

**Notice of 41<sup>st</sup> Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the **FORTY-FIRST (“41<sup>st</sup>”) ANNUAL GENERAL MEETING (“AGM”)** of **SYARIKAT TAKAFUL MALAYSIA KELUARGA BERHAD (“Takaful Malaysia Keluarga” or “Company”)** will be held on Wednesday, 20 May 2026 at 10.00 a.m. at Dewan Ahmad Mohamed Ibrahim, 5<sup>th</sup> Floor, Annexe Block, Menara Takaful Malaysia, No. 4, Jalan Sultan Sulaiman, 50000 Kuala Lumpur (“Meeting Venue”) and will be broadcasted live from the Meeting Venue via Remote Participation and Electronic Voting (RPEV) at <https://investor.boardroomlimited.com> (“Online Platform”) for the following purposes:-

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2025, together with the reports of the Directors and Auditors thereon.

*Please refer to Explanatory Note 1*

- Encik Mohd Azman bin Sulaiman who is retiring by rotation in accordance with Rule 74 of the Company’s Constitution has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of the 41<sup>st</sup> AGM.

*Please refer to Explanatory Note 2*

- To re-elect the following Directors who, in accordance with Rule 83 of the Company’s Constitution, have offered themselves for re-election:-  
(i) Dato’ Charon Wardini bin Mokhzani  
(ii) Datin Paduka Kartini binti Hj. Abdul Manaf

(Resolution 1)  
(Resolution 2)

*Please refer to Explanatory Note 3*

- To approve the payment of Non-Executive Directors’ fees of up to RM3,641,000 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 3)

*Please refer to Explanatory Note 4*

- To approve the payment of Non-Executive Directors’ benefits of up to RM552,200 for the Group from this AGM of the Company until the next AGM of the Company.

(Resolution 4)

*Please refer to Explanatory Note 5*

- To reappoint Messrs. PricewaterhouseCoopers PLT as the Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration.

(Resolution 5)

*Please refer to Explanatory Note 6*

**AS SPECIAL BUSINESS**

- Ordinary Resolution - Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature for 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 21 April 2026, 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
- 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:-

- 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;
- 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 6)

*Please refer to Explanatory Note 7*

- 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 7)

*Please refer to Explanatory Note 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 41<sup>st</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 13 May 2026. Only a depositor whose name appears on the Record of Depositors as at 13 May 2026 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

**AZNI BINTI ARIFFIN**  
SSM Practising Certificate No. 202008003324  
LS 0010610  
Company Secretary  
Kuala Lumpur  
21 April 2026

**Explanatory Notes:**

**1. Mode of Meeting**

- The 41<sup>st</sup> AGM of the Company will be conducted in a hybrid mode in accordance with paragraph 8.27A of Main Market Listing Requirements of Bursa Securities (“Listing Requirements”) and in line with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022.

41 <sup>st</sup> AGM	
<b>Date</b> Wednesday, 20 May 2026	<b>Time</b> 10.00 a.m.
<b>(a) Meeting Venue:</b> Dewan Ahmad Mohamed Ibrahim, 5 <sup>th</sup> Floor, Annexe Block, Menara Takaful Malaysia, No. 4, Jalan Sultan Sulaiman, 50000 Kuala Lumpur	<b>Poll Administrator</b> Boardroom Share Registrars Sdn. Bhd. (“Boardroom”)
<b>(b) Online Platform:</b> <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a>	

- You have the option to attend the 41<sup>st</sup> AGM either physically at the Meeting Venue (Physical Attendance) or virtually via the RPEV facilities to be provided by Boardroom, the appointed share registrar for this AGM (Virtual Attendance).

**2. 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 (“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 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 forty-eight (48) hours before the time for holding the AGM or any adjournment thereof:-  
(a) In hardcopy form  
Deposit at the office of Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at 11<sup>th</sup> Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Any alteration to the Form of Proxy must be initialled.  
(b) By e-mail or 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 13 May 2026 shall be eligible to attend, speak and vote at the AGM or appoint proxy(ies) to attend, speak and/or vote on their behalf.

**3. Registration for AGM participation**

Please refer to the procedures in Administrative Details for the 41<sup>st</sup> AGM for Physical Attendance and Virtual Attendance.

**4. Voting**

- Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the 41<sup>st</sup> AGM of the Company will be put to vote by poll. Poll Administrator will be appointed to conduct the poll via e-voting process and Independent Scrutineers will be appointed to verify the poll results.
- Shareholders can proceed to vote on the resolutions and submit their votes at any time from the commencement of the 41<sup>st</sup> AGM at 11.00 a.m. until a time when the Chairman of the AGM (Chairman) announces the completion of the voting session. Upon completion of the voting session for the 41<sup>st</sup> AGM, the Independent Scrutineers will verify the poll results followed by the Chairman’s announcement of the poll results and declaration whether the resolutions are duly passed.

**5. Submission of questions before and during the 41<sup>st</sup> AGM**

Shareholders may submit questions in relation to the agenda items for the 41<sup>st</sup> AGM prior to the meeting electronically and may also ask questions in real time in the form of typed text (Virtual Attendance) or raise questions at the Meeting Venue (Physical Attendance) during the meeting. Please refer to the procedures in the Administrative Details for the 41<sup>st</sup> AGM.

