

TATT GIAP GROUP BERHAD (732294-W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth (“12th”) Annual General Meeting of Tatt Giap Group Berhad (“TatGiap” or the “Company”) will be held at Room 3, Level 1, Vistana Hotel Penang, 213, Jalan Bukit Gambir, Bukit Jambul, 11950 Bayan Lepas, Pulau Pinang on Wednesday, 14 November 2018 at 11:30 am for the following purposes:

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 May 2018 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees and benefits up to RM300,000 for the period commencing this Annual General Meeting (“AGM”) through to the next AGM of the Company in year 2019. **Ordinary Resolution 1**
3. To re-elect Dato’ Siah Kok Poay retiring pursuant to Article 132 of the Company’s Constitution and who, being eligible, offer himself for re-election. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire pursuant to Article 137 of the Company’s Constitution and who, being eligible, offer themselves for re-election:
 - (a) Mr Lee Poay Keong **Ordinary Resolution 3**
 - (b) Ms Chew Yinn Miin **Ordinary Resolution 4**
5. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS:

To consider, and if thought fit, to pass the following as Ordinary Resolution with or without modification:

7. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject always to the approval of all the relevant regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (“Bursa Securities”) AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.” **Ordinary Resolution 6**

8. **Continuation in office as Independent Non-Executive Director** **Ordinary Resolution 7**
“THAT Dato’ Loh Eng Wee be retained as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance until the conclusion of the next AGM.”
9. To consider any other business of which due notice shall have been given.

By Order of the Board

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

Penang, 28 September 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 7 November 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxies to attend and/or vote his/her behalf.

Explanatory Notes:

1. The proposed Ordinary Resolution 1, if passed, will facilitate the payment of the Directors’ fees and benefits to the Directors for the period commencing this AGM through to the next AGM. Details of the Directors’ fees and benefits paid/payable to the Directors for the financial year ended 31 May 2018 are enumerated under the Corporate Governance Report.

The amount of Directors’ fees and benefits payable are computed based on the anticipated number of Board and Board Committee meetings, assuming full attendance by all the Directors. The amount also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director, additional unscheduled Board and Board Committees’ meetings and/or for the formation of additional Board Committees.
2. The proposed Ordinary Resolution 6, is for the purpose of granting a renewed general mandate (“General Mandate”) and if passed, will give authority to the Board of Directors to issued and allot ordinary shares at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

As at the date of this Notice, the Company had issued 15,510,000 ordinary shares at an issue price of RM0.1358 per ordinary share pursuant to the mandate granted to the Directors at the last AGM held on 27 October 2017 and which will lapse at the conclusion of the Twelfth 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 purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares.

3. The proposed Ordinary Resolution 7, if passed, will retain Dato' Loh Eng Wee as an Independent Non-Executive Director of the Company to fulfill the requirements of Paragraph 3.04 of Bursa Securities' Main Market Listing Requirements and in line with Practice 4.2 of the Malaysian Code on Corporate Governance issued by the Securities Commission on 26 April 2017. The detail of the Board's justification and recommendation for the retention of the Independent Non-Executive Director is set out under the Corporate Governance Overview Statement in the Annual Report 2018.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

No individual is standing for election as a Director at the forthcoming Twelfth AGM of the Company.