

# NOTICE OF 24TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 24th 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 Thursday, 18 August 2016 at 9.00 a.m. for the following purposes:

## AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 March 2016 and the Reports of the Directors and Auditors **Please refer to Note A** thereon.
2. To declare a first and final single tier dividend of 11.7 sen per ordinary share in respect of the financial year ended 31 March 2016. (Ordinary Resolution 1)
3. To re-elect the following Directors who retire pursuant to Article 110(2) of the Company's Articles of Association, and who being eligible, offered themselves for re-election:  
(a) Dato' Sri Syed Faisal Albar bin Syed A.R. Albar (Ordinary Resolution 2)  
(b) Dato' Sri Dr. Mohamad Isa bin Hussain (Ordinary Resolution 3)  
**Please refer to Note B**
4. To re-elect the following Directors who retire by rotation pursuant to Article 115 of the Company's Articles of Association, and who being eligible, offered themselves for re-election:  
(a) Datuk Puteh Rukiah binti Abd. Majid (Ordinary Resolution 4)  
(b) Dato' Eshah binti Meor Suleiman (Ordinary Resolution 5)  
**Please refer to Note B**
5. To re-appoint Messrs KPMG as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

## AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions:

### 6. ORDINARY RESOLUTION

Proposed payment of Directors' fees in respect of the financial year ended 31 March 2016.

"THAT the payment of the Directors' fees of RM867,857.93 in respect of the financial year ended 31 March 2016 be hereby approved." (Ordinary Resolution 7)

### 7. ORDINARY RESOLUTION

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, 1965 ("the Act"), the Memorandum and Articles of Association 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 subsidiaries ("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 27 July 2016 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 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) 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." (Ordinary Resolution 8)

### 8. ORDINARY RESOLUTION

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, 1965 ("the Act"), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements ("the Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the approval be and is hereby given to the Company and its subsidiaries ("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 27 July 2016 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 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) 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." (Ordinary Resolution 9)

9. To transact any other business of which due notice has been given in accordance with the Act and the Company's Articles of Association.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 24th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 89(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 12 August 2016. Only Depositors whose names appear on the Record of Depositors as at 12 August 2016 shall be entitled to attend the said meeting 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 first and final single tier dividend of 11.7 sen per ordinary share in respect of the financial year ended 31 March 2016, if approved by the shareholders at the 24th AGM, will be paid on 7 October 2016 to shareholders whose names appear in the Register of Members or Record of Depositors at the close of business on 9 September 2016.

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 7 September 2016 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 9 September 2016 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,

**Dato' Carol Chan Choy Lin (MIA 3930)**

Company Secretary

Kuala Lumpur

Date: 27 July 2016

## NOTES:

**Note A:** This agenda item is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of the shareholders and hence is not put forward for voting.

**Note B:** Dato' Sri Syed Faisal Albar bin Syed A.R. Albar, Dato' Sri Dr. Mohamad Isa bin Hussain, Datuk Puteh Rukiah binti Abd. Majid and Dato' Eshah binti Meor Suleiman are due to retire at the 24th AGM of the Company and are eligible to offer themselves for re-election at the AGM in accordance with the Company's Articles of Association. All the four (4) retiring Directors are seeking re-election as Directors of the Company.

The 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 collectively agrees that the said Directors meet the criteria of character, experience, integrity, competence and time 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 Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012, the BNRC has considered and affirmed, and the Board has endorsed that Datuk Puteh Rukiah binti Abd. Majid and Dato' Eshah binti Meor Suleiman, Independent Directors who are seeking re-election at the 24th AGM of the Company comply with the independence criteria as prescribed in the Listing Requirements of Bursa Securities and remained independent in exercising their judgement and in carrying out their duties as Independent Directors.

## EXPLANATORY NOTES ON SPECIAL BUSINESS:

1. The proposed Ordinary Resolution 7 if passed, will authorise the payment of Directors' fees to Directors of the Company for their services during the financial year ended 31 March 2016 ("FYE 31 March 2016"). The amount of Directors' fees payable to the Director includes fees payable to three (3) former Directors who had served as Director during the FYE 31 March 2016. The amount also includes fees payable to the Directors as members of the Company's Board Committees.

2. The proposed Ordinary Resolutions 8 and 9 if passed, will respectively renew the existing shareholders' mandate and grant a new mandate to the Pos Malaysia Group to enable the 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 the 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 27 July 2016.

## VOTING PROCEDURE

Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, voting at the 24th 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.

## NOTES ON PROXY:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply.

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. 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.

3. Pursuant to the Listing Requirements of Bursa Securities, where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Central Depositories Act"), which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act, 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. 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.

5. 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, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

## STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

No notice in writing has been received by the Company nominating any candidate for election as Director at the 24th AGM of the Company. The Directors who are due for retirement and seeking for re-election pursuant to the Articles of Association of the Company are as set out in the Notice of AGM and their profile are set out in the Directors Profiles in the 2016 Annual Report.