



TIEN WAH PRESS HOLDINGS BERHAD (340434-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of the Company will be held at Atlanta East, Level 3, Armada Hotel, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 12 June 2013 at 10.30 a.m. to transact the following businesses:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Directors' and Auditors' Reports thereon.
(Please refer to Note 1 of the Explanatory Notes)
Ordinary Resolution 1
- To declare a final dividend of 8.52 sen gross per share less tax of 25% in respect of the financial year ended 31 December 2012.
Ordinary Resolution 2
- To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-
(i) "That pursuant to Section 129(6) of the Companies Act, 1965, Mej Jen Datuk Abdul Kadir Bin Nordin (Bersara) be re-appointed as Director to hold office until the conclusion of the next Annual General Meeting of the Company."
Ordinary Resolution 2
Mr Goh Seng Chuan who retires in accordance with Section 129(6) of the Companies Act, 1965, has expressed his intention not to seek re-appointment. Hence, he will retain office until the close of the Eighteenth Annual General Meeting.
- To re-elect the following Directors of the Company who retires in accordance with Article 86.1 of the Articles of Association of the Company:-
(i) Tengku Tan Sri Mahaleel bin Tengku Ariff
Ordinary Resolution 3
(ii) Mr Gary Yen
Ordinary Resolution 4
Dato' Gan Nyap Liow @ Gan Nyap Liow who retires in accordance with Article 86.1 of the Articles of Association of the Company, has expressed his intention not to seek re-election. Hence, he will retain office until the close of the Eighteenth Annual General Meeting.
- To re-elect Mr Lim Meng Kwong who is retiring under Article 93 of the Articles of Association of the Company.
Ordinary Resolution 5
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 6

As Special Business

To consider and, if thought fit, to pass the following Resolutions:

- Proposed Renewal of Shareholders' Mandate and Additional Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**
"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and its subsidiaries ("TWPH Group") be and are hereby authorised to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders dated 21 May 2013 with the related parties mentioned therein which are necessary for the TWPH Group's day-to-day operations, subject further to the following:
(i) the transactions are 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 are not to the detriment of the minority shareholders of the Company; and
(ii) disclosure of the aggregate value of the transactions of the Proposed Shareholders' Mandate conducted during the financial year will be disclosed in the Annual Report for the said financial year.
THAT such approval shall continue to be in force until:
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting, the authority is renewed;
(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
(iii) revoked or varied by the Company in a general meeting, whichever is earlier;
AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."
Ordinary Resolution 7
- Proposed Amendments to the Articles of Association**
"THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set set out in Appendix I attached with the Annual Report for the financial year ended 31 December 2012 be and are hereby approved."
Special Resolution

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Eighteenth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 54 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 3 June 2013. Only a depositor whose name appears on the Record of Depositors as at 3 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Eighteenth Annual General Meeting, a final dividend of 8.52 sen gross per share less tax of 25% in respect of the financial year ended 31 December 2012 will be paid to the shareholders on 10 July 2013. The entitlement of the said dividend shall be on 25 June 2013.

A Depositor shall qualify for entitlement to the Dividend only in respect of:

- Shares transferred to the Depositor's securities account before 5.00 p.m. on 25 June 2013 in respect of transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

LIEW IRENE (MAICSA 7022609)

Secretaries

Date: 21 May 2013

Notes:

- A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need 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)(b) of the Act shall not apply to the Company.
- A member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting and where a member appoints two proxies the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- 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, the form of proxy shall be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Notes:

- To receive the Audited Financial Statements**
Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Ordinary Resolution 7 on the Proposed Shareholders' Mandate**
The explanatory note on Ordinary Resolution 7 is set out in the Circular to the Shareholders dated 21 May 2013.
- Special Resolution on the Proposed Amendments to the Articles of Association**
The Special Resolution, if passed, will render the Articles of Association of the Company to be in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to update the Articles of Association of the Company to be consistent with the prevailing laws, guidelines or requirements of the relevant authorities.