

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Tenth Annual General Meeting (“**AGM**”) of Tune Protect Group Berhad will be held fully virtual using the Remote Participation and Voting (“**RPV**”) facilities of TIIH Online at <https://tiih.online>, with the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 17 June 2021 at 2.30 p.m. for the following purposes:

## AGENDA

### AS ORDINARY BUSINESS

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

**Please refer to Explanatory Note A.**

2. To re-elect the following Directors who retire by rotation pursuant to Article 122 of the Company’s Constitution and who, being eligible, have offered themselves for re-election:-

- (a) Ng Soon Lai @ Ng Siek Chuan
- (b) Tan Ming-Li

**Resolution 1**  
**Resolution 2**

3. To approve the payment of Directors’ fees of up to RM879,000.00 from the conclusion of the Tenth AGM until the conclusion of the next AGM of the Company.

**Please refer to Explanatory Note B.**

**Resolution 3**

4. To approve the payment of Directors’ benefits of up to RM505,000 being meeting attendance allowances and up to RM150,000 for each Director being the overall annual limit for self-insured hospitalisation & surgical, from the conclusion of the Tenth AGM until the conclusion of the next AGM of the Company.

**Please refer to Explanatory Note C.**

**Resolution 4**

5. To re-appoint Ernst & Young PLT as Auditor of the Company for the ensuing financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration.

**Resolution 5**

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following proposed resolutions:-

#### 6. ORDINARY RESOLUTION

##### **PROPOSED AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“**THAT** subject to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company’s Constitution and approval of the relevant governmental regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to allot shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer at any time and from time to time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares allotted pursuant to this resolution during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted on Bursa Malaysia Securities Berhad;

## Notice of Annual General Meeting

**AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless by an ordinary resolution passed at the next Annual General Meeting, the authority is renewed;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, unless permitted to be waived by the relevant authorities or prevailing law or regulations; or
- (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.”

**Please refer to Explanatory Note D.**

**Resolution 6**

### **7. ORDINARY RESOLUTION**

#### **PROPOSED NEW SHAREHOLDERS' MANDATE AND RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE (“PROPOSED MANDATE”)**

“**THAT** approval be and is hereby given for the Company and/or its subsidiary companies to enter into any of the transactions falling within the types of recurrent related party transactions of revenue or trading nature (“**RRPTs**”) as set out in Section 2.4 of the Company's Circular to Shareholders dated 30 April 2021 with parties as set out therein provided that such transactions are undertaken in the ordinary course of business, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, on arm's length basis, on normal commercial terms and on terms 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.

**THAT** such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless by an ordinary resolution passed at the next Annual General Meeting, the authority is renewed;
- (ii) the expiration of the period within which the next Annual General Meeting 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 the Companies Act 2016); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier;

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the RRPTs contemplated and/or authorised by this ordinary resolution with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant regulatory authorities and/or deemed fit by the Directors in the best interest of the Company.”

**Please refer to Explanatory Note E.**

**Resolution 7**

## Notice of Annual General Meeting

### 8. ORDINARY RESOLUTION

#### **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)**

**“THAT** subject to the provisions of the Companies Act 2016 (**“Act”**), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**“Bursa Securities”**) and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company, to the extent permitted by law, to purchase such number of ordinary shares of the Company as may be determined by the Directors from time to time through Bursa Securities in the best interest of the Company, provided that:

- (i) the aggregate number of shares purchased or held by the Company as treasury shares, shall not exceed 10% of the total number of issued shares in the Company at the time of purchase;
- (ii) the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company; and
- (iii) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until –
  - (a) the conclusion of the next Annual General Meeting (**“AGM”**) of the Company following this AGM at which this resolution was passed, at which time this authority will lapse unless by an ordinary resolution passed at the next AGM, the authority is renewed, either unconditionally or subject to conditions;
  - (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - (c) the authority is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,
 whichever is the earlier;

**THAT** the Directors of the Company be and are hereby authorised to deal with the shares purchased under the Proposed Renewal of Share Buy-Back Authority in their absolute discretion (**“Purchased Shares”**) in the following manner:-

- (i) cancel the Purchased Shares;
- (ii) retain the Purchased Shares as treasury shares; or
- (iii) retain part of the Purchased Shares as treasury shares and cancel the remainder;

**THAT** where such Purchased Shares are held as treasury shares, the Directors be and are hereby authorised to deal with the treasury shares in their absolute discretion in the following manner:

- (i) distribute the Purchased Shares as dividends to shareholders, such dividends to be known as “share dividends”;
- (ii) resell the Purchased Shares or any of the Purchased Shares in accordance with the relevant requirements of Bursa Securities;
- (iii) transfer the Purchased Shares or any of the Purchased Shares for the purpose of or under an employees’ share scheme;
- (iv) transfer the Purchased Shares or any of the Purchased Shares as purchase consideration;
- (v) cancel the Purchased Shares or any of the Purchased Shares;
- (vi) sell, transfer or otherwise use the Purchased Shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- (vii) in any other manner as may be prescribed by the Act or the rules, regulations and order made pursuant to the Act, the requirements of Bursa Securities and/or any other relevant authority for the time being in force;

## Notice of Annual General Meeting

**AND THAT** the Directors of the Company be and are hereby authorised and empowered to do all acts and things and to take all such steps as are necessary or expedient to implement and to give effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by the relevant regulatory authorities and/or deemed fit by the Directors in the best interest of the Company.”

