



## Notice of 38<sup>th</sup> Annual General Meeting

NOTICE IS HEREBY GIVEN that the THIRTY-EIGHTH ("38<sup>th</sup>") ANNUAL GENERAL MEETING ("AGM") of SYARIKAT TAKAFUL MALAYSIA KELUARGA BERHAD ("Takaful Malaysia Keluarga" or "Company") will be conducted virtually through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facility from the broadcast venue at Dewan Ahmad Mohamed Ibrahim, 5th Floor, Annexe Block, Menara Takaful Malaysia, No. 4, Jalan Sultan Sulaiman, 50000 Kuala Lumpur on Wednesday, 31 May 2023, at 9:30 a.m. for the following purposes:-

### AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 December 2022, together with the reports of the Directors and Auditors thereon. (See Explanatory Note 3(i))
- To re-elect the following Directors who are retiring in accordance with Rule 74 of the Company's Constitution and being eligible, have offered themselves for re-election:-
  - Dato' Mustaffa Ahmad (Resolution 1)
  - Mohamad Salihuddin Ahmad (Resolution 2)
- To re-elect Ch'ng Sok Heang who is retiring in accordance with Rule 83 of the Company's Constitution and being eligible, has offered herself for re-election. (Resolution 3)
- To approve the payment of Non-Executive Directors' fees of up to RM3,140,000 for Takaful Malaysia Keluarga and its subsidiary companies ("Takaful Malaysia" or "Group") from this AGM of the Company until the next AGM of the Company. (Resolution 4)
- To approve the payment of Non-Executive Directors' benefits of up to RM700,000 for the Group from this AGM of the Company until the next AGM of the Company. (Resolution 5)
- To re-appoint Messrs. PricewaterhouseCoopers PLT as the Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration. (Resolution 6)

### AS SPECIAL BUSINESS:

- Ordinary Resolution – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with Lembaga Tabung Haji and its subsidiaries ("LTH Group").  
"THAT, subject to compliance with the Main Market 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" or "Group") to enter into the Recurrent Related Party Transactions of a revenue or trading nature with LTH Group which are necessary for the day-to-day operations of Takaful Malaysia as set out in Section 2.3 of the Circular to Shareholders dated 29 April 2023, 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 Integrated 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 7)
- Ordinary Resolution – Proposed Authority to Issue and Allot Shares.  
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby empowered to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons and for such purposes as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued 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 such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company, AND THAT the Directors be authorised to do all such things as they deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities pursuant to this resolution." (Resolution 8)
- 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 38<sup>th</sup> 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 24 May 2023. Only a depositor whose name appears on the Record of Depositors as at 24 May 2023 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

SUHLA AL ASRI  
SSM Practising Certificate No. 201908002158  
MAICSA 7025570  
Company Secretary

Kuala Lumpur  
29 April 2023

### Explanatory Notes:

- Virtual AGM
  - As part of initiatives to curb the spread of COVID-19, the 38<sup>th</sup> AGM of the Company will be conducted virtually through live streaming and online remote voting via RPEV facility from the broadcast venue at Dewan Ahmad Mohamed Ibrahim, 5<sup>th</sup> Floor, Annexe Block, Menara Takaful Malaysia, No. 4, Jalan Sultan Sulaiman, 50000 Kuala Lumpur. Please follow the procedures provided in the Administrative Details for the 38<sup>th</sup> AGM in order to register, participate and vote remotely.
  - The broadcast venue of the 38<sup>th</sup> AGM which is the main venue of the meeting is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The broadcast venue of the 38<sup>th</sup> AGM is to organise the virtual meeting and where streaming would be conducted from. No shareholder(s)/ proxy(ies)/corporate representatives from the public will be physically present at the broadcast venue on the day of the 38<sup>th</sup> AGM of the Company.
- Appointment of Proxy
  - Save as set out in Note (iii) below, 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 the 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 at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Danul Ehsan 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 24 May 2023 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.
- Ordinary Business
  - Audited Financial Statements for the financial year ended 31 December 2022.  
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' Mustaffa Ahmad and Mohamad Salihuddin Ahmad are standing for re-election as Directors of the Company and being eligible have offered themselves for re-election.
  - Re-election of Director who retires in accordance with Rule 83 of the Company's Constitution.  
Rule 83 of the Company's Constitution provides that any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.  
Ch'ng Sok Heang is standing for re-election as Director of the Company and being eligible has offered herself for re-election.
  - To approve the payment of Non-Executive Directors' fees of up to RM3,140,000 for the Group from this AGM of the Company until the next AGM of the Company.
  - To approve the payment of Non-Executive Directors' benefits of up to RM700,000 for the Group from this AGM of the Company until the next AGM of the Company.
- Special Business
  - Proposed Shareholders' Mandate for Recurrent Related Party Transaction of Revenue or Trading Nature.  
The proposed Resolution 7, if passed, will empower the Company to conduct recurrent related party transactions of a revenue or trading in nature which are necessary for Takaful Malaysia'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 29 April 2023.
  - Proposed Authority to Issue and Allot Shares.  
The proposed Resolution 8, if passed, will give a new mandate to the Directors of the Company, from the date of the forthcoming AGM, to issue and allot shares in the Company from time to time at the aggregate not exceeding ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company pursuant to Section 75 of the Act. This authority, unless revoked or verified at a general meeting will expire at the next AGM of the Company.  
The Board continues to consider to expand the Company's business. In the event of a new allotment of shares pursuant to such opportunity, the proceeds shall be utilised as working capital of the Company. The passing of this resolution would avoid any delay and cost involved in convening a general meeting to specifically approve the issuance of the shares.