



NOTICE OF THE 16TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of TMC LIFE SCIENCES BERHAD will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort Berhad, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 24 January 2019 at 10.00 a.m. for the following purposes:-

AGENDA

- To lay before the meeting the Audited Financial Statements for the financial year ended 31 August 2018 together with the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
- To approve a final single tier dividend of 0.183 sen per ordinary share in respect of the financial year ended 31 August 2018.
Ordinary Resolution 1
- To approve the payment of Directors' Remuneration (excluding Directors' fees) payable to the Board of the Company and its subsidiaries up to an amount of RM91,500 for the financial year ending 31 August 2020.
Ordinary Resolution 2
- To approve the payment of Directors' Fees up to an amount of RM429,000 for the financial year ending 31 August 2020.
Ordinary Resolution 3
- To re-elect the following Directors who retire in accordance with Article 96(1) of the Constitution of the Company and being eligible, have offer themselves for re-election:
 - Gary Ho Kwat Foong Ordinary Resolution 4
 - Clare Lee Suk Leng Ordinary Resolution 5
- To re-appoint Messrs. Ernst & Young as the Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 6

- exempt authorised nominee may appoint in respect of each omnibus account it holds.
- If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
 - The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Company at 10th Floor, Menara Hap Seng, No. 1 & 3, Jalan P. Ramlee, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
 - For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 61 of the Articles of Association the Company, a Record of Depositors as at 17 January 2019 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.
- ix) Explanatory notes on Ordinary and Special Business**

AS SPECIAL BUSINESSES

To consider and if thought fit, to pass the following Ordinary/Special Resolutions with or without modifications:-

- AUTHORITY TO ISSUE AND ALLOT SHARES**
Ordinary Resolution 7
"THAT subject always to the Companies Act, 2016 ("the Act"), Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to the Act to issue and allot not more than ten percent (10%) of the issued capital (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to the Act and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

- PROPOSED ADOPTION OF NEW COMPANY'S CONSTITUTION**
Special Resolution 1
"THAT the existing Memorandum and Articles of Association of the Company be hereby deleted in its entirety and a new Constitution, as set out in Appendix A of the Circular to Shareholders dated 24 December 2018 be replaced thereof and adopted as the Company's Constitution.

THAT henceforth, the Constitution shall bind the Company, the members and the Directors to the same extent as if the Constitution had been signed and sealed by each member and contain covenants on the part of each member and Director to observe all the provisions of the Constitution.

AND THAT the Secretaries be authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as adopted herewith with the Companies Commission of Malaysia on behalf of the Company in accordance with Section 36 of the Companies Act 2016."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that a final single-tier dividend of 0.183 sen per ordinary share in respect of the financial year ended 31 August 2018, if approved by shareholders, will be payable on 27 February 2019 to shareholders whose names appear in the Record of Depositors on 13 February 2019.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 13 February 2019 in respect of transfers; and
- Securities bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

TEO MEE HUI (MAICSA 7050642)
NG SALLY (MAICSA 7060343)
Company Secretaries

Selangor Darul Ehsan
24 December 2018

Notes:-

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any person to be his proxy without limitation.
- A member shall be entitled to appoint more than one (1) proxy (subject always to a maximum of two (2) proxies) to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointments shall be invalid unless the member specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, such member may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- 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

Item 1 of the Agenda

Audited Financial Statements for the financial year ended 31 August 2018.

This Agenda 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 and hence, is not put forward for voting.

Ordinary Resolution 2

Directors' Remuneration (excluding Directors' fees) of the Company

Pursuant to Section 230(1) of the Companies Act 2016, the fee of the Directors, and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

In this respect, the Company will seek the shareholders' approval at the Sixteenth Annual General Meeting ("AGM") on the payment of Directors' remuneration (excluding Directors' fees) for the financial years ending 31 August 2020.

The Directors' remuneration shall comprise allowances and other emoluments RM91,500 payable to the Directors of the Company as follows:

***Benefit-In-Kind (RM)**

Non-Executive Directors	91,500
Total	91,500

Note:

* Inclusive of meeting allowance.

In determining the estimated total amount of the Directors' remuneration, the Board considered various factors including the number of scheduled meetings for the Board and Board Committees as well as the number of Directors involved in these meetings.

Payment of Directors' remuneration will be made by the Company on a monthly basis and/or as and when incurred if the proposed Resolution 2 has been passed at the Sixteenth AGM. The Board is of the view that it is just and equitable for the Directors to be paid such payment on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company and its subsidiaries (if any) throughout the period as stated herein.

Ordinary Resolution 3

Directors' Fees

The shareholders of the Company had on 29 January 2018 approved the payment of Directors' Fees amounting to RM732,000 for the financial year ended 31 August 2018 and financial year ending 31 August 2019 at the Fifteenth AGM.

In this respect, the shareholders' approval shall be sought at the Sixteenth AGM on the payment of Directors' Fees for the financial year ending 31 August 2020.

Ordinary Resolution 7

Authority to Issue and Allot Shares

The proposed resolution is primarily to give flexibility to the Board of Directors to issue and allot shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation will expire at the conclusion of the next AGM of the Company.

This is the renewal of the mandate obtained from the members at the last AGM ("the previous mandate"). The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

The previous mandate was not utilised and accordingly no proceeds were raised.

Special Resolution 1

Adoption of New Company's Constitution

The proposed Special Resolution is to seek shareholders' approval to adopt a new Constitution to align with the provisions of the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Corporate Governance Requirements ("Proposed New Constitution"). Please refer to the Appendix A for detailed information on the Proposed New Constitution.

The Proposed New Constitution shall take effect upon the proposed Special Resolution 1 has been passed by a majority of not less than 75% of members who are entitled to vote and do vote in person or by proxy at the Sixteenth AGM.