



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting ("19th AGM") of Ta Win Holdings Berhad ("the Company") will be held at Bilik Bunga Melati, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75000 Melaka on Tuesday, 25 June 2013 at 10.00 a.m. for the following purposes :-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. (Please refer Explanatory Note 1)
- To approve the payment of Directors' fee of RM109,258.06 for the financial year ended 31 December 2012. (Ordinary Resolution 1)
- To approve the payment of Directors' fee of RM5,000.00 per month to Mr. Chen, Hsi-Tao. (Ordinary Resolution 2)
- To re-elect Mr. Huang, Ching-Fan, who retires and being eligible, offers himself for re-election in accordance with Article 98 of the Company's Articles of Association. (Ordinary Resolution 3)
- To consider and if thought fit, to pass the following ordinary resolutions in accordance with Section 129 of the Companies Act, 1965:-
 - THAT Mr. Chen, Hsi-Tao, the retiring Director who retires pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting. (Ordinary Resolution 4)
(Please refer Explanatory Note 2)
 - THAT Mr. Huang, Ching-Fan, the retiring Director who retires pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting. (Ordinary Resolution 5)
(Please refer Explanatory Note 2)
- To re-elect the following retiring Directors who retire by rotation and being eligible, offer themselves for re-election in accordance with Article 92 of the Company's Articles of Association:-
 - Mr. Chen, Hung-Lin (Ordinary Resolution 6)
 - Encik Mohd Khasan Bin Ahmad (Ordinary Resolution 7)
- To re-appoint Messrs Ernst & Young as Auditors of the Company for the financial year ending 31 December 2013 and to authorize the Directors to fix the Auditors' remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESS

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

8. Proposed Continuation in Office as Independent Non-Executive Directors

That the following Directors having served as Independent Non-Executive Directors for a cumulative term of more than 9 years continue to act as Independent Non-Executive Directors of the Company:-

- Y. Bhg. Datuk Ng Peng Hong @ Ng Peng Hay (Ordinary Resolution 9)
- Encik Mohd Khasan Bin Ahmad (Ordinary Resolution 10)
- Cik Aliyah Binti Dato' Hj. Baharuddin Marji (Ordinary Resolution 11)
(Please refer Explanatory Note 3)

9. Authority to Issue Share Pursuant to Section 132D of the Companies Act, 1965.

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant government / regulatory authorities, the Directors be and are hereby authorized, pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting of the Company to such persons and upon such terms and conditions for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued."
(Ordinary Resolution 12)
(Please refer Explanatory Note 4)

10. Proposed Amendments to the Articles of Association of the Company.

"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix 1 attached to this Annual Report be and are hereby approved and in consequence thereof, the new set of Articles of Association incorporating the amendments be adopted AND THAT the Directors and Secretary be and are hereby authorised to carry out all the necessary steps to give effect to the amendments."
(Special Resolution)
(Please refer Explanatory Note 5)

- To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

TEO SOON MEI

(MAICSA 7018590)
Company Secretary

Melaka

Dated: 3 June 2013

Explanatory Notes:-

- Item 1 of the Agenda**
This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965, in Malaysia, does not require a formal approval of shareholders and is hence, not put forward for voting.
- Item 5 of the Agenda**
The proposed Ordinary Resolutions 4 and 5, are in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint Mr. Chen, Hsi-Tao and Mr. Huang, Ching-Fan both are over 70 years of age as Directors of the Company and to hold office until the conclusion of the next annual general meeting of the Company. These resolutions shall be effective if passed by a majority of not less than three-fourth of such shareholders of the Company as being entitled to vote in person or where proxies are allowed, by proxy at this 19th AGM of the Company.
- Item 8 of the Agenda**
For Ordinary Resolutions 9 to 11 on the Proposed Continuation in Office as Independent Non-Executive Directors. The Nomination Committee of the Company has assessed the independence of the Directors who have served as Independent Non-Executive Director of the Company for a cumulative term of more than 9 years and recommend them to continue to act as Independent Non-Executive Directors of the Company. Please refer to explanatory information in the Deviation from the Recommendation 3.2 on the Malaysian Code on Corporate Governance 2012 as set out in the Corporate Governance Statement of the Company under this Annual Report.
- Item 9 of the Agenda**
Ordinary Resolution 12 is proposed for the purpose of granting a renewed general mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up capital of the Company as the Directors may consider such an action to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of period within which the next Annual General Meeting is required by law to be held, whichever is earlier. As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 25 June 2012 and which will lapse at the conclusion of the Nineteenth Annual General Meeting. The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and /or acquisitions.
- Item 9 of the Agenda**
The Special Resolution, which if passed, will give authority for the Company to amend its Articles of Association in order to align with the recent amendments of the Bursa Securities Main Market Listing Requirements issued by Bursa Malaysia Securities Berhad and also to streamline the Company's Articles of Association with the provisions of the Companies Act 1965. The details of the proposed amendments to the Articles of Association of the Company is set out in Appendix 1 despatched together with the Company's 2012 Annual Report.

NOTES:

- A member of the Company who is entitled to attend, speak and vote at this 19th AGM may appoint a proxy to attend, speak and vote on his behalf. A proxy may not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a),(b), (c) and (d) of the Companies Act, 1965 shall not apply to the Company.
- Where a member of the Company appoints more than one (1) proxy to attend at the same meeting, he shall specify in the instrument of proxy the proportions of his shareholdings to be represented by each proxy. He must also specify which proxy is entitled to vote on a show of hands and only one (1) of those proxies is entitled to vote on a show of hands.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he may appoint more than one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding 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 its holds.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorized in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the Registered Office of the Company at No. 4-1, Komplek Niaga Melaka Perdana, Jln KNMP 3, Bukit Katil, 75450 Melaka, not less than 48 hours before the meeting convenes or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Articles of Association of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 June 2013 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 19th AGM.