



TATT GIAP GROUP BERHAD
(Company No. 732294-W)
(Incorporated in Malaysia)

NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eleventh Annual General Meeting of Tatt Giap Group Berhad will be held at Function Hall of Tatt Giap Group Berhad at No. 1564, MK12, Jalan Nafiri, Valdor Industrial Estate, 14200 Sungai Jawi, Penang on Friday, 27 October 2017 at 11:30 am for the following purposes:

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements for the financial year ended 31 May 2017 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM 48,000.00 for the financial year ended 31 May 2017. **Ordinary Resolution 1**
- To approve the payment of Directors' fees and benefits up to RM208,000.00 for the period commencing 31 January 2017 through to the next Annual General Meeting of the Company. **Ordinary Resolution 2**
- To re-elect Dato' Loh Eng Wee retiring pursuant to Article 132 of the Company's Constitution and who, being eligible, offer himself for re-election. **Ordinary Resolution 3**
- To re-elect Dato' Liang Chee Fong retiring pursuant to Article 137 of the Company's Constitution and who, being eligible, offer himself for re-election. **Ordinary Resolution 4**
- To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following as Ordinary Resolution with or without modification:

- SECTION 76 OF THE COMPANIES ACT, 2016**
"THAT pursuant to Section 76 of the Companies Act, 2016 ("the Act") and subject always to the approval of all the relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier." **Ordinary Resolution 6**
- Continuation in office as Independent Non-Executive Director**
"THAT Dato' Loh Eng Wee who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be retained and shall continue to act as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code of Corporate Governance 2012 until the conclusion of the next AGM." **Ordinary Resolution 7**
- To consider any other business of which due notice shall have been given.

By Order of the Board

ONG TZE-EN (MAICSA 7026537)
TAI YIT CHAN (MAICSA 7009143)
Joint Company Secretaries

Penang, 29 September 2017

Notes:

- A member may appoint 2 proxies to attend on the same occasion. A proxy may but need not be a Member. If a Member appoints 2 proxies, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same right as members to speak.
- Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint at least one (1) proxy 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 hold ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there shall be 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 which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its Common Seal or the hand of its attorney.
- For the proxy to be valid, the proxy form duly completed must be deposited at the Company's Registered Office at Suite 16-1 (Penthouse Upper), Menara Penang Garden, 42A Jalan Sultan Ahmad Shah, 10050 Penang, at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only a depositor whose name appear on the Record of Depositors on 20 October 2017 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote his/her behalf.

Explanatory Notes:

- The proposed Resolution 2, if passed, will facilitate the payment of the Directors' fees and benefits to the Directors for the period commencing 31 January 2017 through the next annual general meeting ("AGM"). Details of the Directors' fees and benefits payable to the Directors for the financial year ended 31 May 2017 are enumerated under the Corporate Governance Statement in the Annual Report 2017.
The Directors' fees and benefits proposed for the period 31 January 2017 up to the next AGM are calculated based on the number of scheduled Board's and Board Committees' meetings. The Board will seek approval from the shareholders at the next AGM in the event the Directors' fees and benefits proposed is insufficient due to an increase in the number of the Board's and Board Committees' meetings and/or increase in the Board size and/or revision to the existing Directors' fees and benefits structure.
- Ordinary Resolution 6 is a renewal of a general mandate given to the Directors of the Company to allot and issue shares pursuant to Section 76 of the Companies Act 2016 as approved by the shareholders at the Tenth Annual General Meeting ("AGM") held on 28 October 2016. As at the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM which will lapse at the conclusion of the forthcoming AGM to be held on 27 October 2017.
The Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company up to an amount not exceeding 10% of the Company's issued capital for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.
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 purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares.
- The proposed Ordinary Resolution 7, if passed, will retain Dato' Loh Eng Wee as an Independent Non-Executive Director of the Company to fulfill the requirements of Paragraph 3.04 of Bursa Securities' Main Market Listing Requirements and in line with the recommendation No. 3.3 of the MCGG 2012. The detail of the Board's justification and recommendation for the retention of the Independent Director is set out in the Statement on Corporate Governance in the 2017 Annual Report.

Statement Accompanying Notice of Annual General Meeting
(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

No individual is standing for election as a Director at the forthcoming Eleventh AGM of the Company.