**Please refer to Explanatory Note F.**

**Resolution 8**

### 9. ORDINARY RESOLUTION

#### **PROPOSED ALLOCATION OF OPTIONS TO MR ROHIT CHANDRASEKHARAN NAMBIAR IN ACCORDANCE WITH THE COMPANY’S EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”)**

“**THAT** the Directors be and are hereby authorised to offer and grant to Mr Rohit Chandrasekharan Nambiar, the Group Chief Executive Officer of the Company, at any time and from time to time during the existence of the Company’s ESOS, options to subscribe for new ordinary shares of up to 1% of the total number of issued shares of the Company provided that:

- not more than 10% of the total number of shares to be issued under the ESOS shall be allocated to any individual eligible Director or eligible employee who, either singly or collectively, through persons connected with the eligible Director or eligible employee, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any);

subject always to the provisions of the By-Laws of the ESOS and the prevailing requirements of relevant authorities as may be amended from time to time.”

**Please refer to Explanatory Note G.**

**Resolution 9**

### 10. SPECIAL RESOLUTION

#### **PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

“**THAT** the Constitution of the Company be amended in the manner as set out in Annexure A attached hereto, with immediate effect;

**AND THAT** the Directors and Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the above proposed amendments to the Constitution of the Company with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities or as the Directors may deem fit in the best interest of the Company.”

**Please refer to Explanatory Note H.**

**Special Resolution 1**

11. To consider any other business for which due notice shall have been given.

By Order of the Board

TEH PENG PENG  
Company Secretary  
SSM Practising Certificate No. 202008000736  
MAICSA 7021299

Kuala Lumpur  
30 April 2021

## Notice of Annual General Meeting

### Notes:

#### Remote participation and voting

- 1) The Tenth AGM of the Company will be conducted fully virtual, without a physical meeting venue, using the RPV facilities of TIIH Online at <https://tiih.online>. Please follow the procedures provided in the **Administrative Guide for Shareholders** in order to register, participate and vote remotely via the RPV facilities.
- 2) The only venue involved will be the broadcast venue where essential individuals will be physically present to organise and facilitate the conduct of the fully virtual AGM. The number of essential individuals will be in accordance with any prevailing order and/or guidance applicable then. The broadcast venue also serves the purpose of complying with Section 372(2) of the Companies Act 2016, which requires the Chairman of the meeting to be at the main venue of the AGM. No shareholders/proxies/corporate representatives from the public will be allowed to be physically present at the broadcast venue.
- 3) Members may submit questions in relation to the agenda items of the Tenth AGM prior to the meeting via TIIH Online website at <https://tiih.online> by selecting “e-Services” to login the corporate event of the Company from Friday, 30 April 2021 at 10:00 a.m. to Tuesday, 15 June 2021 at 2:30 p.m. Thereafter, any further questions may be posed in real time (in the form of typed text) during the AGM by using the “Query Box” of the RPV facilities. The Board of Directors or Management of the Company shall respond to the questions to their best endeavour during the Tenth AGM.

#### Appointment of proxy

- 4) A member of the Company entitled to attend and vote at the AGM is entitled to appoint up to two (2) proxies (or in the case of a corporation, to appoint a representative(s) in accordance with Section 333 of the Companies Act 2016) to attend and vote in his stead. Other than the proxy(ies) must be of full age, there shall be no other restriction as to the qualification of the proxy(ies).
- 5) The Proxy Form in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or the hand of its attorney.
- 6) Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 7) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- 8) The Proxy Form must be deposited at the Registered Office of the Company at Level 9, Wisma Tune, No. 19 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM. **In accordance with Article 102 of the Company’s Constitution, a photocopy of the signed instrument of proxy deposited in place of the original signed copy and an instrument of proxy transmitted by fax shall be invalid.**

#### Others

- 9) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at Wednesday, 9 June 2021 shall be eligible to attend the AGM or appoint proxy(ies) to attend and/or vote in his/her stead. Any changes in the entries on the Record of Depositors after the abovementioned date and time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all votings on the resolutions set out in this Notice will be by way of poll.

### EXPLANATORY NOTES:-

#### **Note A – Agenda 1 on the Laying of Audited Financial Statements and Reports thereon**

In accordance with Section 340(1)(a) of the Companies Act 2016, the Company is required to lay the Audited Financial Statements together with the Reports of the Directors and Auditors thereon at the AGM of the Company. Hence, this Agenda 1 is not a business which requires a resolution to be put to vote by the shareholders. This agenda item is for discussion and receipt only.

