



CEPATWAWASAN GROUP BERHAD

(Company No.: 536499-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Cepatawawasan Group Berhad ("CGB" or the "Company") will be held at Ballroom I, Sabah Hotel Sandakan, KM 1, Jalan Utara, Sandakan, Sabah on Wednesday, 18 March 2015 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED REVERSE TAKE-OVER OF TIMAH RESOURCES LIMITED ("TRL"), A PUBLIC LIMITED COMPANY LISTED ON THE NATIONAL STOCK EXCHANGE OF AUSTRALIA, BY CASH NEXUS (M) SDN BHD ("CNSB"), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, BY WAY OF THE FOLLOWING:-

- I. **PROPOSED DISPOSAL BY CNSB OF 100% EQUITY INTEREST IN MISTRAL ENGINEERING SDN BHD TO TRL, FOR A TOTAL CONSIDERATION OF AUD8,550,000 TO BE FULLY SATISFIED BY THE ISSUANCE OF 85,500,000 NEW FULLY PAID ORDINARY SHARES IN TRL ("TRL SHARE(S)" OR "SHARE(S)") AT AN ISSUE PRICE OF AUD0.10 PER TRL SHARE ("PROPOSED DISPOSAL"); AND**
- II. **PROPOSED SUBSCRIPTION BY CNSB AND/ OR ITS NOMINEE(S) OF 10,000,000 TRL SHARES FOR A TOTAL CASH CONSIDERATION OF AUD2,000,000 OR AUD0.20 PER TRL SHARE IN CONJUNCTION WITH THE TRANSFER LISTING EXERCISE TO BE UNDERTAKEN BY TRL ("PROPOSED SUBSCRIPTION")**

(THE PROPOSED DISPOSAL AND THE PROPOSED SUBSCRIPTION ARE COLLECTIVELY REFERRED TO AS THE "PROPOSED RTO")

"THAT subject to and conditional upon the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/ or parties being obtained, where required, approval be and is hereby given to Cash Nexus (M) Sdn Bhd ("CNSB"), a wholly-owned subsidiary of the Company, to dispose of 9,250,000 ordinary shares of RM1.00 each constituting 100% equity interest in Mistral Engineering Sdn Bhd ("MESB") to Timah Resources Limited ("TRL"), for a total consideration of AUD8,550,000 to be fully satisfied by 85,500,000 new fully paid ordinary shares in TRL ("TRL Share(s)" or "Share(s)") to be issued by TRL at an issue price of AUD0.10 per TRL Share ("Proposed Disposal"), in accordance with the terms and conditions as set out in the conditional share sale agreement dated 10 October 2014 entered into between CNSB and TRL and as supplemented by a supplemental deed dated 13 November 2014, and subject to any other variation and/ or supplemental thereto as may be agreed by CNSB and TRL.

THAT approval be and is hereby given to CNSB and/ or its nominee(s) to subscribe for 10,000,000 TRL Shares for a total cash consideration of AUD2,000,000 or AUD0.20 per TRL Share in conjunction with the transfer listing exercise to be undertaken by TRL ("Proposed Subscription").

AND THAT the Board of Directors of the Company be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Disposal and the Proposed Subscription (collectively referred to as the "Proposed RTO") with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed RTO."

ORDINARY RESOLUTION 2

GRANTING OF A CALL OPTION BY TIMAH PASIR SDN BHD, A SUBSTANTIAL SHAREHOLDER OF TIMAH RESOURCES LIMITED ("TRL"), FOR CASH NEXUS (M) SDN BHD TO ACQUIRE 9,500,000 FULLY PAID ORDINARY SHARES IN TRL ("TRL SHARE(S)" OR "SHARE(S)") FOR A TOTAL CASH CONSIDERATION OF UP TO AUD950,000 ("PROPOSED ACQUISITION OF OPTION SHARES")

"THAT subject to and conditional upon the passing of Ordinary Resolution 1, the approvals of all relevant authorities and/ or parties being obtained, where required, and the terms and conditions as set out in the call option agreement dated 10 October 2014 entered into between Cash Nexus (M) Sdn Bhd ("CNSB"), a wholly-owned subsidiary of the Company, and Timah Pasir Sdn Bhd ("TPSB") ("Call Option Agreement"), approval be and is hereby given to CNSB to acquire 9,500,000 fully paid ordinary shares in Timah Resources Limited ("TRL") ("TRL Share(s)" or "Share(s)") ("Option Share(s)") from TPSB on a pre-consolidation basis at any time within one (1) year from the date of the Call Option Agreement or up to the completion date of the proposed share consolidation exercise to be undertaken by TRL, whichever occurs earlier, for a total cash consideration of up to AUD950,000, whereby the price payable for each Option Share shall in any event be not more than AUD0.10 ("Proposed Acquisition of Option Shares").

AND THAT the Board of Directors of the Company be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Acquisition of Option Shares with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition of Option Shares."

By Order of the Board

**KANG SHEW MENG
SEOW FEI SAN**
Company Secretaries

Petaling Jaya
2 March 2015

Notes:-

1. *Only members whose names appear on the Record of Depositors as at 11 March 2015 shall be entitled to attend, speak and vote at the meeting or appoint proxies on his/ her behalf.*
2. *A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting) to attend, speak and vote at the same meeting. A proxy may but need not be a member of the Company.*
3. *Where a member appoints more than one (1) proxy (subject always to a maximum of two (2) proxies at each meeting), the appointment shall be invalid unless he/ she specifies the proportion of his/ her shareholdings to be represented by each proxy.*
4. *If the appointer is a corporation, the Form of Proxy must be executed under its seal or under the hand of its attorney.*
5. *To be valid the Form of Proxy duly completed must be deposited at the Company's Share Registrar's office at Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time stipulated for holding the meeting.*
6. *Form of Proxy sent through facsimile transmission shall not be accepted.*