



**TALIWORKS CORPORATION BERHAD**  
[Registration No: 196501000264 (6052-V)]

**NOTICE IS HEREBY GIVEN** that the Twenty-Ninth Annual General Meeting ("29<sup>th</sup> AGM") of the Company will be held fully virtual at the broadcast venue at Banyan Room, Ground Floor, Sime Darby Convention Centre, No 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 16 June 2020 at 2.30 p.m. for the following purposes:

**AGENDA**

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 1)**
- To approve the payment of Directors' fees of RM922,192 in respect of the financial year ended 31 December 2019 (2018: RM1,080,000). **(Resolution 1)(Please refer to Note 2)**
- To approve the payment of Directors' fees with effect from 1 January 2020 until the next Annual General Meeting of the Company to be held in 2021. **(Resolution 2)(Please refer to Note 3)**
- To approve the payment of Directors' benefits with effect from 17 June 2020 until the next Annual General Meeting of the Company to be held in 2021. **(Resolution 3)(Please refer to Note 4)**
- To re-elect the following Directors who are retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, have offered themselves for re-election:
  - Dato' Lim Yew Boon **(Resolution 4)**
  - Lim Chin Sean **(Resolution 5)(Please refer to Note 5)**
- To re-elect the following Directors who are retiring pursuant to Clause 82 of the Constitution of the Company and being eligible, have offered themselves for re-election:
  - YAM Tunku Ali Redhauddin Ibrni Tuanku Muhriz **(Resolution 6)**
  - Datuk Roger Tan Kor Mee **(Resolution 7)(Please refer to Note 6)**
- To re-appoint Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 8)(Please refer to Note 7)**

**As Special Business**

To consider and if thought fit, with or without any modification(s), to pass the following Resolutions:

**8. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

"THAT subject to Sections 75 and 76 of the Companies Act 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 during the preceding 12 months does not exceed twenty per centum (20%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad:

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be 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 after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

**(Resolution 9)(Please refer to Note 8)**

**9. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

"THAT subject to the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature ("RRPT") with the related party(ies) as set out in Section 2.5 of the Circular to Shareholders of the Company dated 18 May 2020 ("the Circular") provided that such transactions are:

- necessary for the day-to-day operations;
- in the ordinary course of business and are on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and
- not prejudicial to the minority shareholders of the Company.

("Shareholders' Mandate").

THAT such approval shall continue to be in force and effect until:

- the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said Annual General Meeting;
- the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

**(Resolution 10)(Please refer to Note 9)**

**10. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.**

By Order of the Board

**WONG WAI FOONG**  
(SSM PC No.: 202008001472) (MAICSA 7001358)  
**TAN BEE HWEE**  
(SSM PC No.: 202008001497) (MAICSA 7021024)  
Company Secretaries

Kuala Lumpur  
Dated this 18<sup>th</sup> day of May, 2020

**Explanatory Notes on Ordinary Business / Special Business:**

**1. Item 1 of the Agenda**  
**To receive the Audited Financial Statements for the financial year ended 31 December 2019**

This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

**2. Item 2 of the Agenda**  
**To approve the payment of Directors' fees of RM922,192 in respect of the financial year ended 31 December 2019 (2018: RM1,080,000)**

The proposed Ordinary Resolution 1, if passed, will give authority to the Company to pay the Directors' fees of RM922,192 in respect of the financial year ended 31 December 2019. The Directors' fees were calculated based on the rate of RM200,000 per year for Chairman of the Board, RM160,000 per year for Chairman of the Audit and Risk Management Committee and RM120,000 per year for other Directors. The quantum of the Directors' fees remained unchanged. The difference in Directors' fees for the financial year ended 31 December 2019 as compared to the previous year was due to the retirement and resignation of two Directors respectively on 30 May 2019, and in place thereof, two Directors were appointed on 27 November 2019.

**3. Item 3 of the Agenda**  
**To approve the payment of Directors' fees with effect from 1 January 2020 until the next Annual General Meeting of the Company to be held in 2021**

The proposed Ordinary Resolution 2, if passed, will give authority to the Company to pay the Directors' fees with effect from 1 January 2020 until the next Annual General Meeting of the Company to be held in 2021, as and when their services are rendered. The quantum of the Directors' fees for each category of Directors remains unchanged as compared with the year 2019.