## Notice of Annual General Meeting

### **Note B – Proposed Ordinary Resolution 3 on Directors’ Fees**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of the Company shall be approved at a general meeting. The details of the estimated total fees payable (no change of rate from the previous year) from the conclusion of the Tenth AGM until the conclusion of the next AGM are as follows:-

<b>Directors Fees (for being members of the Board and Board Committee)</b>	<b>Chairman Fee</b>	<b>Member Fee</b>	<b>Targeted Number of Members (excluding Chairman)</b>	<b>Estimated Total Members Fees (excluding Chairman)</b>	<b>Estimated Total Directors Fees (including Chairman)</b>
<b>(per annum)</b>	<b>(a) RM</b>	<b>(b) RM</b>	<b>(c)</b>	<b>(b) * (c) = (d) RM</b>	<b>(a) + (d) RM</b>
Board of Directors	101,000	78,000	5	390,000	491,000
Audit Committee	28,000	23,000	3	69,000	97,000
Risk Management Committee	28,000	23,000	3	69,000	97,000
Nomination Committee	11,000	9,000	3	27,000	38,000
Remuneration Committee	11,000	9,000	3	27,000	38,000
Investment Committee	44,000	37,000	2	74,000	118,000
<b>Total</b>					<b>879,000</b>

### **Note C – Proposed Ordinary Resolution 4 on Directors’ Benefits**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting. The details of the estimated total benefits payable from the conclusion of the Tenth AGM until the conclusion of the next AGM are as follows:-

**(a) Meeting Allowance of RM2,500.00 per attendance of Board meetings, Board Committee meetings, general meetings and any adjournment thereof (no change of rate from the previous year)**

<b>Meeting Allowance</b>	<b>Targeted Number of Members</b>	<b>Estimated Number of Meetings</b>	<b>Meeting Allowance Per Attendance</b>	<b>Estimated Total Meeting Allowance</b>
	<b>(a)</b>	<b>(b)</b>	<b>RM</b>	<b>(a) * (b) * RM2,500</b>
Board of Directors	6	11	2,500	165,000
Audit Committee	4	8	2,500	80,000
Risk Management Committee	4	8	2,500	80,000
Nomination Committee	4	6	2,500	60,000
Remuneration Committee	4	6	2,500	60,000
Investment Committee	3	6	2,500	45,000
AGM	6	1	2,500	15,000
<b>Total</b>				<b>505,000</b>

**(b) Hospitalisation & Surgical (“H&S”)**

Overall annual limit for self-insured H&S benefit is up to RM150,000 for each Director whether in Malaysia or otherwise.

### **Note D – Proposed Ordinary Resolution 6 on the Authority for Directors to Allot Shares**

The proposed Ordinary Resolution 6, if passed, will renew the general mandate given to the Directors to allot shares, grant rights to subscribe for shares, convert any security into shares in the Company or to allot shares under an agreement or option or offer at their discretion from time to time without needing to convene another general meeting first, provided that the aggregate shares to be allotted, to be subscribed under any right granted, to be issued from conversion of any security or to be allotted under an agreement or option or offer pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being. In computing the aforesaid 10% limit, shares issued or agreed to be issued or subscribed pursuant to the approval of shareholders in a general meeting where precise terms and conditions are approved shall not be counted. The general mandate sought at this AGM, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, unless permitted to be waived by the relevant authorities or prevailing law or regulations; or whichever is earlier.

## Notice of Annual General Meeting

As at the date of this Notice, no new shares of the Company were issued and allotted pursuant to the general mandate given to the Directors at the last AGM held on 4 August 2020, which will lapse at the conclusion of the Tenth AGM. The general mandate sought at the Tenth AGM will enable the Directors to respond expediently to business opportunities or other circumstances involving issuance and allotment of new shares, grant of rights to subscribe for shares, conversion of any security into shares, or allotment of shares under an agreement or option or offer, and to avoid delay and cost in convening general meetings to approve the same.

### **Note E – Proposed Ordinary Resolution 7 on the Recurrent Related Party Transactions of Revenue and Trading Nature**

The proposed Ordinary Resolution 7, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of revenue or trading nature, which are necessary for the Company's and/or its subsidiaries' day-to-day operations in the ordinary course of business on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company. Please refer to the Circular to Shareholders dated 30 April 2021 in relation to the Proposed New Shareholders' Mandate and Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature, which is available on our corporate website at <https://www.tuneprotect.com/corporate/group/investor-relations/reports-presentations/>, for more information.

### **Note F – Proposed Ordinary Resolution 8 on the Proposed Renewal of Share Buy-Back Authority**

The proposed Ordinary Resolution 8, if passed, will empower the Company to purchase its own shares of up to 10% of the total number of issued shares of the Company. This authority unless revoked or varied by the Company at a general meeting, will expire at the next AGM. Please refer to the Share Buy-Back Statement dated 30 April 2021, which is despatched together with the Annual Report 2020, for further information.

