



TASEK CORPORATION BERHAD (4698-W)

Notice of 54th Annual General Meeting

NOTICE IS HEREBY GIVEN that the 54th Annual General Meeting of the Company will be held at Millennium I, Lobby Level, Grand Millennium Kuala Lumpur, 160 Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia on Tuesday, 28 April 2015 at 9:30 a.m. to transact the following business: -

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements and the Directors' Report and Auditors' Report for the financial year ended 31 December 2014.
(Resolution 1 – Ordinary)
2. To declare a final dividend of 30 sen per share for the financial year ended 31 December 2014.
(Resolution 2 – Ordinary)
3. To declare a special dividend of 50 sen per share for the financial year ended 31 December 2014.
(Resolution 3 – Ordinary)
4. To approve the payment of Directors' fees of RM480,333 for the financial year ended 31 December 2014 (2013: RM515,000).
(Resolution 4 – Ordinary)
5. To elect Tan Sri (Ir) Dr Mohamed Al Amin Bin Abdul Majid who was appointed during the year under Article 85 of the Articles of Association.
(Resolution 5 – Ordinary)
6. To re-elect Ting Sii Tien @ Yao Sik Tien who retires by rotation under Article 94 of the Articles of Association.
(Resolution 6 – Ordinary)
7. To consider and, if thought fit, to pass the following resolution in accordance with Section 129 of the Companies Act, 1965 : -
 - (a) "That pursuant to Section 129 of the Companies Act, 1965, Lim Eng Khoon who has attained the age of seventy (70) years be re-appointed a Director of the Company to hold office as a Director until the conclusion of the next annual general meeting of the Company."
(Resolution 7 – Section 129, Companies Act, 1965)
8. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix the Auditors' remuneration.
(Resolution 8 – Ordinary)

AS SPECIAL BUSINESS:

9. To consider and if thought fit, to pass, the following resolutions:

Ordinary Resolution

(a) Authority to Directors to Issue Shares

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of

the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

(Resolution 9 – Ordinary)

Ordinary Resolution

(b) Proposed Renewal of Authority for the Purchase of Own Shares by the Company

"THAT subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital subject to the following:-

1. the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to ten per centum (10%) of the issued and paid-up ordinary share capital of the Company ("Ordinary Shares");
2. the maximum fund to be allocated by the Company for the purpose of purchasing the Ordinary Shares shall not exceed the retained profits and/or the share premium account of the Company. As of 31 December 2014, the audited retained profits and share premium of the Company were RM338.722 million and RM133.946 million respectively;
3. the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company, (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting or the expiration of the period within which the next AGM after that date is required by law to be held) in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authority;
4. upon completion of the purchase(s) of the Ordinary Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Ordinary Shares in the following manner:-
 - (i) cancel the Ordinary Shares so purchased; or
 - (ii) retain the Ordinary Shares so purchased in treasury; or
 - (iii) retain part of the Ordinary Shares so purchased as treasury Ordinary Shares and cancel the remainder;the treasury Ordinary Shares may be distributed as dividends to the shareholders and/or resold and/or subsequently cancelled;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Ordinary Shares.”

(Resolution 10 – Ordinary)

Ordinary Resolution

(c) Proposed Shareholders' Mandate on Recurrent Related Party Transactions

"THAT the renewal of general mandate for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as set out in the Company's Circular to Shareholders dated 6 April 2015 ("the Circular") with any person who is a related party as described in the Circular be and is hereby approved and renewed provided that such transactions are undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the

related party than those generally available to the public and not to the detriment of the minority shareholders of the Company; and that such approval, unless revoked or varied by the Company in general meeting, shall continue in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company or the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act) whichever is the earlier.”

(Resolution 11 – Ordinary)

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

By Order of the Board
CHOW POH JIN
GO HOOI KOON
Company Secretaries
Kuala Lumpur, Malaysia
6 April 2015

Important Notes:

- (1) In respect of deposited securities, only Members whose names appear in the Record of Depositors on 22 April 2015 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 54th AGM.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him and the member shall specify the proportion of his shares to be represented by each proxy. A proxy need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with shares in the Company standing to the credit of the said securities account.
- (3) 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, either under its common seal or under the hand of an officer or attorney duly authorised.
- (4) The Form of Proxy must be deposited at the Registered Office of the Company situated at 6th Floor, Office Block, Grand Millennium Kuala Lumpur, 160 Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
- (5) **Resolution On Authority To Directors To Issue Shares**
The Company wishes to renew the previous mandate approved by shareholders at the 53rd Annual General Meeting. The previous mandate granted by the shareholders had not been utilized and hence no proceeds were raised therefrom. The renewal of this mandate is to authorise Directors to issue shares pursuant to the Section 132D of the Companies Act, 1965. The Company is continuously looking into prospective areas to broaden its operating base and earnings potential. As the expansion or diversification may involve the issue of new shares, the Directors, under present circumstances, would have to call for a general meeting to approve the issue of new shares even though the number involved is less than 10% of the issued capital. In order to avoid any delay and cost involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be now empowered to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.
- (6) **Resolution On Proposed Renewal of Authority for the Purchase Of Own Shares by the Company**
The purchase of own shares of the Company will enable the Company to utilise its financial resources not immediately required for use to purchase its ordinary shares. The purchase of own shares is expected to have the effect of stabilising the supply and demand as well as the price of the ordinary shares. Further information on the Proposed Renewal of Authority for the Purchase of Own Shares by the Company are set out in the Circular dated 6 April 2015 which is despatched together with the Company’s Annual Report 2014.
- (7) **Resolution On Proposed Shareholders’ Mandate on Recurrent Related Party Transactions**
The approval for renewal of general mandate will permit the Company to enter into all recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations in the ordinary course of business. Further information on the Proposed Renewal of Mandate on Recurrent Related Party Transactions are set out in the Circular dated 6 April 2015 which is despatched together with the Company’s Annual Report 2014.