



達業集團有限公司
TATT GIAP GROUP BERHAD
(Company No. 732294W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Tatt Giap Group Berhad (“**Tatt Giap**” or the “**Company**”) (“**EGM**”) will be held at Room 2, Level 1, Vistana Hotel Penang, 213, Jalan Bukit Gambir, Bukit Jambul, 11950 Bayan Lepas, Pulau Pinang on Thursday, 31 May 2018 at 10.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE COMPANY’S SHARE CAPITAL PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“THAT subject to the confirmation by the High Court of Malaya pursuant to Section 116 of the Act, the Board be and is hereby given the authority and approval to reduce the ordinary share capital of the Company via the cancellation of the issued share capital of the Company by a sum of RM60,000,000 and that the credit arising from such share capital reduction shall be credited to the Company’s retained earnings accounts and be utilised to set off the accumulated losses of the Company and the remaining balance (if any) will be credited to the retained earnings of the Company which shall then be utilised in a manner to be determined by the Board at a later date and in the best interest of the Company as permitted by the relevant and applicable laws (“**Proposed Share Capital Reduction**”);

AND THAT the Board be and is hereby authorised to take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as it may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give effect to the Proposed Share Capital Reduction with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company.”

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE BUSINESS OF TATT GIAP AND ITS SUBSIDIARIES INTO CONSTRUCTION, PROPERTY DEVELOPMENT AND PROPERTY INVESTMENT (“PROPOSED DIVERSIFICATION”)

“THAT, subject to the approvals of all relevant authorities and/or parties being obtained, where required, approval be and is hereby given to the Group to diversify its existing principal activities to include construction, property development and property investment.

THAT, authority be and is hereby given to the Directors to do all such acts, deeds and things as are necessary and deemed fit to implement and give full effect to the Proposed Diversification, and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required or imposed by the relevant regulatory authorities, for and on behalf of the Company.”

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 682,453,608 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN TATT GIAP (“ICPS”) TOGETHER WITH UP TO 85,306,701 FREE DETACHABLE WARRANTS IN TATT GIAP (“WARRANTS”) ON THE BASIS OF 8 ICPS TOGETHER WITH 1 FREE WARRANT FOR EVERY 2 EXISTING SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE OF ICPS WITH WARRANTS”)

“THAT subject to the passing of the Special Resolution 2 as well as the approval of all relevant authorities or parties being obtained (if required), including but not limited to the approval-in-principle of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the ICPS and the Warrants to be issued hereunder and the new Shares to be issued pursuant to the conversion of the ICPS and exercise of the Warrants, the Board be and is hereby authorised:-

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 682,453,608 ICPS together with up to 85,306,701 Warrants to the shareholders of the Company (“**Shareholders**”) 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 renounee(s), on the basis of 8 ICPS together with 1 Warrant for every 2 existing Shares held on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (ii) to 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 (including, without limitation, the affixing of the Company’s common seal, where necessary);
- (iii) to allot and issue the Warrants in registered form to the Entitled Shareholders (and/or their renounee(s), as the case may be) and Excess Applicants (as defined below), if any, who subscribe for and are allotted the ICPS, each Warrant conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board at a later date, subject to any provisions for adjustment to the subscription rights attached to the Warrants in accordance with the provisions of the Deed Poll to be executed;
- (iv) to allot and issue such number of additional Warrants pursuant to adjustments as provided under 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 Securities and any other relevant authorities or parties (if required);
- (v) to allot and issue such number of new Shares credited as fully paid-up to the holders of the ICPS upon their conversion of the relevant ICPS to subscribe for new Shares during the tenure of the ICPS in accordance with the Constitution / Memorandum and Articles of Association of the Company; and
- (vi) to allot and issue such number of new Shares credited as fully paid-up to the holders of the Warrants upon their exercise of the relevant Warrants to subscribe for new Shares during the tenure of the Warrants, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants and such adjustments in accordance with the provisions of the Deed Poll.

THAT the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the ICPS and the exercise price of the Warrants to be issued in connection with the Proposed Rights Issue of ICPS with Warrants;

THAT any ICPS 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 such manner and to such persons (“**Excess Applicants**”) as the Board shall determine at its absolute discretion;

THAT the ICPS, the Warrants and the new Shares to be issued pursuant to the conversion of the ICPS and/or the exercise of the Warrants shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue of ICPS with Warrants be utilised for the purposes as set out in Section 6 of the Circular to Shareholders dated 8 May 2018 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 (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue of ICPS with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue of ICPS with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue of ICPS with Warrants in order to implement and give full effect to the Proposed Rights Issue of ICPS with Warrants;

THAT the new Shares to be issued arising from the conversion of the ICPS and/or the exercise of the Warrants (including the Additional Warrants, if any) shall, upon allotment, issuance and (where applicable) full payment of the conversion price of the ICPS or exercise price of the Warrants (or the Additional Warrants, as the case may be), rank *pari passu* in all respects with the then existing Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares arising from the conversion of the ICPS and/or the exercise of the Warrants (or the Additional Warrants, as the case may be);

AND THAT this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all ICPS, Warrants, Additional Warrants (if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue of ICPS with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue of ICPS with Warrants.”

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE CONSTITUTION / MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY (“PROPOSED AMENDMENTS”)

“THAT subject to the passing of the Ordinary Resolution 2, approval be and is hereby given to the Company to authorise the Proposed Amendments in the manner as set out in Appendix II of the Circular to Shareholders dated 8 May 2018.

AND THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company’s common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Amendments.”

BY ORDER OF THE BOARD

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

Penang
8 May 2018

Notes:-

1. 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.
2. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as members to speak.
3. 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.
4. 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.
5. 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.
6. For the proxy to be valid, the form of proxy 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.
7. In respect of deposited securities, only a depositor whose name appear on the Record of Depositors on 23 May 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote his/her behalf.