

## TA GLOBAL BERHAD

### NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eleventh Annual General Meeting (“11<sup>th</sup> AGM”) of TA Global Berhad (“the Company”) will be held at The Auditorium, 10<sup>th</sup> Floor, Menara TA One, 22 Jalan P. Ramlee, 50250 Kuala Lumpur on Wednesday, 26 June 2019 at 9.30 a.m. for the transaction of the following businesses: -

#### AGENDA

##### AS ORDINARY BUSINESSES

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon.  
*Please refer to Explanatory Note (4)(i)*
2. To approve the payment of final dividend of 1.60 sen per ordinary share under the single-tier system for the financial year ended 31 December 2018.  
*Please refer to Explanatory Note (4)(ii)* **Resolution 1**
3. To re-elect the following Directors who retire by rotation in accordance with Article 64 of the Company’s Constitution and who being eligible offer themselves for re-election:
  - (i) Pn Zainab Binti Ahmad **Resolution 2**
  - (ii) Dato’ Sri Mohamed Bin Abid **Resolution 3**
  - (iii) Datuk Jory Leong Kam Weng **Resolution 4**
4. To approve the payment of Directors’ fees amounting to RM149,500.00 per annum for the Non-Executive Directors for the financial year ended 31 December 2018.  
*Please refer to Explanatory Note (4)(iii)* **Resolution 5**
5. To approve the payment of Directors’ benefits of up to RM119,000.00 payable to the Non-Executive Directors from 27 June 2019 until the next Annual General Meeting of the Company.  
*Please refer to Explanatory Note (4)(iii)* **Resolution 6**
6. To re-appoint KPMG PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Resolution 7**

##### AS SPECIAL BUSINESSES

7. To consider and if thought fit, to pass the following Ordinary Resolutions:

**Retention as Independent Non-Executive Directors of the Company pursuant to Malaysian Code on Corporate Governance (“MCCG 2017”)**

“THAT authority be and is hereby given to retain Mr Peter U Chin Wei as an Independent Non-Executive Director of the Company in accordance with the MCCG 2017.” **Resolution 8**

“THAT authority be and is hereby given to retain Datuk Jory Leong Kam Weng as an Independent Non-Executive Director of the Company in accordance with the MCCG 2017.” **Resolution 9**

“THAT authority be and is hereby given to retain Mr Christopher Koh Swee Kiat as an Independent Non-Executive Director of the Company in accordance with the MCCG 2017.” **Resolution 10**

“THAT authority be and is hereby given to retain Datin Rahmah Binti Mahmood as an Independent Non-Executive Director of the Company in accordance with the MCCG 2017.” **Resolution 11**

*Please refer to Explanatory Note (5)(i)*

8. To consider and if thought fit, to pass the following Ordinary Resolution:

**Authority to Issue Shares pursuant to Section 75 of the Companies Act 2016 (“CA 2016”):** **Resolution 12**

“THAT subject always to the CA 2016, Constitution of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 of the CA 2016 to further allot and issue ordinary shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company in any one financial year and that such authority shall remain in force until the conclusion of the next Annual General Meeting of the Company.”

*Please refer to Explanatory Note (5)(ii)*

9. To consider and if thought fit, to pass the following Special Resolution:

**Proposed Adoption of the New Constitution of the Company** **Resolution 13**

“THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new set of the Constitution of the Company in the form and manner as set out in the Appendix A attached herewith be and is hereby approved and adopted as the new Constitution of the Company (“Proposed Adoption of New Constitution”).

THAT the Directors and Secretaries of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the Proposed Adoption of New Constitution.

AND THAT the Directors of the Company, be and are hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by Bursa Malaysia Securities Berhad.”

*Please refer to Explanatory Note (5)(iii)*

10. To transact any other business of which due notice shall be given in accordance with the Company’s Constitution and the CA 2016.

## **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the shareholders’ approval for the payment of final dividend of 1.60 sen per ordinary share under the single-tier system for the financial year ended 31 December 2018 (“Dividend”) under **Resolution 1** at the 11<sup>th</sup> AGM of the Company, the Dividend will be paid on 12 July 2019 to shareholders whose names appear in the Company’s Register of Members at the close of business on 28 June 2019.

A depositor shall qualify for entitlement only in respect of:

1. Shares transferred to the depositor's securities account before 4.30 p.m. on 28 June 2019 in respect of ordinary transfers;
2. Shares deposited into the depositor's securities account before 12.30 p.m. on 26 June 2019 (in respect of shares exempted from mandatory deposit); and
3. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

**CHUAH WEN PIN (MAICSA 7014581)**

**TAN KIT YEE (MAICSA 7061042)**

Company Secretaries

Kuala Lumpur  
30 April 2019

**NOTES:**

**(1) Members Entitled To Attend**

For the purpose of determining who shall be entitled to attend this 11<sup>th</sup> AGM, only members whose names appear on the Record of Depositors as at 20 June 2019 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 11<sup>th</sup> AGM or appoint proxy/proxies to attend and/or vote on his/her behalf.

