

TASCO BERHAD

(Company No. 20218-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of TASCO Berhad ("**TASCO**" or the "**Company**") will be held at TASCO Berhad, Lot No. 1A, Persiaran Jubli Perak, Jalan 22/1, Seksyen 22, 40300 Shah Alam, Selangor on Thursday, 29 June 2017 at 3.00 p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY TASCO OF 2,000,000 ORDINARY SHARES IN GOLD COLD TRANSPORT SDN BHD ("GCT"), REPRESENTING THE ENTIRE EQUITY INTEREST IN GCT FROM CHANG KOK FAI AND CHAN SUN CHEONG, FOR A CASH CONSIDERATION OF RM185,616,671

"THAT, subject to approval of all relevant authorities or parties being obtained, approval be and is hereby given for TASCO to acquire 2,000,000 ordinary shares in Gold Cold Transport Sdn Bhd ("**GCT**"), representing the entire equity interest in GCT from Chang Kok Fai and Chan Sun Cheong, for a cash consideration of RM185,616,671 as set out in the sale and purchase agreement dated 9 January 2017 ("**Proposed GCT Acquisition**") and such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities;

AND THAT, approval be and is hereby given to the board of directors of the Company ("**Board**") to give effect to the Proposed GCT Acquisition with full powers and authority to:

- enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such agreements, instruments, documents and/or deeds as the Board may from time to time deem necessary, expedient or appropriate for or in connection with the Proposed GCT Acquisition;
- assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed GCT Acquisition and/or any provision, term and condition thereof as may be required and/or as the Board may in its absolute discretion deem necessary, expedient or appropriate and/or as may be imposed or permitted by any relevant regulatory authorities; and
- take all such steps and do all such acts, deeds and things including giving undertakings as the Board may from time to time deem necessary, expedient or appropriate to implement, finalise and give full effect to and complete all transactions contemplated under the Proposed GCT Acquisition."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITIONS BY TASCO FROM SWIFT INTEGRATED LOGISTICS SDN BHD (FORMERLY KNOWN AS MISC INTEGRATED LOGISTICS SDN BHD) ("SILS") OF THE FOLLOWING:-

- 6 PARCELS OF LEASEHOLD LANDS ALL LOCATED IN PULAU INDAH MEASURING APPROXIMATELY 159,935 SQUARE METERS (APPROXIMATELY 39.52 ACRES) IN TOTAL, TOGETHER WITH THE FURNITURE, FIXTURES, FITTINGS AND BUILDING(S) ERECTED THEREON (SAVE FOR THE FIXTURES, FITTINGS AND BUILDING ERECTED ON PT 128574) AND BEARING POSTAL ADDRESS AT LOT 36, JALAN PERIGI NENAS 7/2, TAMAN PERINDUSTRIAN PULAU INDAH, 42920 PELABUHAN KLANG, SELANGOR FOR A CASH CONSIDERATION OF RM113,827,400; AND**
- 3,000,000 ORDINARY SHARES AND 2,800,000 REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN MILS COLD CHAIN LOGISTICS SDN BHD ("MCCL"), REPRESENTING THE ENTIRE EQUITY INTEREST IN MCCL FOR A CASH CONSIDERATION OF RM9,925,100 AS WELL AS THE ASSUMPTION OF LOANS RECEIVED BY MCCL FROM SILS WITH AN OUTSTANDING BALANCE OF RM20,000,000 FOR A TOTAL CASH CONSIDERATION OF RM29,925,100**

"THAT, subject to approval of all relevant authorities or parties being obtained, approval be and is hereby given for TASCO to acquire from Swift Integrated Logistics Sdn Bhd (formerly known as MISC Integrated Logistics Sdn Bhd) ("**SILS**"):-

- 6 parcels of leasehold lands all located in Pulau Indah measuring approximately 159,935 square meters (approximately 39.52 acres) in total, together with the furniture, fixtures, fittings and building(s) erected thereon (save for the fixtures, fittings and building erected on PT 128574) and bearing postal address at Lot 36, Jalan Perigi Nenas 7/2, Taman Perindustrian Pulau Indah, 42920 Pelabuhan Klang, Selangor for a cash consideration of RM113,827,400 as set out in the sale and purchase agreement dated 23 January 2017 ("**Proposed Pulau Indah Acquisition**") and such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities; and
 - 3,000,000 ordinary shares and 2,800,000 redeemable convertible preference shares in MILS Cold Chain Logistics Sdn Bhd ("**MCCL**"), representing the entire equity interest in MCCL for a cash consideration of RM9,925,100 as well as the assumption of loans received by MCCL from SILS with an outstanding balance of RM20,000,000 for a total cash consideration of RM29,925,100 as set out in the sale and purchase agreement dated 23 January 2017 ("**Proposed MCCL Acquisition**") and such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities;
- (Collectively, the Proposed Pulau Indah Acquisition and Proposed MCCL Acquisition are referred to as the "**Proposed Westport Acquisition**")

AND THAT, approval be and is hereby given to the board of directors of the Company ("**Board**") to give effect to the Proposed Westport Acquisition with full powers to:

- enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such agreements, instruments, documents and/or deeds as the Board may from time to time deem necessary, expedient or appropriate for or in connection with the Proposed Westport Acquisition;
- assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Westport Acquisition and/or any provision, term and condition thereof as may be required and/or as the Board may in its absolute discretion deem necessary, expedient or appropriate and/or as may be imposed or permitted by any relevant regulatory authorities; and
- take all such steps and do all such acts, deeds and things including giving undertakings as the Board may from time to time deem necessary, expedient or appropriate to implement, finalise and give full effect to and complete all transactions contemplated under the Proposed Westport Acquisition."

BY ORDER OF THE BOARD

TASCO BERHAD
KANG SHEW MENG
SEOW FEI SAN
LOH LAI LING
Secretaries

Petaling Jaya
7 June 2017

Notes:

- Only depositors whose names appear in the Record of Depositors as at 22 June 2017 shall be regarded as members and entitled to attend, speak and vote at the Extraordinary General Meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company and a Member may appoint any persons to be his proxy.
- A Member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Extraordinary General Meeting. Where a Member appoints two (2) proxies, the appointment shall be invalid unless the Member specifies the proportions of his holding to be represented by each proxy. Where a Member of the Company is an authorised nominee as defined under the Central Depositors Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. 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), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the registered address of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.