

TA GLOBAL BERHAD

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING OF TA GLOBAL BERHAD WILL BE HELD AT THE AUDITORIUM, 10TH FLOOR, MENARA TA ONE, 22 JALAN P. RAMLEE, 50250 KUALA LUMPUR ON FRIDAY, 5 JULY 2013 AT 10.00 A.M. FOR THE FOLLOWING PURPOSES:

AGENDA

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the year ended 31 January 2013 and the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve a final single tier dividend of 1.2% per ordinary share of RM0.50 each for the year ended 31 January 2013. **Resolution 2**
3. To re-elect the following Directors:
 - (a) Datuk Tiah Thee Kian who retires by rotation in accordance with Article 64 of the Company's Articles of Association. **Resolution 3a**
 - (b) Datin Tan Kuay Fong who retires by rotation in accordance with Article 64 of the Company's Articles of Association. **Resolution 3b**
 - (c) Puan Zainab Binti Ahmad who retires by rotation in accordance with Article 64 of the Company's Articles of Association. **Resolution 3c**
4. To consider and, if thought fit, to pass the following Ordinary Resolution pursuant to Section 129(6) of the Companies Act, 1965:-

“THAT Dato' Sri Mohamed Bin Abid who retires pursuant to Section 129(2) of the Companies Act, 1965, being over the age of seventy (70) years, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting.”

Resolution 4
5. To approve the payment of Directors' fees of RM120,000.00 for the year ended 31 January 2013. **Resolution 5**
6. To re-appoint Messrs Ernst & Young as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

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

7. **Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965:** **Resolution 7**

“THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to further allot and issue ordinary shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company in any one financial year and that such authority shall remain in force until the conclusion of the next Annual General Meeting of the Company.”

8. To transact any other business of which due notice shall have been received.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT the final single tier dividend of 1.2% per ordinary share of RM0.50 each for the year ended 31 January 2013, if approved by the shareholders at the Company’s Fifth Annual General Meeting, will be paid on 14 August 2013 to members whose names appear in the Company’s Register of Members at the close of business on 18 July 2013.

A depositor shall qualify for entitlement only in respect of:

1. Shares transferred to the depositor’s securities account before 4.00 p.m. on 18 July 2013 in respect of ordinary transfers;
2. Shares deposited into the depositor’s securities account before 12.30 p.m. on 16 July 2013 (in respect of shares exempted from mandatory deposit); and
3. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

CHUAH WEN PIN (MAICSA 7014581)

SUSEELA SUNDRAM (BC/S/139)

TAN KIT YEE (MAICSA 7061042)

Secretaries

13 June 2013

Notes:

1) Members Entitled To Attend

For purpose of determining who shall be entitled to attend this meeting, only members whose names appear on the Record of Depositors as at 28 June 2013 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this Annual General Meeting or appoint proxy/proxies to attend and/or vote on his behalf.

2) Appointment of Proxy

- (a) A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) 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 shall not apply to the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
- (b) 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 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (c) Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (d) This Form of Proxy, in the case of an individual, shall be signed by the appointor or his attorney and in the case of a corporation, shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
- (e) Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (f) The Form of Proxy must be deposited with the Share Registrar of the Company at Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- (g) In accordance with Article 4C of the Memorandum and Articles of Association of the Company, holders of preference share shall only have the right to vote at any meeting convened for the purpose as listed in Article 4B of the Memorandum and Articles of Association of the Company. For further details of the voting rights of holders of preference share, please refer to page 218 of this 2013 Annual Report.

Explanatory Note on Special Business

3) Resolution 7: Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution proposed under agenda item 7, is a new mandate and if passed, will authorise the Directors of the Company to issue shares up to a maximum ten per cent (10%) of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting.

The mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders’ approval so as to avoid incurring additional cost and time. The purpose of this mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.