



TIEN WAH PRESS HOLDINGS BERHAD

(Company No. 340434-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of Tien Wah Press Holdings Berhad (“**TWPH**” or the “**Company**”) will be held at Atlanta East, Level 3, Armada Hotel, Lot 6, Lorong Utama C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on 18 May 2016 at 11.30 a.m., or immediately following the conclusion or adjournment of the Twenty-First Annual General Meeting of the Company, scheduled to be held at the same venue and on the same date at 10.30 a.m., whichever shall be earlier, for the purpose of considering and if thought fit, passing with or without modification, the following resolution:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 48,247,500 NEW ORDINARY SHARES OF RM1.00 EACH IN TWPH (“TWP SHARE(S)”) (“RIGHTS SHARE(S)”) AT AN ISSUE PRICE OF RM1.00 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING TWPH SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED RIGHTS ISSUE”)

“**THAT**, conditional upon the approvals of all relevant authorities for the listing of and quotation for the Rights Shares to be issued by the Company pursuant to the Proposed Rights Issue on the Main Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) being obtained, approval be and is hereby given to the Board of Directors of TWPH (“**Board**”) to offer, provisionally allot and issue by way of a renounceable rights issue of 48,247,500 Rights Shares at an issue price of RM1.00, on the basis of one (1) Rights Share for every two (2) TWPH Shares held by the entitled shareholders of TWPH whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined and announced later by the Board;

THAT, any fractional entitlements that may arise from the Proposed Rights Issue will be disregarded and shall be dealt with in such manner as the Board shall in its absolute discretion think fit and expedient or to be in the best interest of the Company;

THAT, any Rights Shares which are unsubscribed or not taken up or not validly taken up shall be made available for excess application and the Board be and is hereby authorised to allocate such excess Rights Shares in a fair and equitable manner;

THAT, the Board be and is hereby authorised to utilise the proceeds from the Proposed Rights Issue in the manner as set out in Section 2.5 of the Circular to Shareholders of the Company dated 3 May 2016 (“**Circular**”), and the Board be and is hereby authorised with full powers to vary the manner, timing and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities;

THAT the Rights Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing TWPH Shares, save and except that the Rights Shares shall not be entitled to any dividend, right, allotment and/or other distribution that may be declared, made or paid to the shareholders of TWPH, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares;

AND THAT the Board be and is hereby authorised to give full effect to the Proposed Rights Issue with full power to make and/or assent to any conditions, variations, modifications and/or amendments in any manner as may be imposed by the relevant authorities and to take all steps as they may consider necessary in order to implement, finalise and give full effect to the Proposed Rights Issue.”

By Order Of The Board,

TAI YIT CHAN (MAICSA 7009143)
CHOONG LEE WAH (MAICSA 7019418)
Company Secretaries

Dated: 3 May 2016

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
2. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. 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”) as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
4. 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, the form of proxy shall be executed under the corporation’s seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 11 May 2016 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.