The Directors' fees were calculated based on the rate of RM200,000 per year for Chairman of the Board, RM160,000 per year for Chairman of the Audit and Risk Management Committee and RM120,000 per year for other Directors.

**4. Item 4 of the Agenda**  
**To approve the payment of Directors' benefits with effect from 17 June 2020 until the next Annual General Meeting of the Company to be held in 2021**

The proposed Ordinary Resolution 3, if passed, will give authority to the Company to pay the Directors' benefits with effect from 17 June 2020 until the next Annual General Meeting of the Company to be held in 2021.

The Directors' benefits comprise the following and will be paid as and when incurred:

Benefits	Description	Amount
Meeting allowance	Chairman of the Board/ Board Committees	RM1,600 per meeting
	Members of the Board/ Board Committees	RM1,000 per meeting
Directors' and Officers' Indemnity Insurance	-	RM14,500

**5. Item 5 of the Agenda**  
**To re-elect the following Directors who are retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, have offered themselves for re-election:**

- Dato' Lim Yew Boon
- Lim Chin Sean

The Nominating Committee ("NC") of the Company has assessed the criteria and contribution of Dato' Lim Yew Boon and Mr. Lim Chin Sean and recommended for their re-election at the forthcoming Annual General Meeting. The Board endorsed the NC's recommendation that Dato' Lim Yew Boon and Mr. Lim Chin Sean be re-elected as Directors of the Company. Please refer to the Corporate Governance Overview Statement or Corporate Governance Report for further details on the assessment conducted by the NC and the Board.

**6. Item 6 of the Agenda**  
**To re-elect the following Directors who are retiring pursuant to Clause 82 of the Constitution of the Company and being eligible, have offered themselves for re-election:**

- YAM Tunku Ali Redhauddin Ibrni Tuanku Muhriz
- Datuk Roger Tan Kor Mee

Pursuant to Clause 82 of the Constitution of the Company, any director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.

YAM Tunku Ali Redhauddin Ibrni Tuanku Muhriz and Datuk Roger Tan Kor Mee who were appointed on 27 November 2019 shall hold office until the conclusion of the 29<sup>th</sup> AGM and shall be eligible for re-election pursuant to Clause 82 of the Constitution of the Company.

**7. Item 7 of the Agenda**  
**To re-appoint Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration**

The Audit and Risk Management Committee ("ARMC") had conducted assessment on the performance of Deloitte PLT. Please refer to the Corporate Governance Overview Statement or Corporate Governance Report for further details on the assessment conducted by ARMC.

**8. Item 8 of the Agenda**  
**Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Ordinary Resolution 9 is intended to renew the authority granted to the Directors of the Company at the Twenty-Eighth Annual General Meeting of the Company held on 30 May 2019, and if passed, will give the Directors authority to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of shares to be issued during the preceding 12 months does not exceed 20% of the total number of the issued shares (excluding treasury shares) of the Company for the time being (hereinafter referred to as the "General Mandate").

The General Mandate granted by the shareholders at the Twenty-Eighth Annual General Meeting of the Company held on 30 May 2019 had not been utilised and hence, no proceeds were raised therefrom.

The renewal of the General Mandate will enable the Directors to take swift action for allotment of new shares for any possible fund raising activities, including but not limited to placing of new shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of new shares.

**9. Item 9 of the Agenda**  
**Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**

The proposed Ordinary Resolution 10 is intended to seek shareholders' mandate to renew the existing shareholders' mandate granted by the shareholders of the Company at the Twenty-Eighth Annual General Meeting held on 30 May 2019 for recurrent related party transactions. The Proposed Shareholders' Mandate will enable the Group to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms and transaction prices 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.

The Proposed Shareholders' Mandate would eliminate the need to convene separate general meetings from time to time to seek shareholders' approvals as and when potential recurrent related party transactions arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Company and its subsidiaries.

Further information on the proposed Ordinary Resolution 10 is set out in the Circular to Shareholders dated 18 May 2020.

