

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting ("23rd AGM") of Ta Win Holdings Berhad ("the Company") will be held at Bilik Bunga Teratai, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Thursday, 25 May 2017 at 10.00 a.m. for the following purposes :-

AGENDA

AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.
(Please refer Explanatory Note 1)
2. To approve the payment of the aggregate Directors' fee of RM172,000.00 for the financial year ended 31 December 2016.
(Ordinary Resolution 1)
3. To approve the aggregate Directors' fees payable to the Directors of the Company of an amount not exceeding RM172,000.00 for the financial year ending 31 December 2017.
(Ordinary Resolution 2)
(Please refer Explanatory Note 2)
4. To approve the aggregate Directors' benefits (excluding Directors' fees) to the Directors of the Company up to amounts of RM107,625.00 from 1 January 2017 until the next Annual General Meeting of the Company.
(Ordinary Resolution 3)
(Please refer Explanatory Note 3)
5. To re-elect Mr. Yeoh Chin Kiang, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Article 92 of the Company's Articles of Association.
(Ordinary Resolution 4)
6. To re-elect Dr. Aliyah Binti Dato' Hj. Baharuddin Marji, the retiring Director, who retires by rotation and eligible, offers herself for re-election in accordance with Article 92 of the Company's Articles of Association.
(Ordinary Resolution 5)
7. To re-appoint Messrs Ecovis AHL PLT as Auditors of the Company and to authorize the Directors to fix the Auditors' remuneration.
(Ordinary Resolution 6)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolutions :-

8. THAT Mr. Chen, Hsi-Tao be hereby re-appointed as a Directors of the Company.
(Ordinary Resolution 7)
(Please refer Explanatory Note 4)
9. THAT Mr. Huang, Ching-Fan be hereby re-appointed as a Directors of the Company.
(Ordinary Resolution 8)
(Please refer Explanatory Note 4)
10. THAT Madam Chen Yu, Kuei-Feng be hereby re-appointed as the Alternate Director to Chen, Hung-Lin, the Managing Director of the Company.
(Ordinary Resolution 9)
(Please refer Explanatory Note 4)
11. **Proposed Continuation in Office as Independent Non-Executive Director**
THAT Encik Mohd Khasan Bin Ahmad, having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as the Independent Non-Executive Director of the Company.
(Ordinary Resolution 10)
(Please refer Explanatory Note 5)
12. **Proposed Continuation in Office as Independent Non-Executive Director**
THAT Dr. Aliyah Binti Dato' Hj. Baharuddin Marji, having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as the Independent Non-Executive Director of the Company.
(Ordinary Resolution 11)
(Please refer Explanatory Note 5)
13. **Authority to Issue Share Pursuant to Section 76 of the Companies Act, 2016.**
"THAT subject always to the Companies Act, 2016, the Articles of Association of the Company and approvals of the relevant government / regulatory authorities, the Directors be and are hereby authorized, pursuant to Section 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting of the Company to such persons and upon such terms and conditions for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued."
(Ordinary Resolution 12)
(Please refer Explanatory Note 6)
14. To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 2016 and the Company's Articles of Association.

BY ORDER OF THE BOARD

TEO SOON MEI (MAICSA 7018590)
CHUA SIEW YIN (MAICSA 7065531)
Company Secretaries

Melaka

Dated : 28 April 2017

Explanatory Notes:-

1. **Item 1 of the Agenda**
This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 in Malaysia requires that audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.
2. **Item 3 of the Agenda**
The quantum of the Directors' Fee payable by the Company to all the Directors of the Company not exceeding RM172,000.00 for the financial year ending 31 December 2017. The Proposed Ordinary Resolution 2, if passed, will authorise the payment of the Directors' fees to all the Directors of the Company for the financial year ending 31 December 2017.
3. **Item 4 of the Agenda**
Section 230(1) of the Companies Act, 2016 provides amongst others, that "the fees" of the directors and "any benefit" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. The Directors'

benefits (excluding Directors' fees) comprises the allowances, benefit-in-kinds and Directors Liability Insurance payable to all the members of the Board of the Company and Board Committees. In determining the estimated total amount of benefits (excluding Directors' fees) for all the directors, the Board considered various factors including the number of scheduled meetings for the Board and the Board Committees as well as the number of the Non-Executive Directors involved in these meetings. The estimated amount of RM107,625.00 for the relevant period is derived from the estimated directors' benefits for the financial year ending 31 December 2017 (hereinafter referred to as "the Amount") and one-fourth of the Amounts for the period from 1 January 2018 until the next Annual General Meeting of the Company in 2018. Payment of the Directors' benefits (excluding Directors' fees) will be made by the Company on a monthly basis and/or as and when incurred if the Proposed Ordinary Resolution 3 passed at the 23rd AGM. The Board is of the view that it is just and equitable for the Directors of the Company to be paid the Directors' benefits (excluding Directors' fees) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

4. **Items 8, 9 and 10 of the Agenda**

The proposed Ordinary Resolutions under items 8, 9 and 10 are to seek shareholders' approval on the re-appointment of Mr. Chen, Hsi-Tao, Mr. Huang, Ching-Fan and Madam Chen Yu, Kuei-Feng respectively, who had been re-appointed in the previous Annual General Meeting held on 26 May 2016 under Section 129(6) of the former Companies Act, 1965 which was then in force and whose term would expire at the conclusion of this meeting, as Directors and Alternate Director to Chen, Hung-Lin, the Managing Director of the Company. The proposed Ordinary Resolutions 7, 8 and 9 will authorise the continuation of the Directors and the Alternate Director to Chen, Hung-Lin in office from the date of this Annual General Meeting onwards and Mr. Chen, Hsi-Tao and Mr. Huang, Ching-Fan shall subject to retirement by rotation at a later date.

5. **Items 11 and 12 of the Agenda**

For Ordinary Resolutions 10 and 11 on the Proposed Continuation in Office as Independent Non-Executive Directors. The Nomination Committee of the Company has assessed the independence of the Directors who have served for a cumulative term of more than 9 years and has recommended that they be retained and continue to act as Independent Non-Executive Directors for the Company. Please refer the explanatory information in the Deviation from the Recommendation 3.2 of the Malaysian Code on Corporate Governance 2012 which is presented in the Corporate Governance Statement of the Company under this Annual Report.

6. **Item 13 of the Agenda**

Ordinary Resolution 12 is proposed to grant a renewed general mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Section 76 of the Companies Act, 2016 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up capital of the Company as the Directors may consider such an act to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 26 May 2016 and which will lapse at the conclusion of the 23rd AGM.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.

NOTES :-

1. A member of the Company who is entitled to attend, speak and vote at this 23rd AGM may appoint a proxy to attend, speak and vote on his behalf. A proxy may not be a member of 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 in the case where a vote taken by a show of hands is necessary 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, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, 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 May 2017 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 23rd AGM.
9. Any alteration in the form of proxy must be initialed.

2016 ANNUAL REPORT OF THE COMPANY

The 2016 Annual Report of the Company is in a CD-ROM format. A printed copy of the Annual Report shall be provided to the shareholders within four (4) market days from the date of receipt through a verbal or a written request. Shareholders who wish to receive the printed copy of the Annual Report and who require assistance with the viewing of the CD-ROM, kindly contact Mr. Jerry Tan at Tel. No. 03-2084 9000, fax the request form to Fax No. 03-2094 9940 or send the request form to the Share Registrar, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur. You may also e-mail your request to hor.seng.tan@sshshb.com.my for the printed copy.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 23rd AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose 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 23rd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 23rd AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that the member has obtained the prior consent of such 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 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.