

# Notice of 29<sup>th</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT THE 29<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF POS MALAYSIA BERHAD (POS MALAYSIA OR THE COMPANY) WILL BE HELD ON A FULLY VIRTUAL BASIS AT THE BROADCAST VENUE, DEWAN SRI POS, LEVEL 3, DAYABUMI COMPLEX, 50670 KUALA LUMPUR, MALAYSIA ON THURSDAY, 17 JUNE 2021 AT 10.00 A.M. FOR THE PURPOSE OF TRANSACTING THE FOLLOWING BUSINESSES:**

## ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020, together with the Reports of the Directors and Auditors thereon.

*Please refer to Note A*

2. To re-elect the following Directors, who retire in accordance with Article 111(2) of the Company's Constitution and who being eligible, offer themselves for re-election:

- (a) Dato' Dr. Mohd Ali bin Mohamad Nor
- (b) Dato' Jezilee bin Mohamad Ramli
- (c) Dato' Mohamed Sharil bin Mohamed Tarmizi

*Please refer to Note B*

3. To re-elect the following Directors, who retire by rotation in accordance with Article 116 of the Company's Constitution and who being eligible, offer themselves for re-election:

- (a) Sharifah Sofia binti Syed Mokhtar Shah
- (b) Ahmad Suhaimi bin Endut

*Please refer to Note C*

4. To approve the payment of Directors' fees up to an amount of RM965,000.00 to the Non-Executive Directors from 18 June 2021 until the next AGM.

*Please refer to Note D*

5. To approve the payment of benefits payable (excluding Directors' fees) up to an amount of RM277,000.00 to the Non-Executive Directors from 18 June 2021 until the next AGM.

*Please refer to Note E*

6. To re-appoint KPMG PLT (KPMG) as Auditors of the Company for the ensuing year and to authorise the Board of Directors to determine their remuneration.

*Please refer to Note F*

**(Resolution 1)**

**(Resolution 2)**

**(Resolution 3)**

**(Resolution 4)**

**(Resolution 5)**

**(Resolution 6)**

**(Resolution 7)**

**(Resolution 8)**

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## SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without any modifications:

7. Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Renewal of Shareholders' Mandate).

**(Resolution 9)**

"THAT subject always to the provisions of the Companies Act 2016 (the Act), the Constitution of the Company and the Main Market Listing Requirements (Listing Requirements) of Bursa Malaysia Securities Berhad (Bursa Securities), approval be hereby given for the renewal of the mandate granted by the shareholders of the Company on 29 June 2020, authorising the Company and its subsidiary companies (Pos Malaysia Group) to enter into the existing recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.3 of the Circular to Shareholders dated 30 April 2021 with the transacting related parties mentioned therein, which are necessary for the day-to-day operations of Pos Malaysia Group, PROVIDED THAT such transactions are entered into 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.

AND THAT 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 the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting; 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 an ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever is the earliest;

AND THAT the Directors of the Company be hereby empowered and authorised to complete and do all such acts (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate.

***Please refer to Note G***

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

**(Resolution 10)**

"THAT subject always to the provisions of the Act, the Constitution of the Company and the Listing Requirements of Bursa Securities, approval be hereby given to Pos Malaysia Group to enter into the additional recurrent related party transactions of a revenue or trading nature as set out in Section 2.2.3 of the Circular to Shareholders dated 30 April 2021 with the transacting related parties mentioned therein which are necessary for the day-to-day operations of Pos Malaysia Group, PROVIDED THAT such transactions are entered into 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.

AND THAT 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 the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting; 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 a resolution passed by the shareholders of the Company at a general meeting;

whichever is the earliest;

AND THAT the Directors of the Company be hereby empowered and authorised to complete and do all such acts (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate.

***Please refer to Note H***

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9. To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.
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**BY ORDER OF THE BOARD**

**SABARINA LAILA BINTI MOHD HASHIM** (LS 0004324)  
SSM PC No.201908001661

**KAMILIA NOR BINTI MOHAMAD KAMAL** (LS 0008663)  
SSM PC No. 201908003242

Company Secretaries

Kuala Lumpur  
Date: 30 April 2021

# Notice of 29<sup>th</sup> Annual General Meeting

## NOTES TO THE NOTICE OF 29<sup>TH</sup> AGM

### 1. Registration for Remote Participation and Electronic Voting (RPEV) Facilities

- (a) The fully virtual 29<sup>th</sup> AGM of the Company will be conducted online, without a physical meeting venue. Shareholders/proxy(ies) can attend, participate and vote remotely at the 29<sup>th</sup> AGM through live streaming and online remote voting using the RPEV facilities provided by the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd.

### 2. Proxy and/or Authorised Representative

- (a) Every member including Authorised Nominees as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), and Exempt Authorised Nominees who hold ordinary shares in the Company for multiple beneficial owners in one securities account (Omnibus Account), is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate and vote instead of him at the AGM and that such proxy need not be a member.
- (b) Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- (c) The instrument appointing a proxy shall be in writing under the hand of the member or his/her attorney duly appointed under a power of attorney or if such member is a corporation, either under its common seal or under the hand of two authorised officers, one of whom shall be a Director, or its attorney duly authorised in writing. Any alteration to the instrument appointing a proxy must be initialled.
- (d) The proxy forms and/or documents relating to the appointment of proxy for the 29<sup>th</sup> AGM shall be deposited or submitted in the following manner not less than 24 hours before the time for holding the 29<sup>th</sup> AGM or no later than Wednesday, 16 June 2021 at 10.00 a.m. in accordance with the Company's Constitution:-

(i) In hard copy form

The Proxy Form, Corporate Representative, Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd, 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or by fax to +603-7890 4670.