**Notes:**

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the 29<sup>th</sup> Annual General Meeting ("AGM") of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPV") facilities which are available on Boardroom Share Registrars Sdn Bhd's website at Boardroom Smart Investor Online Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my). Please follow the procedures provided in the Administrative Guide for the 29<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
- The venue of the 29<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the 29<sup>th</sup> AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. No shareholder(s)/proxy(ies) from the public will be physically present at the meeting venue.
- In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 10 June 2020 shall be eligible to attend the 29<sup>th</sup> AGM.
- A member/shareholder of the Company entitled to attend and vote at the 29<sup>th</sup> AGM is entitled to appoint more than one (1) proxy but not more than two (2) proxies to attend and vote in his stead. Where a member/shareholder appoints two (2) proxies to attend and vote at the 29<sup>th</sup> AGM, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the 29<sup>th</sup> AGM shall have the same rights as the member of the Company to speak at the 29<sup>th</sup> AGM.
- The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("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 of each omnibus account it holds.
- Where a member is an authorised nominee as defined under 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. Where the authorised nominee appoints two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of its securities account, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy and if signed by an attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited with the Share Registrars of the Company at Boardroom Share Registrars Sdn Bhd, 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Section 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than twenty four (24) hours before the time for holding the 29<sup>th</sup> AGM, i.e. by 2.30 p.m. on Monday, 15 June 2020 or any adjournment thereof. Alternatively, the form of proxy can be deposited electronically through the Share Registrar's website, Boardroom Smart Investor Online Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my) before the proxy form lodgement cut-off time as mentioned above.

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### 29<sup>th</sup> Annual General Meeting

Tuesday, 16 June 2020 at 2.30 p.m.

#### Broadcast Venue:

Banyan Room, Ground Floor, Sime Darby Convention Centre, No 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur.

### Dear Shareholders,

Your health and safety is Taliworks Corporation Berhad's ("Taliworks" or "the Company") utmost priority.

Due to the unprecedented circumstances arising from the precautionary measures that have been implemented nationally to limit the spread of the coronavirus disease ("Covid-19"), and in particular, the Government of Malaysia's directive for practising social distancing, the Company will conduct the 29<sup>th</sup> AGM ("AGM") entirely via a Remote Participation and Electronic Voting ("RPV") facilities.

The Company invites shareholders to participate and follow the entire proceedings of the upcoming AGM from their home or office as the AGM would be conducted fully electronically and remotely. The AGM will be conducted in accordance with the practices that have already been adopted by other internationally developed capital markets. The AGM is transparent, has a high level of integrity and is environmentally friendly. Our approach also supports the Government's directive to ban mass gathering as part of its safety measure to contain the spread of Covid-19, while concurrently observing the deadline for holding of AGMs as stipulated in the Companies Act 2016.

### Request for Printed Annual Report and/or Circular

1. In line with Taliworks' commitment to sustainable business practices, we are using QR code application to reduce our carbon footprint by saving paper and therefore reducing our impact on the environment. You can view and download the digital version of the following documents from our Company's corporate website at <https://taliworks.com.my/general-meeting/>.



- a. Annual Report 2019 ("AR2019")
- b. Corporate Governance Report 2019
- c. Notice of the fully virtual AGM and Proxy Form
- d. Circular in relation to the renewal of existing Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature dated 18 May 2020 ("Circular")
- e. Administrative Guide
- f. Requisition Form for AR2019 and/or Circular ("Requisition Form")

2. We strongly recommend that you download the digital version of the documents, taking into consideration of the carbon footprints arising from the production and delivery of the documents.
3. However, should you require a printed copy of the AR2019 and/or Circular, you may submit your request by completing the Requisition Form and returning it to our Share Registrar, Boardroom Share Registrars Sdn. Bhd. ("Share Registrar" or "Boardroom"), by mail or fax. Alternatively, you may also make your request through telephone/email to our Share Registrar at the number/email address given below. The Share Registrar will endeavour to forward the printed documents to you within four (4) market days from the date of receipt of the verbal or written request.
4. Should you require any assistance on the above, kindly contact our Share Registrar at +603-7890 4700 or [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

### No Door Gifts

5. For the upcoming AGM, there will be no distribution of door gifts for Members/Proxies who participate in the AGM.

### Entitlement to Participate and Vote

6. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on Wednesday, 10 June 2020 shall be eligible to participate in the AGM.