### **Note G – Proposed Ordinary Resolution 9 on the Proposed Allocation of Options to Mr Rohit Chandrasekharan Nambiar in accordance with the Company's ESOS**

The proposed Ordinary Resolution 9 is to seek authority for the Directors to offer and grant options to subscribe for new ordinary shares of up to 1% of the total number of issued shares of the Company under the Company's ESOS to Mr Rohit Chandrasekharan Nambiar, the Group Chief Executive Officer of the Company. The ESOS, which came into effect on 20 February 2013, was established in conjunction with the Company's initial listing on the Main Market of Bursa Malaysia Securities Berhad on 20 February 2013. The ESOS was established for the grant of options to eligible employees of the Group to subscribe for new shares of the Company. The approval for the listing of and quotation for the new shares of the Company to be issued pursuant to the exercise of the options under the ESOS was obtained from Bursa Malaysia Securities Berhad on 8 January 2013.

### **Note H – Proposed Special Resolution 1 on the Proposed Amendments to the Constitution of the Company**

The proposed amendments to the existing Articles 74, 100 and 102 of the Constitution of the Company ("Proposed Amendments") are made mainly for the purpose of incorporating expressed constitutional provisions to allow remote participation at general meetings and any adjournment thereof, to allow the appointment of proxy via electronic means and to enhance administrative efficiency.

The shareholders' approval is being sought under a Special Resolution for the Company to incorporate the Proposed Amendments into its existing Constitution, in accordance with Section 36(1) of the Companies Act 2016. The Proposed Amendments as per Annexure A, which is circulated together with the Notice of the Tenth AGM dated 30 April 2021, shall take effect once the proposed Special Resolution is passed by a majority of not less than seventy-five per centum (75%) of the members who are entitled to vote and do vote in person or by proxy at the Tenth AGM.

### **PERSONAL DATA PRIVACY:-**

By executing and delivering to the Company the form of proxy to appoint a proxy(ies) and the relevant document(s) in respect of the appointment of a representative(s) for the AGM, a member of the Company:-

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for purposes incidental to the AGM;
- (ii) warrants that relevant prior consent of such proxy(ies) and/ or representative(s) has been obtained for the use of his/her/their personal data by the Company (or its agents); and
- (iii) agrees that the member will indemnify the Company in respect of any liabilities, demands, losses and damages as a result of the member's breach of warranty.

## Notice of Annual General Meeting

### PROPOSED AMENDMENTS TO THE CONSTITUTION OF TUNE PROTECT GROUP BERHAD ("THE COMPANY" OR "TPG")

This is the Annexure A referred to in Agenda 10 of the Notice convening the Tenth Annual General Meeting ("AGM") of the Company dated 30 April 2021 setting out the proposed amendments to the Constitution of the Company.

THAT the existing Constitution of the Company be amended by the deletions and additions as indicated by the strikethroughs, in bold and underlined below:-

Article No.	Existing Article	Article No.	Proposed Amendment
74.	<p><b>General Meetings</b></p> <p>All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine.</p>	74.	<p><b>General Meetings</b></p> <p>(a) All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings shall be held at such time and place as the Directors shall determine.</p> <p><b>(b) The Company may hold general meetings by way of physical, fully virtual or hybrid (physical cum virtual) general meetings at more than one (1) venue using any electronic technology or method that enables the Members of the Company a reasonable opportunity to participate and vote at the meeting.</b></p> <p><b>(c) The main venue of the general meetings shall be in Malaysia. The Chairman of the meeting shall be present at the main venue of the meeting.</b></p> <p>Extraordinary general meetings <b>General meetings at more than one (1) venue</b></p>
100.	<p>An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the Directors may approve):</p> <p style="text-align: center;"><b>TUNE PROTECT GROUP BERHAD</b> <b>(Company No. 948454-K)</b></p> <p>I/We _____ of _____ of _____ Company hereby appoint* the Chairman of the meeting or _____ or failing him, _____ as my/our proxy(ies) to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [date], and at any adjournment of such meeting.</p> <p>Dated: _____</p> <p style="text-align: right;">[Signature]</p> <p>This form is to be used <u>*in favour of the resolution.</u> against</p> <p>* <i>Strike out whichever is not desired (Unless otherwise instructed, the proxy may vote as he thinks fit.)</i></p>	100.	<p>An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form <del>(or in a form as near to it as circumstances allow or in any other form which is usual or which the Directors may approve); or in any other form, including the electronic appointment of proxy, as may be approved by the Directors:</del></p> <p style="text-align: center;"><b>TUNE PROTECT GROUP BERHAD</b> <b>(Company No. 201101020320 (948454-K))</b></p> <p>I/We _____ of _____ of _____ Company hereby appoint* the Chairman of the meeting or _____ or failing him, _____ as my/our proxy(ies) to vote in my/our name and on my/our behalf at the annual/extraordinary general meeting of the Company to be held on [date], and at any adjournment of such meeting.</p> <p>Dated: _____</p> <p style="text-align: right;">[Signature]</p> <p>This form is to be used <u>*in favour of the resolution.</u> against</p> <p>* <i>Strike out whichever is not desired (Unless otherwise instructed, the proxy may vote as he thinks fit.)</i></p> <p>Proxy instrument</p>



