

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting of shareholders of the Company will be held at Meranti Room, Level 2, Park Avenue Hotel, E-1, Jalan Indah 2, Taman Sejati Indah, 08000 Sungai Petani, Kedah on Thursday, 25 June 2015 at 11:00 a.m. to transact the following business :

1. To receive the Audited Financial Statements for the year ended 31 December 2014 and the Reports of Directors and Auditors thereon.
2. To approve a final single tier dividend of 4 sen per ordinary share for the year ended 31 December 2014. Ordinary Resolution 1
3. To re-appoint the following Directors who retire in accordance with Section 129 of the Companies Act, 1965 :-
 - (a) Dato' Ang Poon Chuan Ordinary Resolution 2
 - (b) Dato' Paduka Syed Mansor Bin Syed Kassim Barakbah Ordinary Resolution 3
4. To re-elect Dato' Ang Poon Khim who retires in accordance with Article 65 of the Companies Articles of Association. Ordinary Resolution 4
5. To re-elect Datuk Ang Poon Seong who retires in accordance with Article 63 of the Companies Articles of Association. Ordinary Resolution 5
6. To approve Directors' Fees of RM30,000/- each for the year ended 31 December 2014. Ordinary Resolution 6
7. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration Ordinary Resolution 7

AS SPECIAL BUSINESS, to consider and if thought fit, to pass with or without any modification, the following Resolutions :-

8. **Power to Issue Shares Pursuant to Section 132D of the Companies Act, 1965** Ordinary Resolution 8

"THAT pursuant to Section 132D of the Companies Act, 1965 ("the Act") and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total issued share 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 the Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the Annual General Meeting ("AGM") commencing next after the date on which the next AGM after that date is required by law to be held whichever is earlier; but any approval may be previously revoked or varied by the Company in general meeting."

9. **Proposed Authority to Buy Back Its Own Shares by the Company** Ordinary Resolution 9

"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 the requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be hereby unconditionally and generally authorised to make purchases of ordinary shares of RM1.00 each in the Company's issued and paid-up capital through the Bursa Securities at anytime and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, subject to the following :-

- the maximum number of ordinary shares which may be purchased and/or held by the Company shall be ten per centum (10%) of the issued and paid-up ordinary share capital of the Company for the time being ("TGI Shares");
- the maximum fund to be allocated by the Company for the purpose of purchasing the TGI Shares shall not exceed the total amount of retained profit or share premium available for effecting the share buy back. Based on the Audited Financial Statements of the Company as at 31 December 2014, the amount of retained losses and share premium account is RM15.08 million and RM3.95 million respectively and based on the management account as at 31 March 2015, the amount of retained losses and share premium account is RM 14.83 million and RM3.95 million respectively;

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- the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will continue in force until-
 - i) the conclusion of the next AGM of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
 - ii) the expiration of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements of the Bursa Securities or any other relevant authorities;
- upon completion of the purchase(s) of the TGI Shares by the Company, the Directors of the Company be hereby authorised to deal with the TGI Shares in the following manner:-
 - i) to cancel the TGI Shares so purchased; or
 - ii) to retain the TGI Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resale on the market of Bursa Securities and/or for cancellation subsequently; or
 - iii) to retain part of the TGI Shares so purchased as treasury shares and cancel the remainder; or
 - iv) in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

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 of TGI shares.”

10. **Proposed Shareholders' Mandate for Recurrent Related Party Transactions between the Company and/or its Subsidiaries** Ordinary Resolution 10

“THAT, subject to the provisions of the Listing Requirements, approval be and is hereby given to the Company and/or its subsidiaries (“TGI Group”) to enter into recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 29 May 2015 which transactions are necessary for the day-to-day operations in the ordinary course of business of TGI Group on terms 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 that such approval shall continue to be in force until:-

- i) the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by a resolution passed at that meeting;
- 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 Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier.

AND THAT the Directors be and are hereby empowered to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution.”

11. **Retention as Independent Non-Executive Director** Ordinary Resolution 11

“THAT, Dato' Paduka Syed Mansor Bin Syed Kassim Barakbah be retained as Independent Non-Executive Director of the Company, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting.”

12. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a depositor shall qualify for entitlement to the final single tier dividend of 4 sen per ordinary share only in respect of:

- a) Shares transferred into the depositor's securities account before 4.00 p.m. on 29 July 2015 in respect of ordinary transfers; and
- b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

The final single tier dividend, if approved will be paid on 18 August 2015 to depositors registered in the Records of Depositors at the close of business on 29 July 2015.

By Order of the Board

ONG TZE-EN (MAICSA 7026537)
LAU YOKE LENG (MAICSA 7034778)
Joint Company Secretaries
Penang, 29 May 2015

Notes :

Appointment of Proxy

1. A Member entitled to attend and vote at this meeting may appoint a proxy to attend and to vote on his behalf. Such proxy need not be a Member of the Company and need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies under the Companies Act, 1965 in a particular case. A Member may appoint more than two proxies to attend at the same meeting. Where a Member appoints two proxies to attend at the same meeting, he shall specify the proportion of his shareholdings to be represented by each proxy.
2. Where a Member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it may holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a Member of the Company is an exempt authorised nominee which hold ordinary shares in the Company for multiple beneficial owner in one (1) 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 its holds.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under Common Seal of the company or under the hand of an officer or attorney duly authorised.
5. For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company, Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
6. In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 17 June 2015 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote in his/her behalf.

Explanatory Notes:

1. The Proposed Ordinary Resolution 8, if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider would be in the best 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.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 26 June 2014 and which will lapse at the conclusion of the Twentieth Annual General Meeting.

This renewed General Mandate 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.

2. The Proposed Ordinary Resolution 9, if passed will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10,521,150 shares representing 10% of the issued and paid up share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expires at the next Annual General Meeting of the Company.
3. The Proposed Ordinary Resolution 10, if passed will approve the Proposed Shareholders' Mandate on Recurrent Related Party Transactions and allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions in accordance with Chapter 10 of the MMLR of the Bursa Securities. This approval shall continue to be in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by the law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.
4. The Proposed Ordinary Resolution 11 is in relation to Retention as Independent Non-Executive Director. Dato' Paduka Syed Mansor Bin Syed Kassim Barakbah was appointed as an Independent Non-Executive Director on 11 August 2004. He has served the Board for a cumulative term of more than 9 years as at the date of the notice of AGM. The Board of Directors has recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-
 - Dato' Paduka Syed Mansor Bin Syed Kassim Barakbah fulfils the criteria under the definition on Independent Director as stated in the MMLR of Bursa Securities and, therefore, is able to bring independent and objective judgment to the Board;
 - his service in the public sector enables him to share his valuable experience, skills and expertise with the Board and Board Committees;
 - he has been with the Company long and therefore understands the Company's business operations which enables him to contribute actively and effectively during deliberations or discussions at Board and Board Committee meetings;
 - he has contributed sufficient time and efforts in attending the Board and Board Committee meetings.

Statement of Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the MMLR)

1. No individual is seeking election as a Director at the forthcoming Twentieth AGM of the Company.