

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting ("24th AGM") of the Company will be held at Atlanta East, Level 3, Armada Hotel, Lot 6, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Monday, 6th May 2019 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' and Auditors' Reports thereon. **(Please refer to Note 1 of the Explanatory Notes)**
2. To declare a final single-tier dividend of 8.00 sen per ordinary share in respect of the financial year ended 31 December 2018. **Ordinary Resolution 1**
3. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 2**

As Special Business

To consider and, if thought fit, to pass the following Resolutions:-

4. Directors' Fees to the Non-Executive Directors for the financial year ending 31 December 2019

To approve the increase of Non-Executive Directors' Fees up to an aggregate amount of RM350,000 per annum in respect of the financial year ending 31 December 2019 and the payment thereof. **Ordinary Resolution 3**

5. Benefits Payable to the Non-Executive Directors for the period from 7 May 2019 until the next AGM of the Company in year 2020 to be paid quarterly in arrears

To approve the Benefits Payable up to an aggregate amount of RM80,000 to the Non-Executive Directors for the period from 7 May 2019 until the next AGM of the Company in year 2020, to be paid quarterly in arrears. **Ordinary Resolution 4**

6. Proposed Renewal of Shareholders' Mandate and Additional Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

"THAT subject to Paragraph 10.09 of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and its subsidiaries ("TWPH Group") be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.3 of Part A of the Circular to Shareholders dated 5 April 2019 with the related parties mentioned therein which are necessary for the TWPH Group's day-to-day operations and/or in the ordinary course of business of TWPH Group on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company and THAT such approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the general meeting at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority conferred by this resolution is renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting, whichever is earlier;

THAT in making the disclosure of the aggregate value of the recurrent related party transactions conducted pursuant to the proposed shareholders' approval in the Company's annual report, the Company shall provide a breakdown of the aggregate value of recurrent related party transactions made during the financial year, amongst others, based on:

- (i) the type of the recurrent related party transactions made; and
- (ii) the name of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

AND THAT the Directors of the Company and its subsidiaries be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the transactions as authorised by this Proposed Shareholders' Mandate. **Ordinary Resolution 5**

7. Proposed Adoption of New Constitution of the Company ("Proposed Adoption")

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Part B of the Circular to Shareholders dated 5 April 2019 be and is hereby adopted as the Constitution of the Company.

AND THAT, the Directors and Secretaries of the Company be and are hereby authorised to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the Proposed Adoption. **Special Resolution**

8. To transact any other business of which due notice shall have been given in accordance with the Company's Memorandum and Articles of Association and the Act.

FURTHER NOTICE IS HEREBY GIVEN that for the purpose of determining a member who shall be entitled to attend this 24th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 54 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 25 April 2019. Only a depositor whose name appears on the Record of Depositors as at 25 April 2019 shall be entitled to attend the said meeting or appoint proxies to attend, participate, speak and/or vote on his/her behalf.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval of the shareholders at the 24th AGM, a final single-tier dividend of 8.00 sen per ordinary share in respect of the financial year ended 31 December 2018 will be paid to the shareholders on 1 July 2019. The entitlement of the said dividend shall be on 7 June 2019.

A Depositor shall qualify for entitlement to the Dividend only in respect of:-

- (a) Shares transferred to the Depositor's securities account before 4.00 p.m. on 7 June 2019 in respect of transfers; and
- (b) Shares bought on Bursa Securities on cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

CHOONG LEE WAH (MAICSA 7019418)

Secretaries

Selangor Darul Ehsan

Date: 5 April 2019

Notes:

1. A member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy.
2. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. 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") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
4. 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, the form of proxy shall be executed under the corporation's seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarily certified or office copy of such power or authority, shall be deposited at the office of Tricor Investor & Issuing House Services Sdn. Bhd., being the share registrar of the Company, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, Straits Line, Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof.
6. Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of the 24th AGM will be put to vote by way of poll.

Explanatory Notes:

1. **To receive the Audited Financial Statements**
Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
2. **Ordinary Resolution 3 on the Directors' Fees to the Non-Executive Directors for the financial year ending 31 December 2019**
Following the study on Non-Executive Directors Pay and Profile, the Board subsequently approved the Remuneration Committee's recommendation for the proposed upward revision to the Directors' Fees for the financial year ending 31 December 2019. Other than the Directors' Fees from the Company, the Non-Executive Directors do not receive any Directors' Fees from any of the subsidiaries within the TWPH Group.
In the event that the proposed Directors' Fees to the Non-Executive Directors during the above period exceed the estimated amount sought at the 24th AGM, approval will be sought at the next AGM for additional benefits to meet the shortfall.
The payment of the Non-Executive Directors' Fees for the financial year ending 31 December 2019 will only be made if the proposed Ordinary Resolution 3 has been passed at the 24th AGM.
3. **Ordinary Resolution 4 on the Benefits Payable to the Non-Executive Directors for the period from 7 May 2019 until the next AGM of the Company in year 2020, to be paid quarterly in arrears**
Section 230(1) of the Act requires the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, shareholders' approval will be sought at the 24th AGM for the payment of Benefits Payable up to an aggregate amount of RM80,000 to the Non-Executive Directors for the period from 7 May 2019 until the next AGM of the Company in year 2020, to be paid quarterly in arrears.
The Benefits Payable to the Non-Executive Directors comprise meeting allowance only. Other than the Benefits Payable from the Company, the Non-Executive Directors do not receive any Benefits Payable from any of the subsidiaries within the TWPH Group.
In the event that the proposed Benefits Payable to the Non-Executive Directors during the above period exceed the estimated amount sought at the 24th AGM, approval will be sought at the next AGM for additional benefits to meet the shortfall.
The payment of the Benefits Payable to the Non-Executive Directors for the period from 7 May 2019 until the next AGM of the Company in year 2020 to be paid quarterly in arrears will only be made if the proposed Ordinary Resolution 4 has been passed at the 24th AGM.
4. **Ordinary Resolution 5 on the Proposed Shareholders' Mandate**
The explanatory note on Ordinary Resolution 5 is set out in the Part A of the Circular to the Shareholders dated 5 April 2019.
5. **Special Resolution on the Proposed Adoption**
The Special Resolution, if passed, will bring the Constitution of the Company in line with the enforcement of the Act which came into force on 31 January 2017, the updated provision of the MMLR of Bursa Securities and the prevailing laws, guidelines or requirements of the relevant authorities, to enhance administrative efficiency and provide greater clarity.
Further information on the Proposed Adoption is set out in Part B of the Circular to Shareholders dated 5 April 2019.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.