## Notice of Annual General Meeting

### PROPOSED AMENDMENTS TO THE CONSTITUTION OF TUNE PROTECT GROUP BERHAD ("THE COMPANY" OR "TPG") (Cont'd)

Article No.	Existing Article	Article No.	Proposed Amendment
102.	<p>An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall:</p> <p>(1) be deposited at the Office at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or</p> <p>(2) in the case of a poll taken more than twenty-four (24) hours after it is demanded, be deposited after the poll has been demanded and at least twenty-four (24) hours before the time appointed for the taking of the poll; or</p> <p>(3) where the poll is not taken forthwith but is taken not more than twenty-four (24) hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Secretary or to any Director or to the Chairman.</p> <p>Such a power of attorney (or a notarially certified copy of such power of attorney) once deposited or delivered in a manner so permitted in relation to a meeting, adjourned meeting or poll shall be deemed deposited or delivered in a manner so permitted in relation to all future meetings, adjourned meetings and polls for which such power of attorney is by its terms valid. A photocopy of the signed instrument of proxy deposited in place of the original signed copy and an instrument of proxy transmitted by fax shall be invalid. Such instrument of proxy or power of attorney (or a notarially certified copy of such power of attorney) shall be deposited or delivered in a manner so permitted. A Member is not precluded from attending the meeting in person after lodging the instrument of appointing the proxy, however, such attendance shall automatically revoke the authority granted to that Member's proxy.</p>	102.	<p>Deposit or delivery of proxy etc.</p> <p><b>(a) The Directors or any agent of the Company so authorised by the Directors, may accept the request for appointment of proxy received via electronic means on such terms and subject to such conditions as they consider fit. For the purpose of this Article, the Directors may require such reasonable evidence that they consider necessary to determine and verify:</b></p> <p><b>(i) the identity of the Member and the proxy; and</b></p> <p><b>(ii) where the proxy is appointed by a person acting on behalf of the Member, the authority of that person to make such appointment.</b></p> <p><b>(b) Without prejudice to Article 102(a), the request for appointment of a proxy via electronic means must be received at the electronic address specified by the Company in any of the following sources and shall be subject to any terms, conditions or limitations specified therein:</b></p> <p><b>(i) The notice calling the meeting;</b></p> <p><b>(ii) The instrument appointing a proxy sent out by the Company in relation to the meeting; or</b></p> <p><b>(iii) The website maintained by or on behalf of the Company.</b></p> <p><b>(c) An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to (inter alia) attend and vote at meetings or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall be deposited at the Office, or in the case of the appointment of a proxy via electronic means, at the electronic address specified by the Company pursuant to Article 102(b):</b></p> <p><b>(i) be deposited at the Office</b> at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote; or</p> <p><b>(ii) in the case of a poll taken more than twenty-four (24) hours after it is demanded, be deposited in the above manner</b> after the poll has been demanded and at least twenty-four (24) hours before the time appointed for the taking of the poll; or</p> <p><b>(iii) where the poll is not taken forthwith but is taken not more than twenty-four (24) hours after it was demanded, be deposited in the above manner</b> at which the poll was demanded, to the Secretary or to any Director or to the Chairman, <b>as may be directed by the Chairman of the meeting.</b></p> <p><b>(d) Such a power of attorney (or a notarially certified copy of such power of attorney) once deposited or delivered in a manner so permitted in relation to a meeting, adjourned meeting or poll shall be deemed deposited or delivered in a manner so permitted in relation to all future meetings, adjourned meetings and polls for which such power of attorney is by its terms valid. A photocopy of the signed instrument of proxy deposited in place of the original signed copy and an instrument of proxy transmitted by fax shall be invalid. Such instrument of proxy or power of attorney (or a notarially certified copy of such power of attorney) shall be deposited or delivered in a manner so permitted. A Member is not precluded from attending the meeting in person after lodging the instrument of appointing the proxy. <b>However,</b> such attendance shall automatically revoke the authority granted to that Member's proxy.</b></p>

# Proxy Form

**TUNE PROTECT GROUP BERHAD**  
(Company No. 201101020320 (948454-K))  
(Incorporated in Malaysia)

I/We:

Full name (in block capitals):	CDS account no.:	No. of shares held:
Address:	NRIC/Passport/Company no.:	Contact no.:

being a member of TUNE PROTECT GROUP BERHAD, do hereby appoint:

Full name (in block capitals):	NRIC/Passport no.:	Proportion of shareholdings	
		No. of shares	%
Address:			

AND/OR (please delete as appropriate)

Full name (in block capitals):	NRIC/Passport no.:	Proportion of shareholdings	
		No. of shares	%
Address:			

and/or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Tenth Annual General Meeting (“**AGM**”) of the Company to be held fully virtual, with the broadcast venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 17 June 2021 at 2:30 p.m. or any adjournment thereof.

