



TALIWORKS CORPORATION BERHAD
(Company No. 6052-V)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Taliworks Corporation Berhad (“TCB” or the “Company”) will be held at Ballroom 1, Lower Ground Level, Eastin Hotel, 13, Jalan 16/11, Pusat Dagangan Seksyen 16, 46350 Petaling Jaya, Selangor on Friday, 18 September 2015 at 9.30 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF TCB (“PROPOSED AMENDMENTS”)

“THAT subject to the passing of Ordinary Resolution 1 below, approval be and is hereby given for the Memorandum and Articles of Association of the Company to be altered, modified, varied and deleted in the following manner:

Memorandum of Association	
Existing Clause 5	Proposed Clause 5
The share capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000.00) divided into One Billion (1,000,000,000) ordinary shares of Fifty Sen (RM0.50) each with the power to divide the shares in the capital for the time being into several classes and with the power to attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.	The share capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000.00) divided into Two Billion and Five Hundred Million (2,500,000,000) ordinary shares of Twenty Sen (RM0.20) each with the power to divide the shares in the capital for the time being into several classes and with the power to attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.
Articles of Association	
Existing Article 4	Proposed Article 4
SHARES	SHARES
Share Capital. The authorised capital of the Company is Ringgit Malaysia Five Hundred Million only (RM500,000,000.00) divided into One Billion (1,000,000,000) ordinary shares of Fifty Sen (RM0.50) each all rank pari passu with one another.	Share Capital. The authorised capital of the Company is Ringgit Malaysia Five Hundred Million only (RM500,000,000.00) divided into Two Billion and Five Hundred Million (2,500,000,000) ordinary shares of Twenty Sen (RM0.20) each all rank pari passu with one another.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts and things as may be required to give effect to the Proposed Amendments 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 or as may be deemed necessary by the Board and in the best interests of the Company, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Amendments.”

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.50 EACH IN TCB HELD BY THE ENTITLED SHAREHOLDERS OF TCB ON AN ENTITLEMENT DATE TO BE DETERMINED LATER INTO FIVE (5) ORDINARY SHARES OF RM0.20 EACH IN TCB (“PROPOSED SHARE SPLIT”)

“THAT subject to the passing of Special Resolution 1 above as well as the approvals being obtained from all the relevant regulatory authorities and/or parties (where required) including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the Proposed Share Split, the Company be and is hereby authorised to subdivide every two (2) existing ordinary shares of RM0.50 each in TCB into five (5) ordinary shares of RM0.20 each in TCB (“TCB Shares” or “Shares”) and that the TCB Shares shall, upon allotment and issue, rank pari passu in all respects with each other save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the TCB Shares;

THAT the Proposed Share Split will be applied for ordinary shares in TCB held by the registered shareholders of the Company, whose names appear in the Record of Depositors of TCB at the close of business on an entitlement date to be determined and announced later by the Directors of the Company (“Entitlement Date”);

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the TCB Shares that may arise from the Proposed Share Split, if any, in such manner as the Board shall in its absolute discretion deem fit and expedient and in the best interests of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts and things as may be required to give full effect to the Proposed Share Split 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 or as may be deemed necessary by the Board and in the best interests of the Company, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split.”

ORDINARY RESOLUTION 2

PROPOSED ISSUE OF UP TO 241,929,369 FREE WARRANTS IN TCB (“WARRANTS”) ON THE BASIS OF ONE (1) WARRANT FOR EVERY FIVE (5) EXISTING TCB SHARES HELD BY THE ENTITLED SHAREHOLDERS OF TCB AFTER THE PROPOSED SHARE SPLIT ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED FREE WARRANTS ISSUE”)

“THAT subject to the passing of Special Resolution 1 and Ordinary Resolution 1 above as well the approvals being obtained from all the relevant regulatory authorities and/or parties (where required) including but not limited to the approval of Bursa Securities for the admission of up to 241,929,369 Warrants to the Official List of Bursa Securities as well as for the listing of and quotation for the Warrants and the new TCB Shares arising from the exercise of the Warrants on the Main Market of Bursa Securities, the Company be and is hereby authorised to issue up to 241,929,369 Warrants in registered form and constituted by a deed poll (“Deed Poll”) to the registered shareholders of the Company, whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date, on the basis of one (1) Warrant for every five (5) existing TCB Shares held in the share capital of the Company by the entitled shareholders on the Entitlement Date;

THAT the exercise price of the Warrants shall be determined by the Board at a premium of at least 15.0% over the theoretical ex-price of TCB shares after receipt of all relevant approval but before the entitlement date and shall not be lower than the par value of TCB Shares, subject to any adjustments in accordance with the terms and conditions of the Deed Poll and that the Board be and is hereby authorised to allot and issue new TCB Shares arising from the exercise of the Warrants in accordance with the terms and conditions of the Deed Poll and such TCB Shares shall, upon allotment and issue, rank pari passu in all aspects with the then existing issued and paid-up TCB Shares, save and except that the TCB Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the TCB Shares;

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants that may arise from the Proposed Free Warrants Issue, if any, in such manner as the Board shall in its absolute discretion deem fit and expedient and in the best interests of the Company;

THAT the Board be and is hereby authorised to agree, finalise, enter into, execute and deliver for and on behalf of the Company the Deed Poll constituting the Warrants with full power to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by the relevant authorities or as may be deemed necessary by the Board, and to deal with all matters relating thereto and to take all steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Deed Poll and that the Common Seal of the Company be affixed to the Deed Poll in accordance with the Articles of Association of the Company;

THAT the Board be hereby authorised to allot and issue such appropriate number of additional Warrants (“Additional Warrants”) in accordance with the provisions of the Deed Poll, including any Additional Warrants as may be required or permitted to be issued as a consequence of any adjustment in accordance with the provisions of the Deed Poll and to adjust from time to time the exercise price and/or number of Warrants to which the holders of the Warrants are entitled to be issued as a result of an adjustment in accordance with the provisions of the Deed Poll;

AND THAT the Board 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 Free Warrants Issue 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 or as may be deemed necessary by the Board and in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Free Warrants Issue.”

By Order of the Board

Tan Bee Hwee (MAICSA 7021024)
Queck Wai Fong (MAICSA 7023051)
Company Secretaries
Kuala Lumpur
27 August 2015

NOTES:

- In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 11 September 2015 shall be eligible to attend the Meeting.
- A member/shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member/shareholder appoints two (2) proxies to attend and vote at the Meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but need not be a member/shareholder of the Company and a member/shareholder may appoint any person to be his proxy without limitation and the provisions of Section 149 (1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) 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. Where a member is an authorised nominee as defined under SICDA, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Share Registrar office of the Company at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.