(ii) By Boardroom Smart Investor Portal

Online via the Boardroom Smart Investor Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my), which is free and available to all individual Depositors. The detailed requirements and procedures for the submission of proxy forms are set out in the Administrative Details for the 29<sup>th</sup> AGM – Lodgement of Proxy Form.

### 3. Voting by Poll

Pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities, all resolutions set out in this notice will be put to vote by way of a poll.

### 4. Members entitled to attend

For the purpose of determining a member who shall be entitled to attend the 29<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 4 June 2021. Only a depositor whose name appears therein shall be entitled to attend the 29<sup>th</sup> AGM or appoint a proxy(ies) to attend, participate and vote on his/her behalf.

### 5. Explanatory Note A

#### Audited Financial Statements

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require the Audited Financial Statements to be formally approved by the shareholders. Hence, this item will not be put for voting.

**6. Explanatory Note B and C**  
**Resolutions 1, 2, 3, 4 and 5 – Re-election of Directors**

The Directors who are subject to re-election at the 29<sup>th</sup> AGM of the Company are as follows:

(a) Article 111(2) – Retirement by casual vacancy

- (i) Dato’ Dr. Mohd Ali bin Mohamad Nor
- (ii) Dato’ Jezilee bin Mohamad Ramli
- (iii) Dato’ Mohamed Sharil bin Mohamed Tarmizi

Article 111(2) of the Company’s Constitution provides that any newly appointed Director shall hold office only until the next AGM and shall then be eligible for re-election.

(b) Article 116 – Retirement by rotation

- (i) Sharifah Sofia binti Syed Mokhtar Shah
- (ii) Ahmad Suhaimi bin Endut

Article 116 of the Company’s Constitution provides that one-third (1/3) or the number nearest to one-third (1/3) of the Directors for the time being, shall retire from office in every subsequent AGM and shall then be eligible for re-election.

All Directors standing for re-election as Directors and being eligible, have offered themselves for re-election at the 29<sup>th</sup> AGM of the Company.

In line with Practice 5.1 of Malaysian Code on Corporate Governance, the Board through the Board Nomination and Remuneration Committee has conducted an assessment on the suitability of the Directors who are seeking re-election at the 29<sup>th</sup> AGM of the Company and agreed that the 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 Listing Requirements of Bursa Securities.

**7. Explanatory Note D and E**  
**Resolutions 6 and 7 – Directors’ Fees and Benefits**

Section 230(1)(b) of the Act provides that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. For the financial year ended 31 December 2020, the Board decided that the Directors’ fees and benefits be maintained as the previous financial year for each Director. Accordingly, the Company is seeking the shareholders’ approval at the 29<sup>th</sup> AGM on the Directors’ fees and benefits payable with effect from 18 June 2021 until the conclusion of the next AGM.

The amount of Directors’ fees and benefits payable to the Non-Executive Directors (NEDs) of the Company which includes fees and benefits payable to the NEDs as members of the Board and Board Committees of the Company, is estimated based on the following framework:

(a) Directors’ Fees

Board/Board Committees	Fee (per annum)	
	Chairman	Member
Board	RM120,000	RM80,000
Board Audit Committee	RM15,000	RM10,000
Board Nomination and Remuneration Committee	] → RM8,000	] → RM6,000
Board Risk, Sustainability and Compliance Committee		
Board Tender Committee		
Board Digital-First Committee		

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### (b) Directors' Meeting Allowance

Type of Meeting	Meeting Allowance per Meeting (for Chairman and Members)
Board Board Nomination and Remuneration Committee Board Risk, Sustainability and Compliance Committee Board Tender Committee Board Digital-First Committee General Meeting	RM1,000
Board Audit Committee	RM2,500

In determining the estimated total amount of Directors' fees and benefits for the NEDs, the Board has considered various factors, including the number of scheduled meetings for the Board, Board Committees and general meetings, based on the composition of NEDs, including a provisional sum as a contingency for future appointment of NED on the Board and increase in the number of Board and Committee meetings.

The proposed Resolution 6 and 7, if passed, will give authority to the Company to pay the Directors' fees and benefits on a quarterly/monthly basis and/or as and when incurred, since the NEDs have discharged their responsibilities and rendered their services to the Company throughout the period.

### 8. Explanatory Note F

#### Resolution 8 – Re-appointment of Auditors

The Board, through the Board Audit Committee, has conducted an annual assessment of the suitability and independence of the external auditors, KPMG and agreed that KPMG has met the relevant criteria as prescribed under Paragraph 15.21 of the Listing Requirements of Bursa Securities.

### 9. Explanatory Note G and H

#### Resolutions 9 and 10 – Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate

The proposed Ordinary Resolutions 9 and 10, 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 recurrent related party transactions of a revenue or trading nature which are necessary for Pos Malaysia Group's day-to-day operations as set out in Section 2.2.3 of the Circular to Shareholders dated 30 April 2021, 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 detrimental to the minority shareholders of the Company.

## Statement Accompanying the Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities)

The profiles of the Directors who are due for retirement and seeking for re-election pursuant to the Company's Constitution as set out in the Notice of the 29<sup>th</sup> AGM, are as set out in the Profile of Board of Directors in the Annual Report 2020 of Pos Malaysia.