



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Tanco Holdings Berhad (“**Tanco**” or “**Company**”) will be held at Poolside Cove, Sunway Lagoon Club, No. 3, Jalan Lagoon Timur, Bandar Sunway, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 26 September 2019 at 2.30 p.m. and at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolution with or without modifications.

ORDINARY RESOLUTION 1

PROPOSED AMENDMENT, MODIFICATION, SUBSTITUTION, VARIATION AND ALTERATION, OF THE TERMS, CONDITIONS AND PROVISIONS OF THE SUBSCRIPTION AGREEMENT DATED 2 MARCH 2016, IN RELATION TO THE EXISTING REDEEMABLE CONVERTIBLE NOTES PROGRAMME COMPRISING REDEEMABLE CONVERTIBLE COMMERCIAL PAPERS AND/OR REDEEMABLE CONVERTIBLE MEDIUM TERM NOTES (“NOTES”) WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM100.0 MILLION (“PROPOSED VARIATION”)

“**THAT** subject to the approval of all relevant authorities being obtained and/ or relevant requirements for completion being met, approval be and is hereby given to the Company to implement the Proposed Variation;

AND THAT approval be and is hereby given to the Company to allot and issue such number of new ordinary shares in Tanco (“**Tanco Shares**”) pursuant to the conversion of the Notes, from time to time during the tenure of the Notes which is extended to 29 September 2023, credited as fully paid-up, to or to the order of the Notes in accordance with the terms and conditions of the Notes;

AND THAT such new Tanco Shares to be issued arising from the conversion of the Notes, shall, upon allotment and issue, be listed on the Main Market of Bursa Malaysia Securities Berhad and rank *pari passu* in all respects with the then existing Tanco Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the relevant date of allotment of the new Tanco Shares;

AND THAT further and in addition to the powers conferred to the Board of Directors of the Company (“**Board**”) in the resolution passed on 27 July 2016, the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Variation with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed Variation.”

By Order of the Board

CHOI SIEW FUN (MAICSA 0877848)

Company Secretary
Puchong
Selangor Darul Ehsan
11 September 2019

NOTES:

- (i) Only members whose names appear on the Record of Depositors as at 18 September 2019 shall be eligible to attend, participate, speak and vote at the Meeting or to appoint proxy(ies) in his/her stead or in the case of a corporation, a duly authorised representative to attend, participate, speak and/or vote in its stead.
- (ii) A member entitled to attend, participate, speak and vote at the Meeting is entitled to appoint a proxy or proxies to attend, participate, speak and vote in his/her stead. A proxy may, but need not, be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (iii) A member may appoint up to two (2) proxies to attend, participate, speak and vote at the same Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- (iv) 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 (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. In such instance, the member shall specify the securities account number for each appointment.
- (v) Where a member of the Company is an exempt authorised nominee as defined under the SICDA 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 to the omnibus account.
- (vi) The instrument appointing a proxy or proxies shall be signed by the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (vii) For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company at No. 1, Jalan Bandar 1, Pusat Bandar Puchong, 47160 Puchong, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll. Any notice of termination of person’s authority to act as a proxy must be forwarded to the Company prior to the commencement of the Meeting or adjourned Meeting.