

Notice of Irredeemable Convertible Preference Share Holders' Meeting

NOTICE IS HEREBY GIVEN that the irredeemable convertible preference share holders' meeting ("ICPS Holders' Meeting") of Allianz Malaysia Berhad ("Company") will be held at Grand Ballroom, Level 2, Aloft Kuala Lumpur Sentral, 5 Jalan Stesen Sentral, Kuala Lumpur Sentral, 50470 Kuala Lumpur on Thursday, 30 May 2019 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following special resolution:

PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

"THAT subject to the approval being obtained from the shareholders of the Company, approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix III of the Company's Circular to irredeemable convertible preference share holders dated 30 April 2019 AND THAT the Directors be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the proposed new Constitution of the Company."

By Order of the Board

NG SIEW GEK

Company Secretary

Kuala Lumpur
30 April 2019

NOTES TO IRREDEEMABLE CONVERTIBLE PREFERENCE SHARE ("ICPS") HOLDERS AND PROXY

A. APPOINTMENT OF PROXY/PROXIES

1. For the purposes of determining an ICPS holder who shall be entitled to attend and vote at the ICPS Holders' Meeting of the Company, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 21 May 2019. Only a depositor whose name appears in the Record of Depositors as at 21 May 2019 shall be entitled to attend and vote at the ICPS Holders' Meeting or appoint proxy/proxies to attend and vote on his/her behalf.
2. Every ICPS holder including authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), and Exempt Authorised Nominee as defined under the SICDA which holds ICPS in the Company for multiple beneficial owners in one (1) securities account, is entitled to appoint one (1) or more proxy to exercise all or any of his/her rights to attend, speak and vote on his/her behalf at the ICPS Holders' Meeting, and that proxy needs not be an ICPS holders of the Company.
3. The instrument of proxy must be in writing under the hand of the appointor or his/her attorney. If the appointor is a corporation, under its common seal or the hand of its attorney. Where an ICPS holder appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her ICPS holdings to be represented by each proxy.
4. The instrument of proxy shall be deposited at the Registered Office of the Company at Level 29, Menara Allianz Sentral, 203, Jalan Tun Sambanthan, Kuala Lumpur Sentral, 50470 Kuala Lumpur not later than twenty-four (24) hours before the appointed time for holding the ICPS Holders' Meeting.