NO.	RESOLUTIONS	FOR	AGAINST
-	To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.	Not applicable	
Ordinary Resolution 1	To re-elect Mr Ng Soon Lai @ Ng Siek Chuan as Director.		
Ordinary Resolution 2	To re-elect Ms Tan Ming-Li as Director.		
Ordinary Resolution 3	To approve the payment of Directors’ fees.		
Ordinary Resolution 4	To approve the Directors’ benefits payable.		
Ordinary Resolution 5	To approve the re-appointment of Ernst & Young PLT as Auditor and to authorise the Directors to fix their remuneration.		
Ordinary Resolution 6	To authorise the Directors to allot shares of up to 10% of the total number of issued shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
Ordinary Resolution 7	To authorise the new shareholders’ mandate and renewal of the existing shareholders’ mandate for recurrent related party transactions of revenue and trading nature.		
Ordinary Resolution 8	To renew the authority to purchase the Company’s own shares of up to 10% of the total number of issued shares in the Company.		
Ordinary Resolution 9	To authorise the allocation of options to Mr Rohit Chandrasekharan Nambiar.		
Special Resolution 1	To approve the proposed amendments to the Constitution of the Company.		

Please indicate with an “X” in the appropriate column to show how you wish your votes to be cast. In the absence of specific directions, your proxy will vote or abstain from voting at his/her discretion.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
Signature/Seal of Shareholder

**Notes:**Remote participation and voting

- 1) The Tenth AGM of the Company will be conducted fully virtual, without a physical meeting venue, using the RPV facilities of TIH Online at <https://tiih.online>. Please follow the procedures provided in the **Administrative Guide for Shareholders** in order to register, participate and vote remotely via the RPV facilities.
- 2) The only venue involved will be the broadcast venue where essential individuals will be physically present to organise and facilitate the conduct of the fully virtual AGM. The number of essential individuals will be in accordance with any prevailing order and/or guidance applicable then. The broadcast venue also serves the purpose of complying with Section 372(2) of the Companies Act 2016, which requires the Chairman of the meeting to be at the main venue of the AGM. No shareholders/proxies/corporate representatives from the public will be allowed to be physically present at the broadcast venue.
- 3) Members may submit questions in relation to the agenda items of the Tenth AGM prior to the meeting via TIH Online website at <https://tiih.online> by selecting "e-Services" to login the corporate event of the Company from Friday, 30 April 2021 at 10:00 a.m. to Tuesday, 15 June 2021 at 2:30 p.m. Thereafter, any further questions may be posed in real time (in the form of typed text) during the AGM by using the "Query Box" of the RPV facilities. The Board of Directors or Management of the Company shall respond to the questions to their best endeavour during the Tenth AGM.

Appointment of proxy

- 4) A member of the Company entitled to attend and vote at the AGM is entitled to appoint up to two (2) proxies (or in the case of a corporation, to appoint a representative(s) in accordance with Section 333 of the Companies Act 2016) to attend and vote in his stead. Other than the proxy(ies) must be of full age, there shall be no other restriction as to the qualification of the proxy(ies).

- 5) The Proxy Form in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or the hand of its attorney.
- 6) Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 7) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- 8) The Proxy Form must be deposited at the Registered Office of the Company at Level 9, Wisma Tune, No. 19 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM. **In accordance with Article 102 of the Company's Constitution, a photocopy of the signed instrument of proxy deposited in place of the original signed copy and an instrument of proxy transmitted by fax shall be invalid.**

Others

- 9) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at Wednesday, 9 June 2021 shall be eligible to attend the AGM or appoint proxy(ies) to attend and/or vote in his/her stead. Any changes in the entries on the Record of Depositors after the abovementioned date and time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 10) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all votings on the resolutions set out in this Notice will be by way of poll.

Please fold here

Stamp

The Company Secretary  
**TUNE PROTECT GROUP BERHAD**  
(Company No. 201101020320 (948454-K))  
Level 9 Wisma Tune  
No. 19 Lorong Dungun  
Damansara Heights  
50490 Kuala Lumpur  
Malaysia

Please fold here



## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

Meeting	:	<b>Tenth Annual General Meeting ("AGM")</b>
Day / Date	:	<b>Thursday, 17 June 2021</b>
Time	:	<b>2.30 p.m.</b>
Conduct	:	<b>Fully virtual via Remote Participation and Voting ("RPV")</b>
Broadcast Venue	:	Tricor Business Centre, Gemilang Room Unit 29-01, Level 29, Tower A Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

1. Following last year's AGM which was conducted on a fully virtual basis for the first time, Tune Protect Group Berhad ("**Tune Protect**" or "**the Company**") will continue to leverage technology to conduct the Tenth AGM of the Company on a **FULLY VIRTUAL** basis through live streaming and online remote voting using the RPV facilities of TIIH Online at <https://tiih.online>.
2. The only venue involved will be the broadcast venue where essential individuals will be physically present to organise and facilitate the conduct of the fully virtual AGM. The number of essential individuals will be in accordance with any prevailing order and/or guidance applicable then. The broadcast venue also serves the purpose of complying with Section 372(2) of the Companies Act 2016, which requires the Chairman of the meeting to be at the main venue of the AGM. No shareholders/proxies/corporate representatives from the public will be allowed to be physically present at the broadcast venue.

## REMOTE PARTICIPATION AND VOTING

3. **Shareholders/Proxies/Corporate Representatives** who wish to attend, participate/speak (including pose questions to the Board of Directors/Management of the Company through real time submission of typed texts) and vote remotely at the fully virtual Tenth AGM of the Company will be required to perform online registration using the RPV facilities provided by Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**") via its TIIH Online website at <https://tiih.online>.

