

TA GLOBAL BERHAD

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SEVENTH 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 WEDNESDAY, 29 JULY 2015 AT 9.30 A.M. FOR THE FOLLOWING PURPOSES:

AGENDA

AS ORDINARY BUSINESSES

1. To receive the Audited Financial Statements for the year ended 31 January 2015 and the Reports of the Directors and Auditors thereon. **Please refer to Note A**
2. To approve a final single tier dividend of 2% for the year ended 31 January 2015. **Resolution 1**
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 2a**
 - (b) Mr Christopher Koh Swee Kiat who retires by rotation in accordance with Article 64 of the Company's Articles of Association. **Resolution 2b**
 - (c) Datin Rahmah Binti Mahmood who retires by rotation in accordance with Article 64 of the Company's Articles of Association. **Resolution 2c**
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 3
5. To approve the payment of Directors' fees of RM120,000.00 for the year ended 31 January 2015. **Resolution 4**
6. To appoint Messrs KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. **Resolution 5**

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto as “Annexure A”, has been received by the Company for the nomination of Messrs KPMG who have given their consent to act, for appointment as Auditors and of the intention to propose the following ordinary resolution:-

“THAT Messrs KPMG be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and Auditors.”

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 6

“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 2% for the year ended 31 January 2015, if approved by the shareholders at the Company’s Seventh Annual General Meeting, will be paid on 19 August 2015 to members whose names appear in the Company’s Register of Members at the close of business on 4 August 2015.

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 4 August 2015 in respect of ordinary transfers;
2. Shares deposited into the depositor’s securities account before 12.30 p.m. on 31 July 2015 (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

30 June 2015

Notes:

A) Item 1 of the Agenda

This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

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 30 June 2015 (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.

Explanatory Note on Special Business:

1) Resolution 6: Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

This is the renewal of the mandate obtained from the members at the last Annual General Meeting (“the previous mandate”). The previous mandate was not utilised and accordingly no proceeds were raised.

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding ten percent (10%) of the issued capital of the Company for the time being. This authorisation will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company’s future investment projects, working capital, acquisitions and/or implementation of Employees’ Share Option Scheme by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting.

This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company.

Date: 19 June 2015

The Board of Directors

TA GLOBAL BERHAD

34th Floor, Menara TA One

22 Jalan P. Ramlee

50250 Kuala Lumpur

Dear Sirs,

NOTICE OF NOMINATION OF AUDITORS

Pursuant to Section 172(11) of the Companies Act, 1965, we, being a shareholder of TA Global Berhad, hereby give notice of our intention to nominate Messrs KPMG for appointment as Auditors of TA Global Berhad in place of the retiring Auditors, Messrs Ernst & Young and of our intention to propose the following as an ordinary resolution to be tabled at the forthcoming Annual General Meeting of TA Global Berhad:-

“THAT Messrs KPMG be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young, to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and Auditors.”

Yours faithfully,

For and on behalf of TA ENTERPRISE BERHAD

DATIN TAN KUAY FONG

Managing Director & Chief Executive Officer