**(2) Appointment of Proxy**

- (a) A member entitled to attend and vote at this 11<sup>th</sup> AGM is entitled to appoint a proxy or proxies (but not more than two) to attend and vote in his/her stead. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
- (b) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, ("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.
- (c) 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 exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (d) The Form of Proxy, in the case of an individual, shall be signed by the appointor or his/her attorney and in the case of a corporation, shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
- (e) Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy pursuant to Section 334(2) of the CA 2016.

- (f) The Form of Proxy must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively Tricor Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- (g) By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this Annual General Meeting and any adjournment thereof.

### **(3) Voting**

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

### **(4) Explanatory Notes on Ordinary Businesses**

#### **(i) Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2018**

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval, hence will not be put for voting.

#### **(ii) Ordinary Resolution 1: Proposed Final Dividend**

With reference to Section 131 of the CA 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 26 April 2019 the Board has considered the amount of dividend and decided to recommend the same for shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 12 July 2019 in accordance with the requirements under Sections 132(2) and (3) of the CA 2016.

#### **(iii) Ordinary Resolutions 5 & 6: Directors' fees and benefits**

Section 230(1) of the CA 2016 which came into effect on 31 January 2017, provides amongst others, that "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, the Board agreed that the shareholders' approval shall be sought at the 11<sup>th</sup> AGM for the payment of fees and benefits payable to the Non-Executive Directors in two (2) separate resolutions as below:

- **Ordinary Resolution 5** on payment of Directors' fees in respect of the financial year ended 31 December 2018.
- **Ordinary Resolution 6** on payment of Directors' benefits in respect of the current year 2019 and until the next Annual General Meeting. Benefits payable comprise of seating fees for attending Board, Board Committees and/or general meetings, club membership subscription, Group Hospital & Surgical Insurance, Directors' Indemnity Insurance, traveling and other claimable benefits.

The total estimated amount of Directors' benefits payable is calculated based on the number of Board's, Board Committees' and general meetings for the current financial year ending 31 December 2019 up to the next Annual General Meeting in 2020 ("FYE 2019/2020").

The proposed Ordinary Resolution 6 is to facilitate payment of the Directors' benefits for FYE 2019/2020. The Board will seek approval of the shareholders at the next Annual General Meeting in the event the Directors' benefits proposed is insufficient due to an increase in the number of the Board's and/or Board Committees' meetings and/or increase in the Board size.

\* Note: The Executive Directors / Chief Executive Officer does not receive any Directors' fees / remuneration.

**(5) Explanatory Notes on Special Businesses**

**(i) Ordinary Resolutions 8, 9, 10 and 11: Retention as Independent Non-Executive Directors of the Company pursuant to the MCCG 2017**

The proposed Ordinary Resolutions 8, 9, 10 and 11 are to seek shareholders' approval to retain Mr Peter U Chin Wei, Datuk Jory Leong Kam Weng, Mr Christopher Koh Swee Kiat and Datin Rahmah Binti Mahmood as Independent Non-Executive Directors of the Company pursuant to MCCG 2017.

Mr Peter U Chin Wei, Datuk Jory Leong Kam Weng, Mr Christopher Koh Swee Kiat and Datin Rahmah Binti Mahmood have served on the Board for 10 years respectively, which exceeds nine (9) years ie the limit established in MCCG 2017.

The Board had assessed the independence of Mr Peter U Chin Wei, Datuk Jory Leong Kam Weng, Mr Christopher Koh Swee Kiat and Datin Rahmah Binti Mahmood, and is satisfied that Mr Peter U Chin Wei, Datuk Jory Leong Kam Weng, Mr Christopher Koh Swee Kiat and Datin Rahmah Binti Mahmood remain objective and independent in expressing their views and in participating in deliberations and decision making of the Board and Board Committees. Their length of service on the Board does not in any way interfere with their exercise of judgement and ability to act in the best interest of the Group.

Shareholders' approval for Ordinary Resolutions 8, 9, 10 and 11 will be sought on a single tier voting basis.

**(ii) Ordinary Resolution 12: Authority to Issue Shares pursuant to Section 75 of the CA 2016**

This is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.

The proposed Ordinary Resolution 12, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding ten percent (10%) of the issued capital of the Company for the time being. This authorisation will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investment projects, working capital, acquisitions and/or implementation of Employees' Share Option Scheme by the issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting.

This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting of the Company.

**(iii) Special Resolution 13: Proposed Adoption of New Constitution of the Company**

Pursuant to Section 36 of the CA 2016, the Board proposes that the existing Constitution be revoked in its entirety with immediate effect and by the replacement thereof with a new Constitution.

The Proposed Adoption of New Constitution is primarily for the purpose of streamlining the existing Constitution to be aligned with the CA 2016, recent amendments made to Bursa Malaysia Securities Berhad's Main Market Listing Requirements as well as to facilitate and to further enhance administrative efficiency.

The new Constitution shall take effect once it has been passed by a majority of not less than 75% of the total voting rights of the members who are entitled to attend and vote and do vote in person or by proxy at this 11<sup>th</sup> AGM.