



TALIWORKS CORPORATION

LGB Group

TALIWORKS CORPORATION BERHAD

(Company No.: 6052-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Taliworks Corporation Berhad (“Taliworks” or the “Company”) will be held at Banyan, Casuarina and Dillenia Room (Ground Floor), Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Monday, 1 October 2018, at 11.30 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 967,591,160 NEW ORDINARY SHARES IN TALIWORKS (“TCB SHARES”) (“BONUS SHARES”) ON THE BASIS OF 2 BONUS SHARES FOR EVERY 3 EXISTING TCB SHARES HELD (“PROPOSED BONUS ISSUE”)

“**THAT**, subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the board of directors of the Company (“**Board**”) to undertake the Proposed Bonus Issue, and to issue and allot up to 967,591,160 Bonus Shares in the share capital of the Company pursuant to the Proposed Bonus Issue, and to capitalise part of the amount standing to the credit of the share premium account of the Company, and to apply such capitalised sum as payment in full for up to 967,591,160 Bonus Shares to be credited as fully-paid up, on the basis of 2 Bonus Shares for every 3 existing TCB Shares held by the shareholders whose names appear in the Record of Depositors of the Company as at 5.00 p.m. on an entitlement date to be determined and announced later.

THAT, the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing issued TCB Shares.

THAT, the Board be and is hereby authorised to deal with fractional entitlements (if any), including disregarding any fractional entitlements, under the Proposed Bonus Issue in such manner at its sole and absolute discretion as the Board deems fit and expedient, and in the best interest of the Company.

THAT, the Board be and is hereby authorised to issue and allot such number of Bonus Shares to each Director who holds any TCB Share and whose name appears in the Record of Depositors of the Company as at 5.00 p.m. on an entitlement date to be determined and announced later, on the basis of 2 Bonus Shares for every 3 existing TCB Shares, pursuant to the Proposed Bonus Issue.

AND THAT, the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities and to ratify, take all steps and do all acts and things (including all matters relating to the adjustments to the exercise price and/or the number of warrants 2015/2018 in accordance with the provisions of the relevant deed poll, where required) in the manner as the Board may consider necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue.”

By Order of the Board

TAN BEE HWEI (MAICSA 7021024)
QUECK WAI FONG (MAICSA 7023051)
Company Secretaries

Kuala Lumpur

Dated this 14th day of September, 2018

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 25 September 2018 shall be eligible to attend, speak and vote at the EGM.
2. A member/shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his stead. Where a member/shareholder appoints more than one proxy to attend and vote at the EGM, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) 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.
5. Where a member is an authorised nominee as defined under 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.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited with the Share Registrar of the Company at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than twenty-four (24) hours before the time for holding the EGM, i.e. by 11.30 a.m. on Sunday, 30 September 2018 or any adjournment thereof.