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## Form of Proxy

7. Shareholders are encouraged to go online, participate, and vote remotely at the AGM using the RPV facilities.
8. A member/shareholder of the Company entitled to participate and vote at the AGM is entitled to appoint more than one (1) proxy but not more than two (2) proxies to participate and vote in his/her stead. Where a member/shareholder appoints two (2) proxies to participate and vote at the AGM, such appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate and vote at the AGM shall have the same rights as the member of the Company to speak at the AGM.
9. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or 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.
10. The proxy form must be completed, signed and lodged with the Company via the following, not less than twenty four (24) hours i.e. before 2.30 p.m. on Monday, 15 June 2020 or any adjournment thereof:
  - a. By postal/courier/hand deliver to our Share Registrar, Boardroom Share Registrar Sdn. Bhd.
  - b. By fax to +603 7890 4670;
  - c. Online via the Boardroom Smart Investor Portal (BSR) at [www.boardroomlimited.my](http://www.boardroomlimited.my), which is free and available to all individual Depositors. Kindly refer to the guidelines below to navigate through the portal:-

### **Register Online with Boardroom Smart Investor Portal (for first time registration only)**

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to item 2. E-Proxy Lodgement]*

- a. Access website [www.boardroomlimited.my](http://www.boardroomlimited.my).
- b. Click <<Register>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKAD (front and back) or Passport.
- d. Please enter a valid email address and wait for BSR's email verification.
- e. The registration of your e-Proxy Account would be verified and approved within one business day and an e-mail notification would be provided.

### **E-Proxy Lodgement**

- a. Login to [www.boardroomlimited.my](http://www.boardroomlimited.my) using your user id and password above.
  - b. Go to e-Proxy Lodgement and browse Meeting List. Click <<Apply>> for the Company that you want to lodge your proxy form.
  - c. Read the Terms & Conditions and confirm the Declaration.
  - d. Enter the CDS account number and the total number of securities held.
  - e. Select your proxy - either the Chairman of the Meeting ("Chairman") or individual named proxy(s) and enter the required particulars of your proxy(s).
  - f. Indicate your voting instructions – For, Against or Abstain, otherwise your proxy will decide your vote.
  - g. Review & confirm your proxy(s) appointment.
  - h. Click submit.
  - i. Download or print the e-Proxy form acknowledgement.
- Should you require further clarification on navigating within the Boardroom Smart Investor Portal please contact BSR at +603 7890 4670 or [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com).

## Voting Procedure

11. The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements.
12. The Company has appointed Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Boardroom Corporate Services Sdn. Bhd. as Independent Scrutineers to verify the poll results.
13. During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
14. For the purposes of this AGM, e-Voting will be carried out via personal smart mobile phones, tablets or personal computer/laptops.

15. There are three (3) methods for members and proxies who wish to use their personal voting device to vote. The methods are:-
  - a. Download the free Lumi AGM from Apple App Store or Google Play Store prior to the meeting OR
  - b. Using QR Scanner Code given in the email to you OR
  - c. Using website URL <https://web.lumiagm.com/>
16. The polling will only commence after the announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
17. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Scrutineers will announce the results thereafter and the Chairman will declare whether the resolutions put to vote were successfully carried or not.

#### **Remote Participation and Electronic Voting (RPV)**

18. Please note that this option is available to:
  - a. individual members;
  - b. corporate shareholder;
  - c. Authorised Nominee; and
  - d. Exempt Authorised Nominee
19. If you choose to participate in the meeting online, you will be able to view a live webcast of the AGM, ask the board questions and submit your votes in real time whilst the AGM is in progress.
20. Shareholders who are unable to participate in the AGM are encouraged to appoint the Chairman to vote on their behalf. You may use Boardroom Smart Investor Portal proxy appointment service to submit your proxy appointment.
21. Kindly follow the steps below on how to request for login ID and password.

