

**Notice of 40<sup>th</sup> Annual General Meeting**

**NOTICE IS HEREBY GIVEN THAT THE FORTIETH ("40<sup>th</sup>") ANNUAL GENERAL MEETING ("AGM") OF SYARIKAT TAKAFUL MALAYSIA KELUARGA BERHAD ("Takaful Malaysia Keluarga" or "Company")** will be held at Dewan Ahmad Mohamed Ibrahim, 5<sup>th</sup> Floor, Annexe Block, Menara Takaful Malaysia, No. 4, Jalan Sultan Sulaiman, 50000 Kuala Lumpur on Wednesday, 21 May 2025, 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 2024, together with the reports of the Directors and Auditors thereon. (See Explanatory Note 2(i))
- To re-elect the following Directors who are retiring by rotation in accordance with Rule 74 of the Company's Constitution and being eligible, have offered themselves for re-election:-  
 (i) Dato' Mustaffa Ahmad (Resolution 1)  
 (ii) Puan Ch'ng Sok Heang (Resolution 2)
- To re-elect the following Directors who are retiring in accordance with Rule 83 of the Company's Constitution and being eligible, have offered themselves for re-election:-  
 (i) Datuk Syed Hamadah Syed Othman (Resolution 3)  
 (ii) Puan Azizah Ali (Resolution 4)
- To approve the payment of Non-Executive Directors' fees of up to RM3,648,700 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 5)
- To approve the payment of Non-Executive Directors' benefits of up to RM543,400 for the Group from this AGM of the Company until the next AGM of the Company. (Resolution 6)
- To reappoint Messrs. PricewaterhouseCoopers PLT as the Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. (Resolution 7)

**AS SPECIAL BUSINESS**

- Ordinary Resolution - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of 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 Recurrent Related Party Transactions of 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 16 April 2025, provided that:-  
 (a) 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;  
 (b) the transactions are made at arm's length and on normal commercial terms; and  
 (c) disclosure will be made in Integrated Annual Report with breakdown of the aggregate value of 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:-  
 (a) 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;  
 (b) 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  
 (c) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is earlier." (Resolution 8)
- Ordinary Resolution - Proposed Authority to Issue and 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 Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and 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 issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for additional shares so issued on Bursa Securities pursuant to this resolution." (Resolution 9)
- Ordinary Resolution - Renewal of Authority for Directors to Allot and Issue New Ordinary Share in Respect of the Dividend Reinvestment Plan ("DRP Shares")  
 "THAT pursuant to DRP as approved by shareholders at Extraordinary General Meeting held on 17 October 2024 and approvals of relevant governmental/regulatory authorities, where such approval is required, approval be and is hereby given to the Board to allot and issue such number of DRP Shares from time to time as may be required to be allotted and issued, upon the terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit or expedient, and in the best interest of the Company PROVIDED THAT the issue price of DRP Shares, which will be determined by the Board on the price fixing date to be determined and announced ("Price Fixing Date"), shall be fixed by the Board at a price of not more than a 10% discount to the five-day volume weighted average price ("VWAP") of Takaful Malaysia Keluarga's Shares immediately before the Price Fixing Date. The five-day VWAP of Takaful Malaysia Keluarga's Shares shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of DRP Shares and that such authority to allot and issue DRP Shares shall continue to be in force until the conclusion of the Company's next annual general meeting.  
 THAT DRP Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Takaful Malaysia Keluarga's Shares, save and except that DRP Shares shall not be entitled to any dividends, rights, benefits, entitlements and/or other distributions the entitlement date of which is before the date of allotment of DRP Shares.  
 AND THAT the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the issuance of DRP Shares, with full powers to assent to any conditions, variations, modifications and/or amendments, including amendment, modification, suspension and termination of DRP, as the Board may, in its absolute discretion, deem fit or expedient, and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities." (Resolution 10)

- 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 40<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 14 May 2025. Only a depositor whose name appears on the Record of Depositors as at 14 May 2025 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  
 16 April 2025

**Explanatory Notes:**
**1. 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 one securities account ("ombibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer 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 shall be deposited or submitted in the following manner not less than twenty-four (24) hours before the time for holding the AGM or any adjournment thereof:-
  - In hardcopy form  
 Deposit at the office of Share Registrar of the Company, Boardroom Share Registrar Sdn. Bhd., Menara Simponi, No. 4, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Any alteration to the Form of Proxy must be initialled.
  - By electronic means  
 Detailed requirements and procedures for submission of proxy forms are as set out in Administrative Details.
- Only Members whose names appear in the Record of Depositors on 14 May 2025 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.

**2. Ordinary Business**

- Audited Financial Statements for the financial year ended 31 December 2024.  
 Audited Financial Statements in Agenda 1 laid in accordance with Section 340(1)(a) of the Companies Act 2016 are meant for shareholders' information and discussion only. 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 Puan Ch'ng Sok Heang are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

- Re-election of Directors who retire 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.

Datuk Syed Hamadah Syed Othman and Puan Azizah Ali are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

- To approve the payment of Non-Executive Directors' fees of up to RM3,648,700 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 RM543,400 for the Group from this AGM of the Company until the next AGM of the Company.

**3. Special Business**

- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature with LTH Group.

Proposed Resolution 8, if passed, will empower the Company to conduct recurrent related party transactions of 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. Details on Proposed Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature are set out in the Circular to Shareholders dated 16 April 2025.

- Proposed Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016.

Proposed Resolution 9, 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 Companies Act 2016. This authority, unless revoked or verified at a general meeting will expire at the next AGM of the Company.

As at the date of Notice of 40<sup>th</sup> AGM, there were no new shares issued pursuant to the mandate granted to Directors at 39<sup>th</sup> AGM held on 23 May 2024 which will lapse at the conclusion of 40<sup>th</sup> AGM. Shares there to be issued pursuant to the mandate granted at the general meeting is obtained, the Company will make an announcement thereof.

The Board continues to consider to expand the Company's business. In the event of 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.

- Renewal of Authority for Directors to Allot and Issue New Ordinary Share in Respect of the Dividend Reinvestment Plan ("DRP Shares")

Proposed Resolution 10, if passed, will give authority to Directors to allot and issue new ordinary shares in respect of dividends to be declared until the next AGM to be applied towards DRP. Renewal of this authority will be sought at the next AGM.