

**NOTICE OF TENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Tenth Annual General Meeting ("10th AGM") of TA Global Berhad ("the Company") will be held at The Auditorium, 10th Floor, Menara TA One, 22 Jalan P. Ramlee, 50250 Kuala Lumpur on Wednesday, 27 June 2018 at 9.30 a.m. for the transaction of the following businesses:-

**AGENDA**

**AS ORDINARY BUSINESSES**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon.  
*Please refer to Explanatory Note (4)(i)*
2. To approve the payment of final dividend of 0.60 sen per ordinary share under the single-tier system for the financial year ended 31 December 2017.  
*Please refer to Explanatory Note (4)(ii)* Resolution 1
3. To re-elect the following Directors who retire by rotation in accordance with Article 64 of the Company's Constitution and who being eligible offer themselves for re-election:  
(i) Datin Tan Kuay Fong Resolution 2  
(ii) Mr Christopher Koh Swee Kiat Resolution 3  
(iii) Datin Rahmah Binti Mahmood Resolution 4
4. To approve the payment of Directors' fees amounting to RM149,500.00 per annum for the Non-Executive Directors for the financial year ended 31 December 2017.  
*Please refer to Explanatory Note (4)(iii)* Resolution 5
5. To approve the payment of Directors' benefits of up to RM222,900.00 payable to the Non-Executive Directors from 28 June 2018 until the next Annual General Meeting of the Company.  
*Please refer to Explanatory Note (4)(iii)* Resolution 6
6. To re-appoint KPMG PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Resolution 7

**AS SPECIAL BUSINESSES**

7. To consider and if thought fit, to pass the following Ordinary Resolution:  
**Authority to Issue Shares pursuant to Section 75 of the Companies Act 2016 ("CA 2016"):** Resolution 8  
"THAT subject always to the CA 2016, Constitution of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 of the CA 2016 to further allot and issue ordinary shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company in any one financial year and that such authority shall remain in force until the conclusion of the next Annual General Meeting of the Company."  
*Please refer to Explanatory Note (5)(i)*
8. To consider and if thought fit, to pass the following Special Resolution:  
**Proposed Amendment to the Articles of Association of the Company** Resolution 9  
"THAT the Proposed Amendment to the Articles of Association of the Company as set out in Appendix A of the Annual Report for the financial year ended 31 December 2017 ("Annual Report for FYE 31 December 2017") be and is hereby approved and adopted.  
THAT the Directors and Secretaries of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the Proposed Amendment as set in the Appendix A of the Annual Report for FYE 31 December 2017.  
AND THAT the Directors of the Company, be and is hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by Bursa Malaysia Securities Berhad."  
*Please refer to Explanatory Note (5)(ii)*
9. To transact any other business of which due notice shall be given in accordance with the Company's Constitution and the CA 2016.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the shareholders' approval for the payment of final dividend of 0.60 sen per ordinary share under the single-tier system for the financial year ended 31 December 2017 ("Dividend") under **Resolution 1** at the 10th AGM of the Company, the Dividend will be paid on 20 July 2018 to shareholders whose names appear in the Company's Register of Members at the close of business on 29 June 2018. A depositor shall qualify for entitlement only in respect of:

1. Shares transferred to the depositor's securities account before 4.00 p.m. on 29 June 2018 in respect of ordinary transfers;
2. Shares deposited into the depositor's securities account before 12.30 p.m. on 27 June 2018 (in respect of shares exempted from mandatory deposit); and
3. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

**CHUAH WEN PIN (MAICSA 7014581)**  
**TAN KIT YEE (MAICSA 7061042)**  
Company Secretaries

Kuala Lumpur  
30 April 2018

**NOTES:**

**(1) Members Entitled To Attend**

For the purpose of determining who shall be entitled to attend this 10th AGM, only members whose names appear on the Record of Depositors as at 20 June 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 10th AGM or appoint proxy/proxies to attend and/or vote on his/her behalf.

**(2) Appointment of Proxy**

- (a) A member entitled to attend and vote at this 10th AGM is entitled to appoint a proxy or proxies (but not more than two) to attend and vote in his/her stead. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
- (b) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, ("SICDA") it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (c) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (d) The Form of Proxy, in the case of an individual, shall be signed by the appointor or his/her attorney and in the case of a corporation, shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
- (e) Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy pursuant to Section 334(2) of the CA 2016.
- (f) The Form of Proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively Tricor Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- (g) By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this Annual General Meeting and any adjournment thereof.

**(3) Voting**

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

**(4) Explanatory Notes on Ordinary Businesses**

- (i) **Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2017**  
The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval, hence will not be put for voting.
- (ii) **Ordinary Resolution 1: Proposed Final Dividend**  
With reference to Section 131 of the CA 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 27 April 2018, the Board has considered the amount of dividend and decided to recommend the same for shareholders' approval.  
The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 20 July 2018 in accordance with the requirements under Sections 132(2) and (3) of the CA 2016.
- (iii) **Ordinary Resolutions 5 & 6: Directors' fees and benefits**  
Section 230(1) of the CA 2016 which came into effect on 31 January 2017, provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 10th AGM for the payment of fees and benefits payable to the Non-Executive Directors in two (2) separate resolutions as below:
  - **Ordinary Resolution 5** on payment of Directors' fees in respect of the financial year ended 31 December 2017.
  - **Ordinary Resolution 6** on payment of Directors' benefits in respect of the current year 2018 and until the next Annual General Meeting. Benefits payable comprise of seating fees for attending Board, Board Committees and/or general meetings, club membership subscription, Group Hospital & Surgical Insurance, Directors' Indemnity Insurance, traveling and other claimable benefits.  
The total estimated amount of Directors' benefits payable is calculated based on the number of Board's, Board Committees' and general meetings for the current financial year ending 31 December 2018 up to the next Annual General Meeting in 2019 ("FYE 2018/2019").  
The proposed Ordinary Resolution 6 is to facilitate payment of the Directors' benefits for FYE 2018/2019. The Board will seek approval of the shareholders at the next Annual General Meeting in the event the Directors' benefits proposed is insufficient due to an increase in the number of the Board's and/or Board Committees' meetings and/or increase in the Board size.

\* Note: The Executive Directors / Chief Executive Officer does not receive any Directors' fees.

**(5) Explanatory Notes on Special Businesses**

- (i) **Ordinary Resolution 8: Authority to Issue Shares pursuant to Section 75 of the CA 2016**  
This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.  
The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding ten percent (10%) of the issued capital of the Company for the time being. This authorisation will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital, acquisitions and/or implementation of Employees' Share Option Scheme by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting.  
This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company.
- (ii) **Special Resolution 9: Proposed Amendment to the Articles of Association of the Company**  
The Proposed Amendment is made to facilitate the Company's administrative functions using electronic means such as electronic mail (email), corporate website, or other mode of electronic communications for the issuance of documents required to be sent to securities holders under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.  
Shareholders' approval is sought for the Company to alter or amend its Articles of Association as per Appendix A in accordance with Section 36(1) of the CA 2016.  
The Appendix A on the Proposed Amendment, which is circulated together with the Notice of 10th AGM dated 30 April 2018, shall take effect once the proposed Resolution 9 has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the 10th AGM.