



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of Ta Win Holdings Berhad ("Ta Win" or "Company") will be held at Bilik Bunga Melati, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Tuesday, 27 February 2018 at 10:00 a.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 RENOUNCEABLE RIGHTS ISSUE OF 192,858,900 NEW ORDINARY SHARES IN TA WIN ("TA WIN SHARES") ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.20 PER RIGHTS SHARE AND 257,145,200 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("RCPS") AT AN ISSUE PRICE OF RM0.05 PER RCPS IN TA WIN TOGETHER WITH 128,572,600 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF 3 RIGHTS SHARES AND 4 RCPS TOGETHER WITH 2 WARRANTS FOR EVERY 1 EXISTING TA WIN SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE")

"THAT subject to the passing of the Special Resolution below and subject to all relevant approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Board of Directors of Ta Win ("Board") to:

- (i) provisionally issue and allot by way of a renounceable rights issue of 192,858,900 Rights Shares and 257,145,200 RCPS together with 128,572,600 Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board ("Entitlement Date") ("Entitled Shareholders") and/or their renounees, on the basis of 3 Rights Shares and 4 RCPS together with 2 Warrants for every 1 existing Ta Win Share held on the Entitlement Date;
- (ii) enter into and execute the deed poll constituting the Warrants ("Deed Poll") and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll wherein each of the Warrants will carry the rights to subscribe, subject to any adjustment in accordance with the Deed Poll, at any time during the Exercise Period (as defined in the Deed Poll) for 1 new Ta Win Share at an exercise price of RM0.45 per Warrant ("Exercise Price") and that the Common Seal of the Company be affixed to the Deed Poll in accordance with the provisions of the constitution of Ta Win ("Constitution");
- (iii) issue and allot such number of additional Warrants as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll ("Additional Warrants") and to adjust from time to time, the Exercise Price of the Warrants as a consequence of the adjustments under the provisions of the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities or parties (if required);
- (iv) issue and allot such number of new Ta Win Shares credited as fully paid-up to the holders of the RCPS and/or holders of the Warrants arising from the conversion of the RCPS and/or exercise of the Warrants and such further new Ta Win Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants; and
- (v) deal with any fractional entitlement that may rise from the Proposed Rights Issue and any fractional new Ta Win Share arising from the conversion of the RCPS and/or exercise of the Warrants (or the Additional Warrants, as the case may be) in such manner as the Board shall in its sole and absolute discretion deem fit or expedient and in the best interest of the Company.

THAT any Rights Shares and RCPS which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in a fair and equitable manner and to such persons ("Excess Applicants") as the Board shall determine at its absolute discretion;

THAT the Rights Shares, RCPS, Warrants and new Ta Win Shares to be issued pursuant to the conversion of the RCPS and/or exercise of the Warrants (or the Additional Warrants, as the case may be) shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue be utilised for the purposes as set out in Section 2.1.6 of the circular to shareholders dated 6 February 2018 ("Circular") and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (if required);

THAT the Rights Shares shall, upon allotment, issuance and full payment of the issue price of RM0.20 per Rights Share, rank *pari passu* in all respects with the then existing issued Ta Win Shares, save and except that the holders of Rights Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to any shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT the new Ta Win Shares to be issued pursuant to the conversion of the RCPS and/or exercise of the Warrants (or the Additional Warrants, as the case may be) shall, upon allotment, issuance and full payment of the RCPS conversion price of RM0.20 for 1 new Ta Win Share and/or the full payment of the Exercise Price for the exercise rights of the Warrants, rank *pari passu* in all respects with the then existing issued Ta Win Shares, save and except that the holders of such new Ta Win Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to any shareholders, the entitlement date of which is prior to the date of allotment of such new Ta Win Shares to be issued pursuant to the conversion of the RCPS and/or exercise of the Warrants (or the Additional Warrants, as the case may be);

THAT this resolution constitutes a specific approval for the issuance of the securities in Ta Win contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, RCPS, Warrants, Additional Warrants (if any) and new Ta Win Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue;

AND THAT in order to implement, complete and give full effect to the Proposed Rights Issue, approval be and is hereby given to the Board to do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Rights Issue, with full powers to assent to any conditions, modifications, variations and/or amendments thereto as may be imposed by the relevant authority and/or as the Board may deem fit."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES IN TA WIN (EXCLUDING TREASURY SHARES) AT ANY POINT OF TIME DURING THE DURATION OF THE ESOS FOR ELIGIBLE EMPLOYEES AND DIRECTORS OF TA WIN AND ITS SUBSIDIARIES ("GROUP") (EXCLUDING SUBSIDIARIES WHICH ARE DORMANT) ("ELIGIBLE PERSONS") ("PROPOSED ESOS")

"THAT subject to the approvals of all relevant regulatory authorities being obtained, the Board be and is hereby authorised to:

