



NYK GROUP COMPANY

**TASCO Berhad** (20218-T)  
(Incorporated in Malaysia)

## NOTICE OF THIRTY-EIGHTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirty-Eighth Annual General Meeting of the Company will be held at Lot No. 1A, Persiaran Jubli Perak, Jalan 22/1, Seksyen 22, 40300 Shah Alam, Selangor Darul Ehsan on Wednesday, 19 June 2013 at 3.00 p.m. to transact the following businesses:-

### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 and the Reports of Directors and Auditors thereon.
2. To approve the payment of a franked final dividend of 6.67 sen less 25% tax in respect of the financial year ended 31 December 2012. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire pursuant to Article 77 of the Company's Articles of Association:-
  - 3.1 Raippan s/o Yagappan @ Raiappan Peter **Ordinary Resolution 2**
  - 3.2 Tan Kim Yong **Ordinary Resolution 3**
  - 3.3 Lim Jew Kiat **Ordinary Resolution 4**
4. To re-appoint Messrs Mazars as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 5**
5. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **Ordinary Resolution 6**

As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

"THAT pursuant to Paragraph 10.09 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with the Related Party as detailed in Section 2.3.2 of the Circular to Shareholders dated 27 May 2013 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.

AND THAT such approval shall continue to be in force until:-

  - (a) 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 AGM whereby the authority is renewed; or
  - (b) 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 ("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 a resolution passed by the shareholders 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 Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature."
6. **AUTHORITY TO ISSUE SHARES** **Ordinary Resolution 7**

As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

"THAT subject always to the Companies Act, 1965 ("Act") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Act to issue shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes that 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 share capital of the Company for the time being."
7. **PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY** **Special Resolution**

As Special Business to consider and if thought fit, to pass the following Special Resolution, with or without modifications:-

"THAT the amendments to the Articles of Association of the Company in the manner detailed in Appendix A attached to the Annual Report 2012 be and are hereby approved."
8. To transact any other business of which due notice shall have been received.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** a franked final dividend of 6.67 sen less 25% tax in respect of the financial year ended 31 December 2012, if approved by the shareholders, will be paid on 18 July 2013 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 4 July 2013.

A Depositor shall qualify for entitlement only in respect of:-

- (a) shares transferred to the Depositor's Securities Account before 4.00 p.m. on 4 July 2013 in respect of transfers; and
- (b) shares bought on Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

**KANG SHEW MENG**

**SEOW FEI SAN**

**LOH LAI LING**

Secretaries

Petaling Jaya

Date: 27 May 2013

### Notes:

1. Only depositors whose names appear in the Record of Depositors as at 12 June 2013 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any persons to be his proxy. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Annual General Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
5. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time for holding the Annual General Meeting or any adjournment thereof.
6. Explanatory Notes on Special Business:

#### Ordinary Resolution 6

##### Proposed Renewal of Shareholders' Mandate for Recurrent Transactions

The Ordinary Resolution 6 proposed under item 5, if passed, will allow the Company and its subsidiaries to enter into Recurrent Transactions pursuant to Paragraph 10.09 of the Listing Requirements. Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions is set out in Section 2.3.2 of the Circular to Shareholders dated 27 May 2013, which is despatched together with the Company's Annual Report 2012.

#### Ordinary Resolution 7

##### Authority to Issue Shares

At last year's Annual General Meeting, mandate was given to Directors to issue and allot at no more than 10% of the issued share capital of the Company. However, the mandate was not utilised and accordingly will lapse at the forthcoming Annual General Meeting. As such, the Board would like to seek for a renewal of the mandate.

The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue and allot not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

#### Special Resolution

##### Proposed Amendment to the Articles of Association of the Company

The proposed Special Resolution is made to comply with the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. Further information on the Proposed Amendments to the Articles of Association of the Company is set out in Appendix A of this Annual Report.