#### **Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration only)**

*[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2. Submit request for Remote Participation user ID and password.]*

- a. Access website [www.boardroomlimited.my](http://www.boardroomlimited.my)
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete registration and upload softcopy of MyKAD (front and back) or Passport.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one business day and an email notification will be provided.

#### **Step 2 – Submit Request for Remote Participation User ID and Password**

*[Note: The registration for remote access will be opened on Monday, 18 May 2020]*

##### **Individual Members**

- Login to [www.boardroomlimited.my](http://www.boardroomlimited.my) using your user id and password above.
- Select "Hybrid /Virtual Meeting" from main menu and select the correct Corporate Event "TCB 29<sup>th</sup> VIRTUAL AGM"
- Enter your CDS Account.
- Read and agree to the terms & condition and thereafter submit your request.

##### **Corporate Shareholders**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- Corporate shareholder must also provide a copy of Corporate Representative's MyKad (Front and Back) as well as his/her email address.

##### **Authorised Nominee and Exempt Authorised Nominee**

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request.
  - **Authorised nominee and exempt authorised nominee** must also provide a copy of the Proxy Holder's MyKad (Front and Back) as well as his/her email address.
- a. You will receive a notification from Boardroom that your request has been received and is being verified.
  - b. Upon system verification against the AGM's Record of Depositories, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.

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- c. You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
- d. Please note that the closing time to submit your request is at 2:30 pm on Monday, 15 June 2020 (24 hours before the AGM).

### **Step 3 – Login to Virtual Meeting Portal**

*[Please note that the quality of the connectivity to Virtual Meeting Portal for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]*

- a. The Virtual Meeting portal will be open for login at 1.30 pm on Tuesday, 16 June 2020 i.e. starting an hour (1 hour) before the commencement of AGM.
- b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2 above)
- c. The steps will also guide you how to view live web cast, ask questions and vote.
- d. The live web cast will end and the Messaging window will be disabled the moment the Chairman announces the closure of the AGM.
- e. You can now logout from Virtual Meeting Portal.

### **Participation through Live Webcast, Question and Voting at the AGM**

22. The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions to be tabled at the AGM as well as financial performance/prospects of the Company.
23. Shareholders may proceed to cast votes on each of the proposed resolutions, to be tabled at the AGM after the Chairman has opened the poll on the resolutions. Shareholders are reminded to cast their votes before the poll is closed.

### **Presentation at the AGM**

24. Shareholders who participate in the AGM are able to view the Company's presentation or slides, if any, via the live web streaming.

### **Procedure of the AGM**

25. The Login User Guide for participation, posing questions and voting at the AGM, will be emailed to you together with your remote access user ID and password once your registration has been approved by the Share Registrar.
26. No recording of the AGM proceedings is allowed without the prior written permission of the Company.
27. You must ensure that you are connected to the internet at all times in order to participate and vote when the AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the AGM is maintained. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

### **Communication Guidance**

28. Shareholders are reminded to monitor the Company's website and announcements for any changes to the arrangements of the AGM.

### **Enquiry**

Should you have general queries prior to the AGM, please contact us during office hours from 9.00 a.m. to 6.00 p.m., as follows:

#### **Contact Person:**

Catherina Yeoh / Nur Adlina Izuddin

T +603 2788 9100

E catherina.yeoh@taliworks.com.my / adlina.izuddin@taliworks.com.my

Should you have any queries relating to the participation of AGM, entitlement to participate and vote, registration, voting procedure and Proxy Form, please contact our Share Registrar during office hours from 8.30 a.m. to 5.30 p.m., as follows:

#### **Contact Person:**

Mohamed Sophiee / Yusliana Yusof

T +603 7890 4700

E mohamed.sophiee@boardroomlimited.com / yusliana.yusof@boardroomlimited.com

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# FORM OF PROXY



**TALIWORKS CORPORATION**  
LGB Group

CDS Account No.	
No. of ordinary shares held	

\*I/We (full name) \_\_\_\_\_  
bearing \*NRIC No./Passport No./Company No. \_\_\_\_\_  
of (full address) \_\_\_\_\_  
being a shareholder of Taliworks Corporation Berhad ("the Company") (196501000264) (6052-V) hereby appoint:  
First Proxy "A"

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings to be represented	
		No. of Shares	%
Full Address			

and /or failing \*him/her,  
Second Proxy "B"

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings to be represented	
		No. of Shares	%
Full Address			

100%

or failing \*him/her, the \*Chairman of the Meeting as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the Twenty-Ninth Annual General Meeting of the Company to be held fully virtual at the broadcast venue at Banyan Room, Ground Floor, Sime Darby Convention Centre, No 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 16 June 2020 at 2.30 p.m. and at any adjournment thereof.

