

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty Fifth Annual General Meeting of the Company 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 Thursday, 28 November 2019 at 9.00 a.m.

**AGENDA****AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial period ended 30 June 2019 together with the Directors' and Auditors' Reports thereon. *(Please refer to Explanatory Note (a))*
2. To approve the payment of aggregate Directors' Fees of RM600,000.00 for the period from 1 January 2019 to 30 June 2020. **(Ordinary Resolution 1)**
3. To approve the payment of aggregate Directors' benefits (excluding Directors' Fees) to the Directors up to an amount of RM200,000.00 for the period commencing from 29 November 2019 up to the next Annual General Meeting of the Company. **(Ordinary Resolution 2)**
4. To re-elect the following Directors who retire in accordance with Article 98 of the Company's Articles of Association :-
  - (a) Mr. Yao Kee Boon **(Ordinary Resolution 3)**
  - (b) Dato' Sri Ngu Tieng Ung, JP **(Ordinary Resolution 4)**
5. To re-elect Dato' Yeo Boon Leong, JP, the Director who retires in accordance with Article 92 of the Company's Articles of Association. **(Ordinary Resolution 5)**
6. To re-appoint Messrs Ecovis Malaysia PLT (formerly known as Ecovis AHL PLT) (LLP 0003185-LCA & AF 001825) as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

**AS SPECIAL BUSINESS**

7. To consider and if thought fit, to pass the following resolutions:-
  - (a) **Ordinary Resolution – Authority To Directors To Issue Shares**  
 “THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance to the provisions of the Companies Act 2016, whichever is the earlier.” **(Ordinary Resolution 7)**
  - (b) **Special Resolution – Proposed Adoption Of New Constitution Of The Company**  
 “THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof, the new Constitution as set out in Appendix A be and is hereby adopted as the Constitution of the Company with immediate effect AND THAT the Directors of the Company be hereby authorised to assent to any modifications, variations and/or amendments as may be required by the 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 foregoing.” **(Special Resolution 1)**
8. To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

HO MENG CHAN (MACS 00574)  
 WU SIEW HONG (MAICSA 7039647)  
 Company Secretaries  
 Petaling Jaya  
 Selangor Darul Ehsan.  
 30 October 2019

**Notes :-**

1. A member entitled to attend, speak and vote at the meeting is entitled to appoint up to two (2) proxies to attend, speak and vote instead of his/her behalf. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
2. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or by his/her attorney duly authorised in writing, and in the case of a corporation, shall either be given under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
3. Where a member of a Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee which holds 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. The instrument appointing a proxy and the power of attorney or other authority duly authorised in writing or if such appointor is a Corporation, under its common seal or under the hand of an officer or attorney of the Corporation duly authorised, shall be deposited at the registered office at 308, Block A (3rd Floor), Kelana Business Centre, 97, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
6. Depositors who appear in the Record of Depositors as at 22 November 2019 shall be regarded as member of the Company entitled to attend the Twenty Fifth Annual General Meeting or appoint a proxy or proxies to attend and vote on his/her behalf.

**EXPLANATORY NOTES****(a) Audited Financial Statements**

This Agenda item is meant for discussion only, as the provision of Section 340(1) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

**(b) Ordinary Resolution 1 – Directors' Fees**

This resolution, if passed, will authorise the payment of the Directors' fees to Non-Executive Directors of the Company for their services as Directors of the Company for the period from 1 January 2019 to 30 June 2020.

**(c) Ordinary Resolution 2 – Directors' Benefits Payable**

The proposed benefits payable to the Directors comprises allowances and other benefits. In determining the estimated total amount of benefits for the Directors, the Board considered various factors including the number of scheduled meetings for the Board and the Board Committees as well as the number of Directors involved in these meetings.

The estimated amount of RM200,000.00 for the relevant period is derived from the estimated Directors' benefits for the period from 29 November 2019 until the next Annual General Meeting of the Company in 2020 and the provision for other benefits (if any). Payment of the Directors' benefits will be made by the Company as and when incurred if the Proposed Ordinary Resolution 2 passed at the Twenty Fifth Annual General Meeting. The Board is of the view that it is just and equitable for the Directors of the Company to be paid the Directors' benefits as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

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

**(d) Ordinary Resolution 7- Authority To Directors To Issue Shares**

The proposed Ordinary Resolution 7, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding 10% of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance to the provisions of the Companies Act 2016, whichever is the earlier.

The proposed Ordinary Resolution 7 is to seek a renewal of the General Mandate for the issue of new ordinary shares which was approved by the shareholders at the Twenty Fourth Annual General Meeting.

At the date of this notice, 7,237,630 ordinary shares were issued pursuant to the general authority granted to the Directors for issuance of shares at the Twenty Fourth Annual General Meeting held on 29 June 2018 and which will lapse at the conclusion of the Twenty Fifth Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to funding future investment, working capital and/or acquisitions.

**(e) Special Resolution 1 - Proposed Adoption Of New Constitution Of The Company**

The Special Resolution 1, if passed, will bring the Company's Constitution in line with the Companies Act 2016 which came into force on 31 January 2017 and the updated provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and prevailing statutory and regulatory requirements. The proposed new Constitution is set out in “Appendix A” to this notice.