

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting ("24th 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 Friday, 29 June 2018 at 10.00 a.m. to transact the following businesses :

### AS ORDINARY BUSINESS

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.  
(Please refer Explanatory Note 1)
2. To approve the aggregate Directors' Fees payable to the Directors of the Company for an amount not exceeding RM304,000 for the financial year ending 31 December 2018.  
(Ordinary Resolution 1)  
(Please refer Explanatory Note 2)
3. To approve the aggregate Directors' benefits (excluding Directors' fees) to the Directors of the Company up to an amount of RM200,000 for the period commencing from 30 June 2018 until the next Annual General Meeting of the Company.  
(Ordinary Resolution 2)  
(Please refer Explanatory Note 3)
4. To re-elect En. Mohd Khasan Bin Ahmad, the Director who retires pursuant to Article 92 of the Company's Articles of Association and being eligible, offers himself for re-election.  
(Ordinary Resolution 3)
5. To re-elect Dato' Yeo Boon Leong, JP, the Director who retires pursuant to Article 98 of the Company's Articles of Association and being eligible, offers himself for re-election.  
(Ordinary Resolution 4)
6. To re-elect Mr. Lai Kian Huat, the Director who retires pursuant to Article 98 of the Company's Articles of Association and being eligible, offers himself for re-election.  
(Ordinary Resolution 5)
7. To re-elect Mr. Tan Poo Chuan, the Director who retires pursuant to Article 98 of the Company's Articles of Association and being eligible, offers himself for re-election.  
(Ordinary Resolution 6)
8. To re-elect Datin Azreen Binti Abu Noh, the Director who retires pursuant to Article 98 of the Company's Articles of Association and being eligible, offers herself for re-election.  
(Ordinary Resolution 7)
9. To re-elect Dato' Paduka Dr. Hii King Hiong, the Director who retires pursuant to Article 98 of the Company's Articles of Association and being eligible, offers himself for re-election.  
(Ordinary Resolution 8)
10. To appoint Messrs Ecovis AHL PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  
(Ordinary Resolution 9)

### AS SPECIAL BUSINESS

11. To consider and if thought fit, to pass the following resolutions :

a) Authority To Directors To Issue Shares

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Directors be and are hereby empowered to issue shares in the Company, at any time 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue 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 in accordance to the provisions of the Companies Act, 2016, whichever is the earlier."

(Ordinary Resolution 10)

(Please refer Explanatory Note 4)

b) Proposed Continuation In Office As Independent Non-Executive Director

"THAT subject to the passing of Ordinary Resolution 3, authority be and is hereby given to En. Mohd Khasan Bin Ahmad, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company."

(Ordinary Resolution 11)

(Please refer Explanatory Note 5)

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

### BY ORDER OF THE BOARD

HO MENG CHAN (MACS 00574)  
WU SIEW HONG (MAICSA 7039647)  
Company Secretaries

Petaling Jaya,  
Selangor Darul Ehsan.  
30 April 2018

### NOTES :-

1. A member of the Company who is entitled to attend, speak and vote at this 24th AGM may appoint up to two (2) proxies to attend, speak and vote in his/her behalf. A proxy may not be a member of the Company.
2. Where a member of the Company appoints (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
3. Where a member of a Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she 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, or if the appointer is a Corporation, whether under the 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 308, Block A (3rd Floor), Kelana Business Centre, 97, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, 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 its 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 22 June 2018 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 24th AGM.
9. Any alteration in the form of proxy must be initialed.

### EXPLANATORY NOTES

- 1) Item 1 of the Agenda  
This Agenda item is meant for discussion only, as the provision of Section 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 2 of the Agenda – Ordinary Resolution 1  
The quantum of the Directors' Fee payable by the Company to all the Directors of the Company not exceeding RM304,000 for the financial year ending 31 December 2018. The Proposed Ordinary Resolution 1, if passed, will authorise the payment of the Directors' Fees to all the Directors of the Company for the financial year ending 31 December 2018.
- 3) Item 3 of the Agenda – Ordinary Resolution 2  
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 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 RM200,000 for the relevant period is derived from the estimated directors' benefits for the period from 30 June 2018 until the next Annual General Meeting of the Company in 2019. 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 2 passed at the 24th 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) Item 11(a) of the Agenda – Ordinary Resolution 10

Ordinary Resolution 10 is proposed to grant a renewed general mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Sections 75 and 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 25 May 2017 and which will lapse at the conclusion of the 24th 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.

5) Item 11(b) of the Agenda- Ordinary Resolution 11

At the Twenty-Third Annual General Meeting held on 25 May 2017, shareholders' approval was obtained for En. Mohd Khasan Bin Ahmad to continue to act as Independent Non-Executive Directors. Ordinary Resolution 11 seeks approval for his continuing directorship as Independent Directors of the Company. The Board through the Nomination Committee ("NC"), has determined that En. Mohd Khasan Bin Ahmad is fair and impartial in carrying out his duties to the Company. As Director, he continue to bring independent and objective judgements to Board deliberations and the decision making process as a whole. He also possesses vast professional experience and bring the right mix of skills to the Board. The Board therefore, endorsed the NC's recommendation for En. Mohd Khasan Bin Ahmad to be retained as Independent Director. Shareholders' approval for Ordinary Resolution 11 will be sought on a single tier voting basis.

### 2017 ANNUAL REPORT OF THE COMPANY:

The 2017 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 of 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 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@sshb.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 24th 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 24th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 24th 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