



登高集團

TANCO HOLDINGS BERHAD (3326-K)

(Incorporated in Malaysia under the Companies Ordinances 1940-1946)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Tanco Holdings Berhad ("Tanco" or "Company") will be held at St Andrew's Hall, Duta Vista Executive Suites, No. 1, Persiaran Ledang, Off Jalan Tuanku Abdul Halim, 50480 Kuala Lumpur on **Wednesday, 27 July 2016 at 10.30 a.m.** and at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

SPECIAL RESOLUTION 1

PROPOSED SHARE CAPITAL REDUCTION VIA CANCELLATION OF RM0.15 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM0.20 EACH IN TANCO PURSUANT TO SECTION 64(1) OF THE ACT ("PROPOSED PAR VALUE REDUCTION")

"**THAT** subject to the sanction of the High Court of Malaya pursuant to Section 64(1) of the Act and approvals being obtained from the relevant authorities and parties, the par value of every existing ordinary share of RM0.20 each in the issued and paid up share capital of the Company to be reduced to RM0.05 each AND THAT the credit arising from the Proposed Par Value Reduction will be credited to the capital reserve account of the Company which may be utilised in such manner as the Board of Directors of the Company ("**Board**") deems fit and to the extent as permitted by relevant and applicable laws.

AND THAT the Board be and is hereby authorised to take such steps, execute such documents and enter into any arrangement, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effects to the Proposed Par Value Reduction with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company."

Proposed Amendments to the Memorandum and Articles of Association of the Company

AND THAT approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum and Articles of Association of the Company in the manner as set out in Section 2.1 of the Circular to facilitate the implementation of the Proposed Par Value Reduction.

Proposed ICULS Amendments

AND THAT approval be and is hereby given to the Company to alter, modify, vary and delete the Trust Deed in the manner as set out in Appendix I of the Circular.

AND THAT the Company and its Directors be and are hereby authorised to do all such acts and things as they may deem fit, necessary, expedient and appropriate including but not limited to the necessary amendments to the principal terms and conditions of the ICULS, change of the Principal Adviser to the ICULS, appointment of Solicitor and to enter into any arrangements and/or legal documents and/or supplemental Trust Deed in order to give effect to the aforesaid changes and amendments and the resolutions passed hereinabove."

ORDINARY RESOLUTION 1

PROPOSED ISSUANCE OF UP TO 2,000,000,000 CONVERSION SHARES AT THE LOWEST CONVERSION PRICE OF RM0.05 PER SHARE PURSUANT TO THE ISSUANCE OF NOTES WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM100.0 MILLION UNDER A REDEEMABLE CONVERTIBLE NOTES PROGRAMME AFTER THE PROPOSED PAR VALUE REDUCTION ("PROPOSED NOTES ISSUE")

"**THAT**, subject to the approval of all relevant authorities, approval be and is hereby given to the Company to:

- (i) issue up to RM100.0 million nominal value of Notes, convertible into new ordinary shares of RM0.05 each in Tanco ("**Tanco Shares**") at a conversion price to be determined in accordance with the terms and conditions of the Notes; and
- (ii) allot and issue such number of new Tanco Shares pursuant to the conversion of the Notes, from time to time during the tenure of the Notes, credited as fully paid-up, to or to the order of the Notes in accordance with the terms and conditions of the Notes;

AND THAT such new Tanco Shares to be issued arising from the conversion of the Notes, shall, upon allotment and issue, be listed on the Main Market of Bursa Malaysia Securities Berhad and rank *pari passu* in all respects with the then existing Tanco Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the relevant date of allotment of the new Tanco Shares;

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the board of directors may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Notes Issue with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Notes Issue."

By Order of the Board

CHAN KENG YEW

CHOI SIEW FUN

Company Secretaries

Kuala Lumpur

4 July 2016

NOTES:

- (i) *In respect of deposited securities, only members whose names appear in the Record of Depositors as at 21 July 2016 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.*
- (ii) *A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may, but need not, be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 are not applicable 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.*
- (iii) *A member shall be entitled to appoint more than one proxy to attend and vote at the same meeting. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- (iv) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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. In such instance, the member shall specify the securities account number for each appointment.*
- (v) *Where a member of the Company is an exempt authorised nominee as defined under the SICDA 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 authorized nominee may appoint in respect to the omnibus account.*
- (vi) *The instrument appointing a proxy or proxies shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
- (vii) *The instrument appointing a proxy or proxies must be deposited at the Company's Registered Office at No. 1, Persiaran Ledang, Off Jalan Tuanku Abdul Halim, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.*