

# NOTICE OF 26<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 26<sup>th</sup> Annual General Meeting ("AGM") of Pos Malaysia Berhad ("Pos Malaysia" or "the Company") will be held at Glenmarie Ballroom, Holiday Inn Kuala Lumpur Glenmarie, 1, Jalan Usahawan U1/8, 40250 Shah Alam, Selangor Darul Ehsan on Wednesday, 29 August 2018 at 10.00 a.m. for the following purposes:

## As Ordinary Business:

- |    |   |                               |
|----|---|-------------------------------|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 March 2018 and the Reports of the Directors and Auditors thereon.                                       | <b>Please refer to Note A</b> |
| 2. | To declare a final single tier dividend of 8 sen per ordinary share in respect of the financial year ended 31 March 2018.   | (Resolution 1)                |
| 3. | To re-elect the following Directors who retire pursuant to Article 110(2) of the Company's Constitution, and who being eligible, offered themselves for re-election:                |                               |
|    | (a) Dato' Mohammad Zainal bin Shaari  | (Resolution 2)                |
|    | (b) Datuk Idris bin Abdullah @ Das Murthy   | (Resolution 3)                |
|    | (c) Tan Sri Dato' Sri Zamzamairani bin Mohd Isa   | (Resolution 4)                |
|    | (d) Sharifah Sofia binti Syed Mokhtar Shah  | (Resolution 5)                |
| 4. | To re-elect Dato' Abdul Hamid bin Sh Mohamed who retire by rotation pursuant to Article 115 of the Company's Constitution, and who being eligible, offered himself for re-election. | (Resolution 6)                |
| 5. | To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  | (Resolution 7)                |

## As Special Business:

To consider and, if thought fit, to pass the following Ordinary Resolutions:-

- |    |   |                |
|----|---|----------------|
| 6. | Proposed Continuation in office of Dato' Abdul Hamid bin Sh Mohamed as Independent Non-Executive Director<br><br>"THAT subject to passing of Resolution 6, approval be and is hereby given to Dato' Abdul Hamid bin Sh Mohamed who will have served as Independent Non-Executive Director of the Company for a cumulative tenure of ten (10) years, on 20 October 2018, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company in accordance with the Malaysian Code on Corporate Governance." | (Resolution 8) |
| 7. | Proposed Continuation in office of Dato' Ibrahim Mahaludin bin Puteh as Senior Independent Non-Executive Director<br><br>"THAT approval be and is hereby given to Dato' Ibrahim Mahaludin bin Puteh, who will have served as Independent Non-Executive Director of the Company for a cumulative tenure of ten (10) years, on 25 February 2019, to continue to act as Senior Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company in accordance with the Malaysian Code on Corporate Governance."                   | (Resolution 9) |

8. Proposed Payment of Directors' Fees in Respect of the Financial Year Ended 31 March 2018  
 "THAT the payment of Directors' fees of RM858,463.01 to the Non-Executive Directors of the Company in respect of the financial year ended 31 March 2018 be hereby approved." (Resolution 10)
9. Proposed Payment of Directors' Fees from 1 April 2018 until the next AGM of the Company  
 "THAT the payment of Directors' fees for an estimated amount up to RM1,420,500.00 to the Non-Executive Directors of the Company from 1 April 2018 until the conclusion of the next AGM of the Company be hereby approved." (Resolution 11)
10. Proposed Payment of Directors' Benefits (excluding Directors' Fees) from 30 August 2018 until the next AGM of the Company  
 "THAT the payment of Directors' benefits (excluding Directors' fees) for an estimated amount up to RM248,500 to the Non-Executive Directors of the Company from 30 August 2018 until the conclusion of the next AGM of the Company to be held by September 2019 pursuant to the Companies Act 2016, be hereby approved." (Resolution 12)
11. Proposed Renewal of Shareholders' Mandate for Mandated Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")  
 "THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and the Main Market Listing Requirements ("the Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the mandate for the Company and its subsidiary companies ("Pos Malaysia Group") to enter into any of the mandated recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.3 of the Company's Circular to Shareholders dated 31 July 2018 with the transacting related parties mentioned therein which are necessary for the Pos Malaysia Group's day-to-day operations, be hereby renewed subject to the following:-
- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
  - (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the Company of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 10.09(1) of the Listing Requirements.
- AND THAT the Proposed Renewal of Shareholders' Mandate will be subject to annual renewal and any authority conferred by the Proposed Renewal of Shareholders' Mandate, shall continue to be in force until:-
- (a) 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; or
  - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 (1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders in general meeting;
- whichever is earlier;
- AND THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution and with full power to assent to any conditions, modifications, revaluations, variations and/or amendments thereof in the best interest of the Company." (Resolution 13)

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12. Proposed New Shareholders' Mandate for New Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")

"THAT subject to the Companies Act 2016 ("the Act"), the Constitution of the Company and the Main Market Listing Requirements ("the Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiary companies ("Pos Malaysia Group") to enter into any of the new recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.3 of the Company's Circular to Shareholders dated 31 July 2018 with the transacting related parties mentioned therein which are necessary for the Pos Malaysia Group's day-to-day operations subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the Company of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or exceeds the applicable prescribed threshold under Paragraph 10.09(1) of the Listing Requirements.