A shareholder who has appointed a proxy, attorney or corporate representative to participate and vote at the Tenth AGM via RPV facilities must request his/her proxy, attorney or corporate representative to register himself/herself for the RPV facilities at TIIH Online website at <https://tiih.online>.

Registration is open from **Friday, 30 April 2021 at 10:00 a.m.** until **the conclusion of the Tenth AGM on Thursday, 17 June 2021**. For guidance on registration of the RPV facilities, please refer to item 7 below.

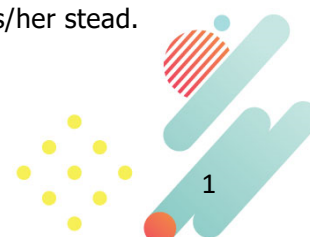
In respect of deposited securities, only a depositor whose name appears on the **Record of Depositors as at Wednesday, 9 June 2021** shall be eligible to participate at the Tenth AGM or appoint proxy(ies) or corporate representative to participate and vote in his/her stead.

## TUNE PROTECT GROUP BERHAD

Company No: 201101020320 (948454-K)

Level 9, Wisma Tune, No. 19, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia

T: +603 2056 6200 F: +603 2092 1029 W: [tuneprotect.com](https://tuneprotect.com)





4. **For shareholders (whether individual or corporate shareholders) who appoint proxies**

In addition to the online registration as described under items 3 and 7 herein, the original duly completed and executed proxy form must be deposited at the Registered Office of the Company at Level 9, Wisma Tune, No. 19 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM, i.e. no later than **Tuesday, 15 June 2021 at 2:30 p.m.** In accordance with Article 102 of the Company's Constitution, a photocopy of the signed instrument of proxy deposited in place of the original signed copy and an instrument of proxy transmitted by fax shall be invalid.

If you are unable to participate and vote at the Tenth AGM via RPV facilities, you may appoint the Chairman of the meeting as your proxy and indicate your voting instructions in the Proxy Form.

5. **For corporate shareholders who appoint corporate representatives**

In addition to the online registration as described under items 3 and 7 herein, we also urge you to deposit the original or duly certified certificate of appointment of corporate representative to be executed under seal or the hand of its attorney at the Registered Office of the Company at Level 9, Wisma Tune, No. 19 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia no later than **Tuesday, 15 June 2021 at 2:30 p.m.**

Please furnish the contact details such as email address, mobile number and/or telephone number of the corporate shareholder and/or the corporate representative for ease of communication, as and when necessary.

6. **Submission of questions before the AGM**

You may submit your questions before the AGM via the RPV facilities by proceeding to TIIH Online website at <https://tiih.online> and selecting "e-Services" to login the corporate event of the Company. Questions may be submitted from **Friday, 30 April 2021 at 10:00 a.m. to Tuesday, 15 June 2021 at 2:30 p.m.** Thereafter, any further questions may be posed during the AGM.

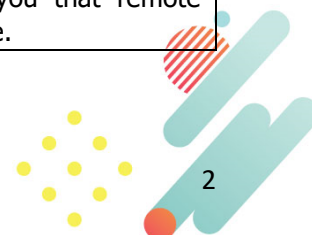
The Board of Directors or Management of the Company shall respond to your questions to their best endeavour during the Tenth AGM.

7. **RPV facilities**

The procedures for registration of the RPV facilities and for joining the AGM using the RPV facilities are as summarised below:-

A. **Signing-up for a user account with Tricor**

Individual Shareholder/ Proxy/Corporate Representative	<ul style="list-style-type: none"><li>• Access the website at <a href="https://tiih.online">https://tiih.online</a>.</li><li>• Sign-up as a user under "e-Services" by selecting "<b>Create Account by Individual Holder</b>". You may refer to the tutorial guide posted on the homepage for assistance.</li><li>• Sign-up as a user will be approved within one (1) working day and you will be notified via e-mail.</li><li>• If you are already a user with TIIH Online, you are not required to sign-up again. You will receive an <b>e-mail to notify</b> you that remote participation is available for registration at TIIH Online.</li></ul>
--	---



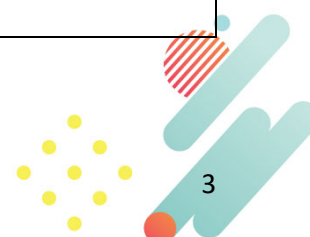


## B. Before the AGM

<p>Submit your request to participate and vote at the AGM</p>	<ul style="list-style-type: none"> <li>• <b>Registration is open from Friday, 30 April 2021 at 10:00 a.m. until the conclusion of the Tenth AGM on Thursday, 17 June 2021.</b></li> <li>• Login with your user ID and password and select the corporate event: <b>"(REGISTRATION) TUNE PROTECT 10TH AGM"</b>.</li> <li>• Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>• Select "Register for Remote Participation and Voting".</li> <li>• Review your registration and proceed to register.</li> <li>• System will send an <b>e-mail to notify</b> that your registration for remote participation is received and will be verified.</li> <li>• After verification of your registration against the Record of Depositors as at <b>9 June 2021</b>, the system will send you an <b>e-mail after 15 June 2021 to approve or reject your registration for the remote participation.</b></li> <li>• Should your application to join the Tenth AGM be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the fully virtual meeting.</li> </ul> <p>(Note: For new user of TIIH Online, please allow one (1) working day for approval of new user of TIIH Online before you can register and login to TIIH Online to participate in the AGM remotely. Please see item 7A above).</p>
---	--

