



TALIWORKS CORPORATION
LGB Group

Taliworks Corporation Berhad (6052-V)

Notice of 24th Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty Fourth Annual General Meeting ("24th AGM") of the Company will be held at Ballroom 2, Lower Ground Level, Eastin Hotel, No. 13, Jalan 16/11, Pusat Dagangan Seksyen 16, 46350 Petaling Jaya, Selangor on Thursday, 30 April 2015 at 11.00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon. **[Please refer to Note 1]**
- To approve the payment of Directors' fees for the financial year ended 31 December 2014. **RESOLUTION 1**
- To re-elect the following Director who is retiring pursuant to Article 80 of the Company's Articles of Association and being eligible, has offered himself for re-election:-
(a) Mr. Lim Yew Boon **RESOLUTION 2**
- To re-elect the following Director who is retiring pursuant to Article 85 of the Company's Articles of Association and being eligible, has offered himself for re-election:-
(a) Dato' Sri Amrin Bin Awaluddin **RESOLUTION 3**
- To re-appoint Messrs. Deloitte as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **RESOLUTION 4**

As Special Business

To consider and if thought fit, with or without any modification(s), to pass the following Ordinary Resolutions:

- ORDINARY RESOLUTION 1**
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any 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 to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;
AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." **RESOLUTION 5**
- ORDINARY RESOLUTION 2**
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
"THAT subject to the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiary(ies) to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.5 of the Circular to the Shareholders dated 8 April 2015 ("the Circular"), subject to the following:
(i) the Recurrent Related Party Transactions are entered into the ordinary course of business on terms not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arms' length basis and are not to the detriment of the minority shareholders of the Company;
(ii) the disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:
(a) the type of Recurrent Related Party Transactions made; and
(b) the names of the related parties involved in each type of Recurrent Related Party Transaction made their relationship with the Company;
(iii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only 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 shareholders' mandate will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
(b) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("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 the earlier;
AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution;
AND THAT, the estimates given of the Recurrent Related Party Transactions specified in Section 2.5 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.6 of the Circular." **RESOLUTION 6**
- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

TAN BEE HWEE (MAICSA 7021024)
QUECK WAI FONG (MAICSA 7023051)
Company Secretaries

Kuala Lumpur
Dated this 8th day of April 2015

Explanatory Notes on Ordinary Business / Special Business:-

- Item 1 of the Agenda**
To receive the Audited Financial Statements for the Financial Year Ended 31 December 2014
This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Item 6 of the Agenda**
Authority to Issue Shares
The Ordinary Resolution 5 is intended to renew the authority granted to the Directors of the Company at the Twenty Third Annual General Meeting of the Company held on 18 June 2014 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued share capital of the Company for the time being (hereinafter referred to as the "General Mandate").
The General Mandate granted by the shareholders at the Twenty Third Annual General Meeting of the Company held on 18 June 2014 had not been utilised and hence, no proceed was raised therefrom.
The new General Mandate will enable the Directors to take swift action for allotment of new shares for any possible fund raising activities, including but not limited to placing of new shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of new shares.
- Item 7 of the Agenda**
Proposed Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature
The Ordinary Resolution 6 is proposed and if passed, will enable the Company and/or its subsidiary Company(ies) to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.
Please refer to the Circular to Shareholders dated 8 April 2015 for further information.

Notes:

- In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 24 April 2015 shall be eligible to attend the Meeting.
- A member/shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member/shareholder appoints two (2) proxies to attend and vote at the Meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but need not be a member/shareholder of the Company and a member/shareholder may appoint any person to be his proxy without limitation and the provisions of Sections 149 (1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SIDA") 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. Where a member is an authorised nominee as defined under SIDA, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.