AND THAT the Proposed New Shareholders' Mandate will be subject to annual renewal and any authority conferred by the Proposed New Shareholders' Mandate, shall continue to be in force until:-

- (a) 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; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 (1) and (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is earlier;

AND THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution and with full power to assent to any conditions, modifications, revaluations, variations and/or amendments thereof in the best interest of the Company."

(Resolution 14)

13. To transact any other business of which due notice has been given in accordance with the Act 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 26<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 89(3) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 21 August 2018. Only Depositors whose names appear on the Record of Depositors as at 21 August 2018 shall be entitled to attend this 26<sup>th</sup> AGM or appoint proxies to attend and/or vote on his/her behalf.

**Notice of Book Closure and Notice of Dividend Entitlement and Payment:**

**NOTICE IS ALSO HEREBY GIVEN THAT** the final single tier dividend of 8 sen per ordinary share in respect of the financial year ended 31 March 2018, if approved by the shareholders at the 26<sup>th</sup> AGM, will be paid on 12 October 2018 to shareholders whose names appear in the Register of Members or Record of Depositors at the close of business on 14 September 2018.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- (a) shares deposited into the Depositor's securities account before 12.30 p.m. on 12 September 2018 in respect of securities which are exempted from mandatory deposit;
- (b) shares transferred into the Depositor's securities account before 4.00 p.m. on 14 September 2018 in respect of ordinary transfers; and
- (c) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board,

**SABARINA LAILA BINTI MOHD HASHIM  
(LS0004324)**

Company Secretary

Kuala Lumpur

Date: 31 July 2018

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*Cont'd***NOTES:****Note A - Audited Financial Statements**

The Audited Financial Statements are meant for discussion only in accordance with Section 340(1)(a) of the Companies Act 2016 ("CA 2016") as it does not require a formal approval of the shareholders and hence, is not put forward for voting.

**Resolutions 2, 3, 4, 5 and 6 – Re-election of Directors**

Dato' Mohammad Zainal bin Shaari, Datuk Idris bin Abdullah @ Das Murthy, Tan Sri Dato' Sri Zamzamzairani bin Mohd Isa, Sharifah Sofia binti Syed Mokhtar Shah and Dato' Abdul Hamid bin Sh Mohamed ("Retiring Directors") are due for retirement at the 26<sup>th</sup> AGM of the Company and are eligible to offer themselves for re-election at the AGM in accordance with the Company's Constitution. The Retiring Directors are seeking re-election as Directors of the Company.

The Board of Directors ("Board") through the Board Nomination and Remuneration Committee ("BNRC") has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the Retiring Directors) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors as prescribed in Paragraph 2.20A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").

Further, in line with Practice 4.2 of the Malaysian Code on Corporate Governance ("MCCG"), the BNRC has considered and affirmed, and the Board has endorsed that Datuk Idris bin Abdullah @ Das Murthy, Tan Sri Dato' Sri Zamzamzairani bin Mohd Isa and Dato' Abdul Hamid bin Sh Mohamed, the Independent Directors who are seeking re-election at the 26<sup>th</sup> AGM of the Company comply with the independence criteria as prescribed in the Listing Requirements of Bursa Securities and remained independent in exercising their judgment and in carrying out their duties as Independent Directors.

**Resolution 7 – Re-appointment of Auditors**

The shareholders' approval is sought for re-appointment of Auditors pursuant to Section 271(4)(a) of the Act. This resolution, if approved, will allow KPMG PLT to hold office until the conclusion of the next AGM of the Company and will authorise the Board to determine their remuneration thereof.

**Resolutions 8 and 9 – Continuation in office of Dato' Abdul Hamid bin Sh Mohamed and Dato' Ibrahim Mahaludin bin Puteh as Independent Non-Executive Directors of the Company**

Practice 4.2 of the MCCG provides that shareholders' approval can be sought in the event that the Company intends for an independent director who has served in that capacity for more than nine (9) years, to continue to act as Independent Director of the Company.

