

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting ("**AGM**") of Tune Protect Group Berhad will be held at The Vertical, Connexion Conference & Event Centre, Summit 1 Ballroom (Level M1), Bangsar South City, No 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 24 June 2025 at 10.00 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A.
2. To re-elect Ms Aireen Omar who retires by rotation pursuant to Article 122 of the Company's Constitution and who, being eligible, has offered herself for re-election.
Please refer to Explanatory Note B. **Resolution 1**
3. To re-elect Mr Ariff bin Rozhan who retires by rotation pursuant to Article 127 of the Company's Constitution and who, being eligible, has offered himself of re-election.
Please refer to Explanatory Note B. **Resolution 2**
4. To re-elect Mr Jayakumar A/L Somasundram who retires by rotation pursuant to Article 127 of the Company's Constitution and who, being eligible, has offered himself for re-election.
Please refer to Explanatory Note B. **Resolution 3**
5. To re-elect Ms Gan Mei Mei who retires by rotation pursuant to Article 127 of the Company's Constitution and who, being eligible, has offered herself for re-election.
Please refer to Explanatory Note B. **Resolution 4**
6. To approve the payment of Directors' fees of up to RM1,217,000 for the period from the conclusion of the Fourteenth AGM until the conclusion of the next AGM of the Company to be held in 2026.
Please refer to Explanatory Note C. **Resolution 5**
7. To approve the payment of Directors' benefits of up to RM715,000, being meeting attendance allowances, and up to RM150,000 for each Director, being the overall annual limit for self-insured hospitalisation and surgical, for the period from the conclusion of the Fourteenth AGM until the conclusion of the next AGM of the Company to be held in 2026.
Please refer to Explanatory Note D. **Resolution 6**
8. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company for the ensuing financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. **Resolution 7**

Notice of Annual General Meeting

AS SPECIAL BUSINESS

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

9. **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 Act”**), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**“Bursa Securities”**), 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 Act 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 Securities;

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 AGM of the Company at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM 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."

Resolution 8

Please refer to Explanatory Note E.

10. **ORDINARY RESOLUTION**
PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“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 (**“RRPTs”**) of a revenue or trading nature as set out in Section 2.4 of the Company's Circular to Shareholders dated 30 April 2025 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.

Notice of Annual General Meeting

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time it will lapse, unless by an ordinary resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; 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 F.

Resolution 9

11. **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 OF THE COMPANY ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

"THAT subject to the provisions of the Act, the Constitution of the Company, the Main Market Listing Requirements of 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 of 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 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;

Notice of Annual General Meeting

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;

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 G.

Resolution 10

12. **ORDINARY RESOLUTION**

PROPOSED AUTHORITY TO ALLOT SHARES TO THE GROUP CHIEF EXECUTIVE OFFICER ("GROUP CEO") OF THE COMPANY

"THAT the Directors be and are hereby authorised to allot up to 643,394 ordinary shares of the Company to Mr How Kim Lian, the Group CEO of the Company pursuant to the exercise of options offered to him under the Long Term Incentive Plan ("LTIP") of the Company from time to time and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

Please refer to Explanatory Note H.

Resolution 11

Notice of Annual General Meeting

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

By Order of the Board

NORHANA BINTI OTHMAN
Company Secretary
MACS 01597
SSM Practising Certificate No. 202008001519

Kuala Lumpur
30 April 2025

Notes:

Appointment of proxy

- 1) 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 Act 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).
- 2) 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.
- 3) 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.
- 4) 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.
- 5) The Proxy Form must be deposited at the Registered Office of the Company at Level 9, Wisma Capital A, No. 19 Lorong Dungun, Damansara Heights, 50490 Kuala Lumpur, Malaysia; or in the case of the appointment of a proxy via electronic means, the instrument of proxy can also be submitted electronically through Tricor's TIIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for Shareholders for the Fourteenth AGM for further information on proxy form submission. All proxy forms submitted must be received by the Company by Sunday, 22 June 2025 at 10.00 a.m., being not less than forty-eight (48) hours before the time set for holding the AGM.

Others

- 6) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at Tuesday, 17 June 2025 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 shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all voting on the resolutions set out in this Notice will be by way of poll.

Notice of Annual General Meeting

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 Act, 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.

Note B – Ordinary Resolutions 1 to 4 on Re-election of Directors

Ms Aireen Omar who retires in accordance with Article 122 of the Constitution, together with Mr Ariff bin Rozhan, Mr Jayakumar A/L Somasundram and Ms Gan Mei Mei who retire in accordance with Article 127 of the Constitution (collectively referred to as “Retiring Directors”), being eligible, have offered themselves for re-election.