## C. On the AGM Day (17 June 2021)

<p>(a) Login to TIIH Online</p>	<ul style="list-style-type: none"> <li>• Login with your user ID and password for the RPV facilities for the Tenth AGM at any time from <b>2:00 p.m.</b> i.e. 30 minutes before the commencement of Tenth AGM on <b>Thursday, 17 June 2021 at 2:30 p.m.</b></li> </ul>
<p>(b) Participate through live streaming</p>	<ul style="list-style-type: none"> <li>• Select the corporate event: <b>"(LIVE STREAM MEETING) TUNE PROTECT 10TH AGM"</b> to engage in the proceedings of the meeting remotely.</li> <li>• If you have any questions for the Board of Directors/Management of the Company, you may type your questions in the "Query Box" (<i>on the right-hand side of your screen</i>) and click "Submit". The Board of Directors/Management of the Company shall respond to your questions to their best endeavour during the Tenth AGM.</li> <li>• Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location and the device you use.</li> </ul>





(c) Online remote voting	<ul style="list-style-type: none"><li>You may vote at <b>any time from the start of the Tenth AGM at 2:30 p.m.</b> until a time when the Chairman announces the closure of the voting session of the Tenth AGM.</li><li>Select the corporate event: <b>"(REMOTE VOTING) TUNE PROTECT 10TH AGM"</b> or if you are on the live stream meeting page, you can select <b>"GO TO REMOTE VOTING PAGE"</b> button below the Query Box.</li><li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li><li>Select the CDS account number (tick the box) that represents your shareholdings.</li><li>Indicate your votes (FOR or AGAINST or ABSTAIN) for the resolutions that are tabled for voting.</li><li>Review your votes casted and click "Confirm" to submit your votes.</li><li>You may choose to download document (of your votes) for record.</li></ul>
(d) End of remote participation	<ul style="list-style-type: none"><li>Upon announcement by the Chairman on the closure of the Tenth AGM, the live streaming will end.</li></ul>

### **NO GIFTS OR VOUCHERS**

8. There will be no distribution of gifts or vouchers in conjunction with the AGM.

### **RECORDING OR PHOTOGRAPHY**

9. Recording or photography of the proceedings of the Tenth AGM is strictly **NOT** allowed.

### **COMMUNICATION GUIDE**

10. Shareholders are reminded to monitor the Company's website and announcements for any changes relating to the AGM arrangements.

### **ENQUIRIES**

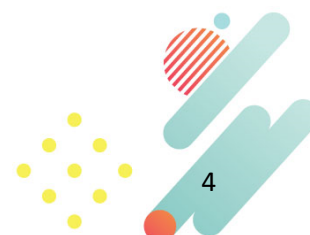
11. Should you have any enquiries, please contact the following officers during office hours from 9:00 a.m. to 5:30 p.m. (Monday to Friday):

### **TUNE PROTECT GROUP BERHAD**

Company No: 201101020320 (948454-K)

Level 9, Wisma Tune, No. 19, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia

T: +603 2056 6200 F: +603 2092 1029 W: tuneprotect.com





**Registration and RPV facilities matters before and during AGM: Tricor Investor & Issuing House Services Sdn Bhd**

Telephone/Fax/Email : +603-2783 9299 / +603-2783 9222 / [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)  
Mr. Jake Too : +603 2783 9285 / [Chee.Onn.Too@my.tricorglobal.com](mailto:Chee.Onn.Too@my.tricorglobal.com)  
Ms. Vivien Khoh : +603 2783 9091 / [Vivien.Khoh@my.tricorglobal.com](mailto:Vivien.Khoh@my.tricorglobal.com)  
Mr. Alven Lai : +603 2783 9283 / [Siew.Wai.Lai@my.tricorglobal.com](mailto:Siew.Wai.Lai@my.tricorglobal.com)

**Help Line during AGM only: Tricor Investor & Issuing House Services Sdn Bhd**

In the event you encounter any issues with login, connection to the live streamed meeting or online voting, please call Tricor Help Line at +6011-40805616 / +6011-40803168 / +6011-40803169 / +6011-40803170 or e-mail to [tiih.online@my.tricorglobal.com](mailto:tiih.online@my.tricorglobal.com) for assistance.

**Depository of documents at the Registered Office: Tune Protect Group Berhad**

Telephone/Fax : +603 2056 6200 / +603 2092 1029

**TUNE PROTECT GROUP BERHAD**

Company No: 201101020320 (948454-K)

Level 9, Wisma Tune, No. 19, Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia

**T:** +603 2056 6200 **F:** +603 2092 1029 **W:** [tuneprotect.com](http://tuneprotect.com)