- (i) establish, implement and administer the ESOS for the benefit of the Eligible Persons, in accordance with the by-laws governing the Proposed ESOS ("By-Laws") as set out in Appendix III of the Circular;
- (ii) issue and allot from time to time such number of new Ta Win Shares as may be required to be issued pursuant to the exercise of options under the Proposed ESOS, PROVIDED THAT the total number of new Ta Win Shares to be issued under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Ta Win Shares (excluding treasury shares) at any point of time during the duration of the Proposed ESOS AND THAT the new Ta Win Shares to be issued and allotted upon the exercise of any options granted under the Proposed ESOS will, upon issuance and allotment, rank *pari passu* with the then existing Ta Win Shares, save and except that the new Ta Win Shares will not be entitled to any dividends, rights, allotments or other distributions, which may be declared, made or paid, of which the entitlement date is prior to the date of issuance and allotment of such new Ta Win Shares;
- (iii) do all necessary and make such applications as may be necessary at the appropriate time or times to Bursa Securities for the listing of and quotation for the new Ta Win Shares which may from time to time be issued and allotted arising from the exercise of the options;

- (iv) modify, vary and/or amend the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board PROVIDED THAT such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings, to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the ESOS; and
- (v) extend the duration of the ESOS, if the Board deems fit, for up to a maximum period of an additional 5 years ("Extension") upon the recommendation by the ESOS committee, PROVIDED ALWAYS that the initial ESOS period of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years or such other period as may be prescribed by Bursa Securities or any other relevant authorities, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modification, variation and/or amendment as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension.

THAT the Board be and is hereby authorised to give effect to the ESOS with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its discretion;

AND THAT the By-Laws, as set out in Appendix III of the Circular, be and is hereby approved and adopted."

ORDINARY RESOLUTIONS 3 – 12

PROPOSED ALLOCATIONS

"THAT subject to the passing of Ordinary Resolution 2 above, the Company be and is hereby authorised, at any time and from time to time during the duration of the ESOS, to grant to the following persons, options to subscribe for new Ta Win Shares under the Proposed ESOS:

Directors

(i) Dato Yeo Boon Leong, JP	Ordinary Resolution 3
(ii) Chen, Hsi-Tao	Ordinary Resolution 4
(iii) Chen, Hung-Lin	Ordinary Resolution 5
(iv) Tan Poo Chuan	Ordinary Resolution 6
(v) Dato Chin Swee Chong	Ordinary Resolution 7
(vi) Dr. Aliyah Binti Dato' Hj Baharuddin Marji	Ordinary Resolution 8
(vii) Mohd Khasan Bin Ahmad	Ordinary Resolution 9
(viii) Huang, Ching-Fan	Ordinary Resolution 10
(ix) Wu, Ying-Ju	Ordinary Resolution 11
(x) Lai Kian Huat	Ordinary Resolution 12

PROVIDED THAT:

- (i) at any point of time when a written offer by the ESOS committee to an Eligible Person to participate in the ESOS in the manner provided in the By-Laws is made, not more than 10% of the new Ta Win Shares available under the ESOS shall be allocated to any Eligible Person who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares in the Company (excluding treasury shares); and
- (ii) at any point of time during the duration for the ESOS, not more than 50% of the new Ta Win Shares available under the ESOS shall be allocated, in aggregate, to Directors (including non-executive directors) and senior management of the Group.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Ta Win Shares credited as fully paid-up to the abovementioned directors pursuant to the exercise of such options."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF TA WIN ("PROPOSED AMENDMENTS")

"THAT subject to the passing of Ordinary Resolution 1 above and conditional upon all relevant approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given for the Proposed Amendments as set out in Appendix IV of the circular to shareholders dated 6 February 2018 to facilitate the issuance of the RCPS pursuant to Proposed Rights Issue;

AND THAT in order to implement, complete and give full effect to the Proposed Amendments, approval be and is hereby given to the Board to do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Amendments, with full powers to assent to any conditions, modifications, variations and/or amendments thereto as may be imposed by the relevant authority and/or as the Board may deem fit."

BY THE ORDER OF THE BOARD

TEO SOON MEI (MAICSA 7018590)

CHUA SIEW YIN (MAICSA 7065531)

Company Secretaries

Melaka
6 February 2018

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.
2. Where a member of the Company appoints up to 2 proxies to attend at the same meeting, he shall specify in the Form 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 1 of those proxies is entitled to vote on a show of hands.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he may appoint up to 2 proxies in respect of each security account he 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 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.
5. 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 the SICDA.
6. The instrument appointing a proxy shall be in writing by the appointor or an attorney duly authorised in writing or, if the appointor is a corporation, whether under its seal or by an officer or attorney duly authorised.
7. 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 Share Registrar's office at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, at least 48 hours before the time and date stipulated for the EGM or any adjournment thereof, and in default the Form of Proxy shall not be treated as valid.
8. The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the SICDA, the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Constitution of the Company.
9. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 February 2018 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this EGM.
10. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by poll.
11. Any alteration in the Form of Proxy must be initialled.