



## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Twenty-Sixth Annual General Meeting ("26th AGM") of Taliworks Corporation Berhad (6052-V) ("the Company") will be held at Ballroom 1, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Monday, 22 May 2017 at 11.30 a.m. for the following purposes:

- AGENDA**
- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 1)**
  - To approve the payment of Directors' fees of RM1.080 million in respect of the financial year ended 31 December 2016. **RESOLUTION 1**
  - To approve the payment of meeting allowance to the Chairman and members of Board/Board Committees of RM1,600 and RM1,000 respectively for their attendance at each meeting from 31 January 2017 until the conclusion of the next Annual General Meeting of the Company. **RESOLUTION 2**
  - To re-elect the following Directors who are retiring pursuant to Article 80 of the Constitution of the Company and being eligible, have offered themselves for re-election:
    - Tan Sri Dato' Seri Ong Ka Ting **RESOLUTION 3**
    - Dato' Lim Yew Boon **RESOLUTION 4**
    - Mr. Vijay Vijendra Sethu **RESOLUTION 5**
  - To re-appoint Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **RESOLUTION 6**

As Special Business

To consider and if thought fit, with or without any modification(s), to pass the following Resolutions:

- ORDINARY RESOLUTION 1**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**  
"THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) 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 Bursa Malaysia Securities Berhad;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier." **RESOLUTION 7**

- ORDINARY RESOLUTION 2**  
**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT subject to Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature ("RRPT") with the related party(ies) as set out in Section 2.5 of the Circular to Shareholders of the Company dated 28 April 2017 ("the Circular") provided that such transactions are:

- necessary for the day-to-day operations;
- in the ordinary course of business and are on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and
- not prejudicial to the minority shareholders of the Company.

("Shareholders' Mandate")

THAT such approval shall continue to be in force and effect until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said AGM, such authority is renewed;
  - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - revoked or varied by resolution passed by the shareholders in general meeting;
- whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities." **RESOLUTION 8**

- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

**TAN BEE HWEI (MAICSA 7021024)**  
**QUECK WAI FONG (MAICSA 7023051)**  
Company Secretaries

Kuala Lumpur

Dated this 28th day of April, 2017

**Explanatory Notes on Ordinary Business / Special Business:**

**1. Item 1 of the Agenda**

**To receive the Audited Financial Statements for the financial year ended 31 December 2016**

This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

**2. Item 4 of the Agenda**

The Nominating Committee ("NC") of the Company has assessed the criteria and contribution of Tan Sri Dato' Seri Ong Ka Ting, Dato' Lim Yew Boon and Mr. Vijay Vijendra Sethu and recommended for their re-appointment. The Board endorsed the NC's recommendation that Tan Sri Dato' Seri Ong Ka Ting, Dato' Lim Yew Boon and Mr. Vijay Vijendra Sethu be re-appointed as Directors of the Company.

**3. Item 5 of the Agenda**

Our auditors, Deloitte has converted its status to limited liability partnership ("LLP") under the Limited Liability Partnerships Act 2012. Following the conversion, the LLP is known as "Deloitte PLT" effective 3 January 2017.

**4. Item 6 of the Agenda**

**Authority to Issue Shares**

The proposed Ordinary Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Twenty-Fifth Annual General Meeting of the Company held on 10 May 2016 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being (hereinafter referred to as the "General Mandate").

The General Mandate granted by the shareholders at the Twenty-Fifth Annual General Meeting of the Company held on 10 May 2016 had not been utilised and hence, no proceed was raised therefrom.

The new General Mandate will enable the Directors to take swift action for allotment of new shares for any possible fund raising activities, including but not limited to placing of new shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of new shares.

**5. Item 7 of the Agenda**

**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

The proposed Ordinary Resolution 8 is intended to renew the shareholders mandate granted by the shareholders of the Company at the Twenty-Fifth Annual General Meeting held on 10 May 2016. The proposed renewal of the shareholders' mandate will enable the Group to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms and transaction prices which are not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Proposed Shareholders' Mandate would eliminate the need to convene separate general meetings from time to time to seek shareholders' approvals and when potential recurrent related party transactions arise, thereby reducing substantially administrative time and expenses in convening such meetings, without comprising the corporate objectives and adversely affecting the business opportunities available to the Company and its subsidiaries.

Further information on the proposed Ordinary Resolution 8 is set out in the Circular to Shareholders dated 28 April 2017.

**Notes:**

- In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 17 May 2017 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 one or more proxies to attend and vote in his stead. Where a member/shareholder appoints more than one proxy 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.
- 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 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 with the Share Registrars of the Company at Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan P.J.U 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four hours before 12.30 p.m. on Sunday, 21 May 2017.