

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Ta Win Holdings Berhad will be held at Ta Win Industries (M) Sdn Bhd, Lot 63-68, Jalan Industri 21, Alor Gajah Industrial Estate, 78000 Alor Gajah, Melaka on Tuesday, 26 March 2019 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTION**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 238,841,790 ORDINARY SHARES IN TA WIN HOLDINGS BERHAD ("TA WIN" OR THE "COMPANY") ("TA WIN SHARES") ("RIGHTS SHARES") AND 477,683,580 IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN TA WIN ("ICPS") TOGETHER WITH 159,227,860 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF 3 RIGHTS SHARES AND 6 ICPS TOGETHER WITH 2 WARRANTS FOR EVERY 1 EXISTING TA WIN SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER AT THE ISSUE PRICE OF RM0.10 PER RIGHTS SHARE AND RM0.025 PER ICPS ("PROPOSED RIGHTS ISSUE")**

**"THAT** subject to the passing of the Special Resolution and subject to all approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to:

- (i) provisionally issue and allot by way of a renounceable rights issue of 238,841,790 Rights Shares and 477,683,580 ICPS together with 159,227,860 Warrants to the shareholders of the Company 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)/transferee(s) (if applicable), on the basis of 3 Rights Shares and 6 ICPS together with 2 Warrants for every 1 existing Ta Win Share held on the Entitlement Date;
- (ii) 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 wherein each of the Warrants will carry the rights to subscribe, subject to any adjustment in accordance with the Deed Poll, at any time during the Exercise Period (as defined in the Deed Poll) for 1 new Ta Win Share at an exercise price of RM0.20 per Warrant ("**Exercise Price**");
- (iii) issue and allot such number of additional Warrants as may be required or permitted to be issued as a result of any adjustments under the provisions of 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 Malaysia Securities Berhad ("**Bursa Securities**") and any other relevant authorities or parties (if required); and
- (iv) issue and allot such number of new Ta Win Shares credited to the holders of the ICPS and/or holders of the Warrants arising from the conversion/exercise of the ICPS and/or Warrants and such further new Ta Win Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants.

**THAT** any Rights Shares and 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)/transferee(s) (if applicable) shall be made available for excess applications in a fair and equitable manner and to such persons ("**Excess Applicants**") as the Board shall determine at its absolute discretion;

**THAT** the Rights Shares, ICPS, Warrants and new Ta Win Shares to be issued pursuant to the conversion/exercise of the ICPS and/or Warrants (or the Additional Warrants, as the case may be) shall be listed on the Main Market of Bursa Securities;

**THAT** the proceeds of the Proposed Rights Issue be utilised for the purposes as set out in Section 2.1.6 of the circular to shareholders dated 4 March 2019 ("**Circular**") 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 interest of the Company, subject to the approval of the relevant authorities (if required);

**THAT** the Rights Shares shall, upon allotment, issuance and full payment of the issue price of RM0.10 per Rights Share, rank *pari passu* in all respects with the then existing issued Ta Win Shares, save and except that the holders of Rights Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to any shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares;

**THAT** the new Ta Win Shares to be issued pursuant to the conversion/exercise of the ICPS and/or Warrants (or the Additional Warrants, as the case may be) shall, upon allotment, issuance and full payment of the ICPS conversion price of RM0.10 for 1 new Ta Win Share and/or the full payment of the Exercise Price for the exercise rights of the Warrants, rank *pari passu* in all respects with the then existing issued Ta Win Shares, save and except that the holders of such new Ta Win Shares shall not be entitled to any dividend, rights, allotments and/or other distributions which may be declared, made or paid to any shareholders, the entitlement date of which is prior to the date of allotment of such new Ta Win Shares to be issued pursuant to the conversion/exercise of the ICPS and/or Warrants (or the Additional Warrants, as the case may be);

**THAT** this Ordinary Resolution constitutes specific approval for the issuance of Shares and 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 Rights Shares, ICPS, Warrants, Additional Warrants (if any) and new Ta Win Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue;

**AND THAT** the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Rights Issue with full powers to assent to any conditions, variations, modifications and/or amendments to the terms of the Proposed Rights Issue as may be required or imposed by any relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Rights Issue."

**SPECIAL RESOLUTION**

**PROPOSED AMENDMENTS TO THE CONSTITUTION (MEMORANDUM AND ARTICLES OF ASSOCIATION) OF THE COMPANY ("PROPOSED AMENDMENTS")**

**"THAT** subject to the passing of the Ordinary Resolution and conditional upon all relevant approvals being obtained from the relevant authorities and/or parties (where required), approval be and is hereby given for the Proposed Amendments as set out in Appendix A;

**AND THAT** the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Amendments with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Amendments."

**BY THE ORDER OF THE BOARD**

**HO MENG CHAN** (MACS 00574)  
**WU SIEW HONG** (MAICSA 7039647)  
Company Secretaries

Petaling Jaya  
4 March 2019

**Notes:**

1. A member of the Company who is entitled to attend, speak and vote at this EGM may appoint up to two (2) proxies to attend, speak and vote on his/her behalf. A proxy may not be a member of the Company.
2. Where a member of the Company appoints up to two (2) proxies to attend at the same meeting, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("**SICDA**"), he/she may appoint up to two (2) proxies in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
4. Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
6. The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
7. The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the Share Registrar's office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, not less than forty eight (48) hours before the time and date stipulated for the EGM, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
8. The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the SICDA, the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Articles of Association of the Company.
9. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 March 2019 shall be eligible to attend, speak and vote at this EGM.
10. Any alteration in the Form of Proxy must be initialled.