The Board is recommending to the shareholders for Dato' Abdul Hamid bin Sh Mohamed and Dato' Ibrahim Mahaludin bin Puteh, who would have served as Independent Non-Executive Directors of the Company for a cumulative tenure of ten (10) years, on 20 October 2018 and 25 February 2019 respectively, to continue to act as Independent Non-Executive Director and Senior Independent Non-Executive Director of the Company respectively. The Board through the BNRC, had assessed and endorsed that Dato' Abdul Hamid bin Sh Mohamed and Dato' Ibrahim Mahaludin bin Puteh be retained as Independent Non-Executive Director and Senior Independent Non-Executive Director of the Company respectively as they have continued to display high level of integrity and are objective in their judgement and decision making in the best interest of the Company, shareholders and stakeholders and are able to express unbiased views without any influence. The detailed justifications of the Board for making such recommendation are set out in the Corporate Governance Report announced to Bursa Securities and uploaded on the Company's website at [www.pos.com.my](http://www.pos.com.my).

### Resolution 10 and 11 – Directors' Fees

The amount of Directors' fees payable to the Non-Executive Directors ("NEDs") of the Company includes fees payable to the NEDs as members of the Board and Board Committees.

The Directors' fees structure for the financial year ended ("FYE") 31 March 2018 remains unchanged compared to the preceding FYE 31 March 2017 as follows:-

Board/Board Committees	Chairman	Member
Board	RM120,000	RM80,000
Board Audit Committee	RM15,000	RM10,000
Other Board Committees	RM8,000	RM6,000

The proposed Directors' fees from 1 April 2018 until the conclusion of the next AGM of the Company (18 months) is based on the above Directors' fees structure.

The proposed Resolutions 10 and 11, if passed, will give authority to the Company to pay the Directors' fees on a quarterly/monthly basis based on the above Directors' fees structure, since the Non-Executive Directors have discharged their responsibilities and rendered their services to the Company throughout the period.

### Resolution 12 – Directors' Benefits

The amount of Directors' benefits (excluding Directors' fees) payable to the NEDs comprises meeting allowances from 30 August 2018 until the conclusion of the next AGM of the Company to be held by September 2019 (13 months) pursuant to the Act, which shareholders' approval will be sought at this 26<sup>th</sup> AGM in accordance with Section 230 (1) of the Act.

The estimated amount of meeting allowances is calculated based on the composition of the Board of ten (10) Board members, in anticipation of additional appointment of up to two (2) Board Representative(s) from the Ministry of Finance (Incorporated), the composition of the Board Committees and the number of scheduled and non-scheduled meetings for Board, Board Committees and general meeting from 30 August 2018 until the next AGM of the Company. Meeting allowances will be paid to Directors upon their attendance at Board, Board Committees' and general meetings.

Total amount of Directors' benefits paid from 31 January 2017 until 31 July 2018 is RM300,500.

### Resolutions 13 and 14 – Renewal of Shareholders' Mandate and New Shareholders' Mandate for Mandated and New Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolutions 13 and 14, if passed, will respectively renew the existing shareholders' mandate and grant a new mandate to Pos Malaysia Group to enable Pos Malaysia Group to respectively enter into the mandated and new recurrent related party transactions of a revenue or trading nature which are necessary for Pos Malaysia Group's day to day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. The details are as set out in the Circular to Shareholders dated 31 July 2018.

### Voting Procedures

Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, voting at the 26<sup>th</sup> AGM of the Company will be conducted by poll, rather than on a show of hands. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and to verify the results of the poll, respectively.

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## Proxy

1. A member entitled to attend and vote is entitled to appoint a proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. A proxy need not be a member of the Company.
2. A member may appoint a maximum of two (2) proxies to attend the meeting provided that such member holds not less than the minimum board lot as specified under the Rules of Bursa Malaysia Depository Sdn Bhd and the Listing Requirements of Bursa Securities.
3. Pursuant to the Listing Requirements of Bursa Securities, where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act ("CDA"), which is exempted from compliance with the provisions of Section 25A(1) of the CDA, of 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.
4. Where a member appoints two (2) proxies to attend the meeting, the member shall specify the proportion of his/her shareholding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly appointed under a power of attorney or if such appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly appointed under a power of attorney.
6. The instrument appointing a proxy or representative shall be deposited at the Company's Share Registrar's office at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.

## STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No notice in writing has been received by the Company nominating any candidate for election as Director at the 26<sup>th</sup> AGM of the Company. The Directors who are due for retirement and seeking for re-election pursuant to the Company's Constitution are as set out in the Notice of AGM and their profile are set out in the Directors' Profile in the 2018 Annual Report.