt authorised nominee as defined under the SICDA, which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA, 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.
- 2.3 Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- 2.4 The instrument appointing a proxy shall be in writing under the hand of the member or his/her attorney duly appointed under a power of attorney or if such member is a corporation, either under its common seal or under the hand of two authorised officers, one of whom shall be a Director, or its attorney duly authorised in writing. Any alteration to the instrument appointing a proxy must be initialled.
- 2.5 The proxy forms and/or documents relating to the appointment of proxy for the 32nd AGM shall be deposited or submitted in the following manner not less than 48 hours before the time for holding the 32nd AGM or no later than Wednesday, 22 May 2024 at 10.00 a.m. in accordance with the Company's Constitution:
- (a) In hard copy form

The Proxy Form, Corporate Representative, Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or by fax to +603-7890 4670.

- (b) By Boardroom Smart Investor Portal

Online via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>, which is free and available to all individual Depositors. The detailed requirements and procedures for the submission of proxy forms are set out in the Administrative Guide for the 32nd AGM - Lodgement of Proxy Form.

3. Voting by Poll

Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Malaysia, all resolutions set out in this notice will be put to vote by way of a poll.

4. Members entitled to attend AGM

For the purpose of determining a member who shall be entitled to attend the 32nd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 16 May 2024. Only a depositor whose name appears therein shall be entitled to attend the 32nd AGM or appoint a proxy(ies) to attend, participate and vote on his/her behalf.

EXPLANATORY NOTES:

1. Explanatory Note A - Audited Financial Statements

This agenda item is meant for discussion only as the provision of Section 340(1) (a) of the CA 2016 does not require the Audited Financial Statements to be formally approved by the shareholders. Hence, this item will not be put for voting.

2. Explanatory Note B and C - Re-election of Directors (Resolutions 1, 2, 3, 4 and 5)

The Directors, who are subject to re-election at the 32nd AGM of the Company, are as follows:

- (a) Article 111(2) - Retirement by casual vacancy

- (i) Sabarina Laila binti Mohd Hashim
(ii) Roshidah binti Abdullah

Article 111(2) of the Company's Constitution provides that any newly appointed Director shall hold office only until the next AGM and shall then be eligible for re-election.

- (b) Article 116 - Retirement by rotation

- (i) Dato' Dr. Mohd Ali bin Mohamad Nor
(ii) Dato' Jezilee bin Mohamad Ramli
(iii) Dato' Mohamed Sharil bin Mohamed Tarmizi

Article 116 of the Company's Constitution provides that one-third (1/3) or the number nearest to one-third (1/3) of the Directors for the time being, shall retire from office in every subsequent AGM and shall then be eligible for re-election.

For the purpose of determining the eligibility of Directors standing for re-election at the 32nd AGM, the Board, through the Board Nomination and Remuneration Committee ("BNRC"), has assessed the retiring Directors' performance, contribution and independence via the annual Board Effectiveness Assessment, taking into consideration among others, the Director's level of contribution to the Board's deliberations through their skills, experience and strength in qualities, the nature and extent of any conflict of interest or potential conflict of interest, demonstrated independence and objectivity in the Board's decision-making process, gave valuable feedback through sharing of knowledge and experience and acted in the best interests of the Company.

The Board also agreed with the BNRC's assessment that the retiring Directors' performance and contribution in discharge of their duties during the assessment period had been satisfactory and met the criteria in the Fit and Proper Policy of the Company, amongst others, probity, personal and financial integrity, competence and time management.

Based on the above, the Board approved the BNRC's recommendation that the Directors who retire in accordance with Article 111(2) of the Company's Constitution, namely Sabarina Laila binti Mohd Hashim and Roshidah binti Abdullah and Article 116 of the Company's Constitution, namely Dato' Dr. Mohd Ali bin Mohamad Nor, Dato' Jezilee bin Mohamad Ramli and Dato' Mohamed Sharil bin Mohamed Tarmizi, are eligible to stand for re-election.

All Directors standing for re-election as Directors and being eligible, have offered themselves for re-election at the 32nd AGM of the Company. The retiring Directors had abstained from the deliberation and decision on their respective eligibility to stand for re-election at the relevant Board and BNRC Meetings.

The profiles of the retiring Directors are set out in the Profile of the Board of Directors on pages 57 to 61 of the Annual Report 2023.

3. Explanatory Note D and E - Directors' Fees and Benefits (Resolutions 6 and 7)

Section 230(1)(b) of the CA 2016 provides that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

The Directors' fees and benefits payable to the Non-Executive Directors ("NEDs") are based on the Directors' Fee and Allowance Framework ("Framework"), which was first approved by the shareholders at the 20th AGM held on 9 August 2012.

Accordingly, the Company is seeking the shareholders' approval at the 32nd AGM on the Directors' fees and benefits payable with effect from 25 May 2024 until the conclusion of the next AGM based on the same Framework, as follows:

(a) Directors' Fees

Board/Board Committees	Fee (per annum)	
	Chairman	Member
Board	RM120,000	RM80,000
Board Audit Committee	RM15,000	RM10,000
BNRC		
Board Risk, Sustainability and Compliance Committee	RM8,000	RM6,000
Board Tender Committee		
Board Digital - First Committee		

(b) Directors' Benefits - Meeting allowance:

Type of Meeting	Meeting Allowance per Meeting (for Chairman and Members)
Board	
BNRC	
Board Risk, Sustainability and Compliance Committee	RM1,000
Board Tender Committee	
Board Digital - First Committee	
General Meeting	
Board Audit Committee	RM2,500

The total amount of Directors' fee and benefits payable to the NEDs is estimated to be up to RM965,000.00 and RM277,000.00 respectively from 25 May 2024 to the next AGM in 2025, subject to the shareholders' approval.

In determining the estimated total amount of Directors' fees and benefits for the NEDs, the Board has considered various factors, including the number of scheduled meetings for the Board, Board Committees and general meetings, based on the composition of NEDs, including a provisional sum as a contingency for future appointment of NED on the Board and increase in the number of Board and Committee meetings.

The proposed Resolutions 6 and 7, if passed, will give authority to the Company to pay the Directors' fees and benefits on a quarterly/monthly basis and/or as and when incurred, since the NEDs have discharged their responsibilities and rendered their services to the Company throughout the period.

4. Explanatory Note F - Re-appointment of Auditors (Resolution 8)

The Board, through the Board Audit Committee, has conducted an annual assessment of the suitability and independence of the Auditors, KPMG PLT and agreed that KPMG PLT has met the relevant criteria as prescribed under Paragraph 15.21 of the MMLR of Bursa Malaysia.

5. Explanatory Note G - Proposed Shareholders' Mandate (Resolution 9)

The proposed Ordinary Resolution 9, if passed, will enable Pos Malaysia Group to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for Pos Malaysia Group's day to day operations as set out in Section 2.2.3 of the Circular to Shareholders dated 25 April 2024, 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 detrimental to the minority shareholders of the Company.