



TAKAFULmalaysia

SYARIKAT TAKAFUL MALAYSIA BERHAD

(Company No. 131646-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Syarikat Takaful Malaysia Berhad ("**Takaful Malaysia**" or "**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 Wednesday, 24 July 2013 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF TAKAFUL MALAYSIA FOR THE ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF TAKAFUL MALAYSIA AND ITS SUBSIDIARIES ("PROPOSED LTIP")

"THAT subject to the approvals of all relevant regulatory authorities for the Proposed LTIP being obtained and to the extent permitted by law and the Memorandum and Articles of Association of Takaful Malaysia, the Board of Directors of Takaful Malaysia ("**Board**") be and is hereby authorised:

- (a) to establish, implement and administer the Proposed LTIP which comprises the restricted share plan ("**RSP**") and performance share plan ("**PSP**") for the benefit of the employees and executive directors of Takaful Malaysia and its subsidiaries (excluding subsidiaries which are dormant) ("**Takaful Malaysia Group**") who fulfil the criteria of eligibility for participation in the Proposed LTIP ("**Eligible Employees**") and who are selected by a committee established to administer the Proposed LTIP to be offered a grant of RSP and/or PSP ("**Selected Employees**") in accordance with the by-laws of the Proposed LTIP ("**By-Laws**") set out in Appendix I of the Circular to shareholders dated 9 July 2013;
- (b) to allot and issue from time to time such number of new ordinary shares of RM1.00 each in Takaful Malaysia ("**Takaful Malaysia Shares**") as may be required to be issued to the Selected Employees who have accepted the grant of RSP ("**RSP Grant**") and/or the grant of PSP ("**PSP Grant**") (RSP Grant and PSP Grant are collectively referred to as "**Grants**") pursuant to the vesting of the Grants under the Proposed LTIP, provided always that the total number of new Takaful Malaysia Shares to be allotted and issued shall not exceed ten percent (10%) of the issued and paid-up share capital of Takaful Malaysia (excluding treasury shares, if any) at any point in time during the duration of the Proposed LTIP and that such new Takaful Malaysia Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued Takaful Malaysia Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other distributions, for which the entitlement date is prior to the date on which the new Takaful Malaysia Shares are credited into the central depository system account(s) of the respective Selected Employees who have accepted the Grants, upon vesting of their Grants under the Proposed LTIP;
- (c) to add, modify and/or amend the Proposed LTIP, By-Laws and all rules, regulations and administration relating to the Proposed LTIP and/or the administration thereof, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established to administer the Proposed LTIP, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws; and
- (d) to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in Appendix I of the Circular to shareholders dated 9 July 2013) as it may deem fit and/or as may be required by the relevant regulatory authorities;

AND THAT the proposed By-Laws of the Proposed LTIP, as set out in Appendix I of the Circular to shareholders dated 9 July 2013, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**"), be and is hereby approved."

ORDINARY RESOLUTION 2

PROPOSED GRANT TO DATO' MOHAMED HASSAN MD. KAMIL ("DHK") ("PROPOSED GRANT")

"THAT subject to the passing of Ordinary Resolution 1 above and the approvals of all relevant regulatory authorities for the Proposed LTIP, the Board (save for DHK) be and is hereby authorised at any time and from time to time, cause or procure the offering and the allocation to DHK, the Group Managing Director of the Company, of up to 2,500,000 Takaful Malaysia Shares under the Proposed Grant as they shall deem fit, which will be vested to him at a future date, subject always to such terms and conditions of the By-Laws;

AND THAT the Board be and is hereby authorised to allot and issue new Takaful Malaysia Shares pursuant to the Proposed Grant to him from time to time pursuant to the vesting of his Grant."

By Order of the Board

MOHAMAD ASRI HAJI YUSOFF (MIA 14171)
Company Secretary

Kuala Lumpur
9 July 2013

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and to vote instead of him and shall specify the proportions of his holdings to be represented by each proxy and a proxy need not be a member of the Company.
2. 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.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Tingkat 26, Blok Annex, Menara Takaful Malaysia, No. 4, Jalan Sultan Sulaiman, 50000 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof.
4. Only members whose names appear in the Record of Depositors on 17 July 2013 shall be eligible to attend, speak and vote at the EGM or appoint proxy(ies) to attend, speak and/or vote on their behalf.