



TA WIN HOLDINGS BERHAD

(Company No. 291592-U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of the Company will be held at 7th Floor, Bunga Melati, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Tuesday, 25 October 2016 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering, and, if thought fit, passing the following ordinary resolution, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 100% EQUITY INTEREST IN TA WIN INDUSTRIES CORP (WHICH IN TURN HOLDS 100% EQUITY INTEREST IN TA WIN ELECTRONIC TECH-MATERIAL (CHANGSHU) CO LTD) FOR A CASH CONSIDERATION OF USD2.80 MILLION ("PROPOSED DISPOSAL")

"THAT subject to the approvals being obtained from the relevant authorities and/or parties, where required, and the conditions precedent in the Share Sale Agreement dated 5 August 2016 ("SSA") being fulfilled, approval be and is hereby given for the proposed disposal by Ta Win Industries (M) Sdn. Bhd ("TWIM") to Talents Enterprise Group Co. Limited ("Talents") of its entire 100% equity interest in Ta Win Industries Corp ("TW Mauritius"), which in turn holds 100% equity interest in Ta Win Electronic Tech-Material (Changshu) Co Ltd ("TW Changshu") for a cash consideration of USD2,800,000 together with a sum of USD2,000,000 payable by Talents to TWIM on or prior to the completion date of the SSA, being the full and final settlement sum of the net outstanding inter-company advances owed by TW Mauritius and TW Changshu to Ta Win Holdings Berhad and its other remaining subsidiaries, on the terms and subject to the conditions as stipulated in the SSA;

AND THAT the Directors of the Company be and are hereby empowered and authorised to take all steps and to enter into and execute all other agreements, undertakings, indemnities, transfers, assignments and/or guarantees with any party or parties as the Directors may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to and complete the Proposed Disposal with full power to assent to any condition, revaluation, modification, variation and/or amendment as may be required by any relevant authorities and to do all such acts and things as they may consider necessary or expedient in the best interest of the Company."

BY THE ORDER OF THE BOARD

TEO SOON MEI (MAICSA 7018590)

CHUA SIEW YIN (MAICSA 7065531)

Company Secretaries

Melaka

7 October 2016

Notes:-

1. A member of the Company who is entitled to attend, speak and vote at this EGM may appoint a proxy to attend, speak and vote on his behalf. A proxy may 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)(a), (b), (c) and (d) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member of the Company appoints up to two (2) proxies to attend at the same meeting, he shall specify in the instrument of proxy the proportions of his shareholdings to be represented by each proxy. He must also specify which proxy is entitled to vote on a show of hands and only one (1) of those proxies is entitled to vote on a show of hands.
3. Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he may appoint up to two (2) proxies in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
4. Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners 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 it holds.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
6. The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the Registered Office of the Company at No. 4-1, Komplek Niaga Melaka Perdana, Jln KNMP 3, Bukit Katil, 75450 Melaka, not less than 48 hours before the meeting convenes or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
7. The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Articles of Association of the Company.
8. In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 October 2016 ("**General Meeting Record of Depositors**") shall be eligible to attend, speak and vote at this EGM.
9. Any alteration in the form of proxy must be initialled.
10. Pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Resolution set out in this Notice will be put to vote by poll.