In the case of a vote by a show of hands, my proxy \_\_\_\_\_ (one only) shall vote on \*my/our behalf.

Please indicate with an "X" in the spaces provided below as to how you wish your votes to be casted. If no specific direction as to voting is given, the proxy will vote or abstain from voting at \*his/her discretion.

Item	Agenda	Resolution No.	For	Against
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon.			
<b>Ordinary Resolutions</b>				
2.	To approve the payment of Directors' fees of RM922,192 in respect of the financial year ended 31 December 2019 (2018: RM1,080,000).	1		
3.	To approve the payment of Directors' fees with effect from 1 January 2020 until the next Annual General Meeting of the Company to be held in 2021.	2		
4.	To approve the payment of Directors' benefits with effect from 17 June 2020 until the next Annual General Meeting of the Company to be held in 2021.	3		
5. (a)	To re-elect Dato' Lim Yew Boon who is retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, has offered himself for re-election.	4		
5. (b)	To re-elect Lim Chin Sean who is retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, has offered himself for re-election.	5		
6. (a)	To re-elect YAM Tunku Ali Redhauddin Ibni Tuanku Muhriz who is retiring pursuant to Clause 82 of the Constitution of the Company and being eligible, has offered himself for re-election.	6		
6. (b)	To re-elect Datuk Roger Tan Kor Mee who is retiring pursuant to Clause 82 of the Constitution of the Company and being eligible, has offered himself for re-election.	7		
7.	To re-appoint Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	8		
<b>Special Business</b>				
8.	<b>Ordinary Resolution:</b> Authority to issue shares pursuant to sections 75 and 76 of the Companies Act 2016.	9		
9.	<b>Ordinary Resolution:</b> Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	10		

As witness my/our hand(s) this day \_\_\_\_\_ of \_\_\_\_\_, 2020.

\* Strike out whichever not applicable.

\_\_\_\_\_  
\*Signature/Common Seal of Shareholder  
Contact number:

Notes:

1. As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the 29<sup>th</sup> Annual General Meeting ("AGM") of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPV") facilities which are available on Boardroom Share Registrars Sdn Bhd's website at Boardroom Smart Investor Online Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my). Please follow the procedures provided in the Administrative Guide for the 29<sup>th</sup> AGM in order to register, participate and vote remotely via the RPV facilities.
2. The venue of the 29<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the 29<sup>th</sup> AGM is to inform shareholders where the electronic AGM production and streaming would be conducted from. No shareholder(s)/proxy(ies) from the public will be physically present at the meeting venue.
3. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 10 June 2020 shall be eligible to attend the 29<sup>th</sup> AGM.
4. A member/shareholder of the Company entitled to attend and vote at the 29<sup>th</sup> AGM is entitled to appoint more than one (1) proxy but not more than two (2) proxies to attend and vote in his stead. Where a member/shareholder appoints two (2) proxies to attend and vote at the 29<sup>th</sup> AGM, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the 29<sup>th</sup> AGM shall have the same rights as the member of the Company to speak at the 29<sup>th</sup> AGM.
5. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or his 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.
6. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("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 of each omnibus account it holds.
7. Where a member is an authorised nominee as defined under 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. Where the authorised nominee appoints 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, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
8. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited with the Share Registrars of the Company at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Section 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than twenty four (24) hours before the time for holding the 29<sup>th</sup> AGM, i.e. by 2.30 p.m. on Monday, 15 June 2020 or any adjournment thereof. Alternatively, the form of proxy can be deposited electronically through the Share Registrar's website, Boardroom Smart Investor Online Portal at [www.boardroomlimited.my](http://www.boardroomlimited.my) before the proxy form lodgement cut-off time as mentioned above.

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The Share Registrars  
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