**6. Ordinary Business**

- Explanatory Note 1**  
Audited Financial Statements for the financial year ended 31 December 2025.  
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.
- Explanatory Note 2**  
Rule 74 of the Company’s Constitution provides that all Directors shall retire from the office at least once every three (3) years and at the AGM of the Company, one third (1/3) of the Directors of the Company for the time being, or if their number is not three or multiple of three, then the number nearest to 1/3 shall retire from office. Pursuant to Paragraph 7.26(2) of the Listing Requirements, all the Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election.  
Encik Mohd Azman bin Sulaiman who is retiring by rotation in accordance with Rule 74 of the Company’s Constitution has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of the 41<sup>st</sup> AGM.
- Explanatory Note 3**  
Re-election of Directors 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.  
For the purpose of determining the eligibility of the Directors to stand for re-election at the 41<sup>st</sup> AGM, the Board considered the following:-

- The Directors’ performance and contribution; and
- The Directors’ level of contribution to the Board’s deliberations through his/her skills, experience and strength in qualities.

Dato’ Charon Wardini bin Mokhzani and Datin Paduka Kartini binti Hj. Abdul Manaf are standing for re-election as Directors of the Company and being eligible, both have indicated their willingness and consented to be re-elected. The performance of both Directors has been evaluated by the Board and they have met the performance criteria required of an effective and high performance Board and has the ability to continue discharging their duties diligently as Director of the Company. Both Directors have confirmed and declared on their Fit and Proper form in line with the Listing Requirements for the Board to be satisfied that the Directors to be re-elected meet the fit and proper criteria to support their recommendation to shareholders for approval on their re-election.

Dato’ Charon Wardini bin Mokhzani has demonstrated the level of independence as an Independent Director and his ability to act in the best interest of the Company in decision-making.

Datin Paduka Kartini binti Hj. Abdul Manaf has successfully completed the Mandatory Accreditation Programme (MAP) pursuant to the provision of the Listing Requirements, while Dato’ Charon Wardini bin Mokhzani has completed Part 1 of the MAP and will complete Part 2 of the MAP in due course.

All of the above Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board meeting.

**(iv) Explanatory Note 4**

To approve the payment of Non-Executive Directors’ fees of up to RM3,641,000 for the Group from this AGM of the Company until the next AGM of the Company. The Non-Executive Directors’ fees if approved, are to be payable on monthly basis.

**(v) Explanatory Note 5**

To approve the payment of Non-Executive Directors’ benefits of up to RM552,200 for the Group from this AGM of the Company until the next AGM of the Company. The Non-Executive Directors’ Benefits if approved, are to be paid upon being incurred on monthly basis.

The Board via the Nomination and Remuneration Committee (NRC) reviewed the remuneration package of the Board to ensure fairness and competitiveness relative to the market to attract, retain and motivate the Board.

**(vi) Explanatory Note 6**

To reappoint Messrs. PricewaterhouseCoopers PLT (“PwC”) as the Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration.

The Audit Committee (“AC”) at its meeting held on 20 November 2025 concurred with Management’s annual assessment on the suitability and independence of PwC as the Company’s Auditors and recommended for the Board’s approval on PwC’s reappointment for financial year ending 31 December 2026 under Section 76(1) of Islamic Financial Services Act (“IFSA”) 2013, in accordance with Bank Negara Malaysia (“BNM”) Policy Document on External Auditor issued on 29 August 2014. Pursuant to this requirement, takaful operators must be reasonably satisfied that an auditor to be appointed under Section 76(1) of the IFSA 2013 has met the qualifying criteria set out in the policy, both prior to and during the entire audit engagement.

The Board at its meeting held on 25 November 2025 approved the reappointment of PwC as Auditor for financial year ending 31 December 2026 under Section 76(1) of IFSA, subject to BNM approval. Subsequently, BNM on 6 February 2026 approved the Company’s application for reappointment of PwC as external auditor for financial year ending 31 December 2026.

The AC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Company. The AC was also satisfied in its review that the provisions of non-audit services by PwC to the Company for the financial year ended 2025 did not in any way impair their objectivity and independence as external auditors of Takaful Malaysia Keluarga. The AC was also satisfied that PwC has met the relevant criteria prescribed by Paragraph 15.21 of the Listing Requirements.

The Board on 25 November 2025 approved the AC’s recommendation for the Shareholders’ approval to be sought at the 41<sup>st</sup> AGM on the re-appointment of PwC as Auditors of the Company for the financial year ending 31 December 2026.

PwC have indicated their willingness to continue their services for another year.

**7. Special Business**

**(i) Explanatory Note 7**

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

Proposed Resolution 6, 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 Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature are set out in the Circular to Shareholders dated 21 April 2026.

**(ii) Explanatory Note 8**

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

Proposed Resolution 7, 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 net 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 41<sup>st</sup> AGM, there were no new shares issued pursuant to the mandate granted to Directors at 40<sup>th</sup> AGM held on 21 May 2025 which will lapse at the conclusion of 41<sup>st</sup> AGM. Should there be a decision to issue new shares after the general mandate 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.