For the purpose of determining the eligibility of the Retiring Directors to stand for re-election at the Fourteenth AGM and in line with Practice 5.1 of the MCCG, the Nomination Committee (“NC”) has reviewed and assessed each of the Retiring Directors from the annual assessment and evaluation of the Board, Board Committees, Independent Directors and individual Directors for FY2024.

The NC had recommended that, the Retiring Directors to be re-elected based on the following:-

- (i) satisfactory performance and have met Board’s expectation in discharging their duties and responsibilities;
- (ii) met the fit and proper criteria in discharging their roles as directors of the Company;
- (iii) level of independence demonstrated by the independent directors; and
- (iv) their ability to act in the best interest of the Company in decision-making.

The Board had endorsed the recommendation of the NC on the above re-election.

The profiles of the Retiring Directors are stated on pages 122 to 125 of the Integrated Annual Report 2024 of the Company.

Notice of Annual General Meeting

Note C – Ordinary Resolution 5 on Directors’ Fees

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

Yearly Fees (RM unless indicated otherwise)								
Company	Designation	Board	Audit Committee	Risk Management Committee	Nomination Committee	Remuneration Committee	Investment Committee	Annual Nominee Director’s fee at our Joint Venture Company
Tune Protect Group Berhad	Chairman	132,000	28,000	28,000	14,000	14,000	28,000	NIL
	Member	78,000	23,000	23,000	11,500	11,500	23,000	36,000
Tune Insurance Malaysia Berhad	Chairman	97,000	24,000	24,000	12,000	12,000	24,000	NIL
	Member	52,800	18,000	18,000	9,000	9,000	18,000	NIL
Tune Protect Re Ltd.	Chairman	72,000	NIL	NIL	NIL	NIL	NIL	NIL
	Member	42,000	NIL	NIL	NIL	NIL	NIL	NIL

Note D – Proposed Ordinary Resolution 6 on Directors’ Benefits

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

(a) Meeting Allowance

Meeting Allowance per Meeting (RM unless indicated otherwise)								
Company	Designation	Board	Audit Committee	Risk Management Committee	Nomination Committee	Remuneration Committee	Investment Committee	Strategic Advisory Committee
Tune Protect Group Berhad	Chairman	2,500	2,500	2,500	2,500	2,500	2,500	NIL
	Member	2,500	2,500	2,500	2,500	2,500	2,500	NIL
Tune Insurance Malaysia Berhad	Chairman	2,000	2,000	2,000	2,000	2,000	2,000	NIL
	Member	2,000	2,000	2,000	2,000	2,000	2,000	NIL
Tune Protect Re Ltd.	Chairman	2,500	NIL	NIL	NIL	NIL	NIL	NIL
	Member	2,500	NIL	NIL	NIL	NIL	NIL	NIL
Tune Protect Ventures Sdn. Bhd.	Chairman	NIL	NIL	NIL	NIL	NIL	NIL	2,500
	Member	NIL	NIL	NIL	NIL	NIL	NIL	2,000

(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.

Notice of Annual General Meeting

Note E – Ordinary Resolution 8 on the Authority for Directors to Allot Shares

The proposed Ordinary Resolution 8, 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.

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 19 June 2024, which will lapse at the conclusion of the Fourteenth AGM. The general mandate sought at the Fourteenth 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 F – Ordinary Resolution 9 on the RRPTs of a Revenue or Trading Nature

The proposed Ordinary Resolution 9, if passed, will empower the Company and/or its subsidiaries to enter into RRPTs of a 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 2025 in relation to the Proposed New Shareholders' Mandate and Renewal of the Existing Shareholders' Mandate for RRPTs of a 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 G – Ordinary Resolution 10 on the Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 10, 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 2025, which is despatched together with the Integrated Annual Report 2024, for further information.

Note H – Ordinary Resolution 11 on the Authority to Issue Shares to GCEO

The proposed Ordinary Resolution 11 is to seek authority for the Directors to allot new shares in the Company under the LTIP to Mr How Kim Lian, the GCEO of the Company. The LTIP, which came into effect on 30 September 2022, was established for the grant of Options to eligible employees of our Group to subscribe for new shares, not exceeding in aggregate 10% of the enlarged issued and paid-up share capital of our Company during the subsistence of the LTIP.

Notice of Annual General Meeting

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.