



**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 of Syarikat Takaful Malaysia Berhad ("**Takaful Malaysia**" or the "**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 Tuesday, 12 May 2015 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Thirtieth (30<sup>th</sup>) Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH IN TAKAFUL MALAYSIA ("TAKAFUL MALAYSIA SHARE(S)") HELD BY THE ENTITLED SHAREHOLDERS OF TAKAFUL MALAYSIA ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") INTO FIVE (5) ORDINARY SHARES OF RM0.20 EACH IN TAKAFUL MALAYSIA ("SUBDIVIDED SHARE(S)") ("PROPOSED SHARE SPLIT")**

"**THAT** subject to the passing of Special Resolution 1 and the approvals of all the relevant authorities and/or parties (where required) being obtained, including but not limited to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the Proposed Share Split and the listing of and quotation for the Subdivided Shares on the Main Market of Bursa Securities, approval be and is hereby given to the Board of Directors of Takaful Malaysia ("**Board**") to subdivide each of the existing Takaful Malaysia Share held by the entitled shareholders of Takaful Malaysia, whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date, into five (5) Subdivided Shares;

**THAT** fractional entitlements arising from the Proposed Share Split, if any, shall be dealt with in such manner as the Board shall in its discretion deems fit, expedient and in the best interest of the Company;

**THAT** the Subdivided Shares shall, upon allotment and issue, rank *pari passu* in all respects with each other;

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts and things as may be required to give full effect to the aforesaid Proposed Share Split with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all steps and do all acts and things in such manner as may deem fit, expedient and in the best interest of the Company, to implement, finalise and give full effect to the Proposed Share Split."

**SPECIAL RESOLUTION 1**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF TAKAFUL MALAYSIA ("PROPOSED AMENDMENTS")**

"**THAT** subject to the passing of Ordinary Resolution 1 and the approvals of all the relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board to alter, modify, vary and delete the relevant clause and article in the M&A of the Company in the manner as set out below for the purpose of giving effect to the Proposed Share Split:

	Existing	Proposed amendment
<b>Clause 6 of Memorandum of Association</b>	The share capital of the Company is RM500,000,000-00 divided into 500,000,000 ordinary shares of RM1.00 each. The Company shall have power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to attach thereto respectively, conditions as may be determined by or in accordance with the regulations for the time being of the Company and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and to vary or abrogate the rights attached to any class of shares in the Company; and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.	The share capital of the Company is RM500,000,000-00 divided into <b>2,500,000,000</b> ordinary shares of <b>RM0.20</b> each. The Company shall have power to increase or reduce the capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to attach thereto respectively, conditions as may be determined by or in accordance with the regulations for the time being of the Company and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and to vary or abrogate the rights attached to any class of shares in the Company; and so that unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
<b>Article 7 of Articles of Association</b>	The authorised capital of the Company at the date of adoption of these Articles is Ringgit Malaysia Five Hundred Million (RM500,000,000-00) divided into Five Hundred Million (500,000,000) ordinary shares of Ringgit Malaysia One (RM1.00) each.	The authorised capital of the Company <b>at the date of adoption of these Articles</b> is Ringgit Malaysia Five Hundred Million (RM500,000,000-00) divided into <b>Two Billion and Five Hundred Million (2,500,000,000)</b> ordinary shares of <b>Sen Twenty (RM0.20)</b> each.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all acts and things as may be required to give full effect to the aforesaid Proposed Amendments with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all steps and do all acts and things in such manner as may deem fit, expedient and in the best interest of the Company, to implement, finalise and give full effect to the Proposed Amendments."

By Order of the Board

**MOHAMAD ASRI YUSOFF (MIA 14171)**  
Company Secretary

Kuala Lumpur  
17 April 2015

**Notes:**

- (i) A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and to vote instead of him at the same meeting and a proxy need not be a member of the Company.
- (ii) 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.
- (iii) 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 ("**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.
- (iv) 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.
- (v) 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 meeting or any adjournment thereof.
- (vi) Only members whose names appear in the Record of Depositors on 5 May 2015 shall be eligible to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and/or vote on their behalf.