



登高集團

TANCO HOLDINGS BERHAD

(Registration No. 195801000190 (3326-K))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Tanco Holdings Berhad (“**Tanco**” or the “**Company**”) will be conducted fully virtual at the Broadcast Venue to be held at Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia on Wednesday, 3 June 2020 at 10.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications by way of poll:-

ORDINARY RESOLUTION

PROPOSED SETTLEMENT OF DEBTS OWING TO A DIRECTOR OF THE COMPANY, NAMELY ANDREW TAN JUN SUAN (THE GROUP MANAGING DIRECTOR OF TANCO) (“ANDREW TAN”) AMOUNTING TO RM17,079,920 TO BE FULLY SATISFIED VIA THE ISSUANCE OF 341,598,402 NEW ORDINARY SHARES IN TANCO (“SETTLEMENT SHARES”) AT AN ISSUE PRICE OF RM0.05 PER SETTLEMENT SHARE (“PROPOSED SETTLEMENT”)

“**THAT** subject to all the requisite approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) for the following:-

- (i) to allot and issue 341,598,402 Settlement Shares to the nominee of Andrew Tan, TJN Capital Sdn Bhd (a major shareholder of Tanco and a company controlled by Andrew Tan), for the full settlement of debts owing by Tanco and its subsidiaries to Andrew Tan as at 31 January 2020 amounting to RM17,079,920, subject to the terms and conditions as set out in the settlement agreement dated 5 March 2020 entered into between Andrew Tan, TJN Capital Sdn Bhd and Tanco for the Proposed Settlement; and
- (ii) such Settlement Shares shall, upon allotment and issuance, be listed on the Main Market of Bursa Malaysia Securities Berhad and rank equally in all respects with then existing ordinary shares in Tanco;

AND THAT the Board be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary to give effect and complete the Proposed Settlement and to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient to implement, finalise, and give full effect and to complete the Proposed Settlement.”

By Order of the Board
TANCO HOLDINGS BERHAD

CHOI SIEW FUN (MAICSA 0877848)

Company Secretary
Puchong
Selangor Darul Ehsan

19 May 2020

Notes:-

(1) The meeting will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting (“**RPV**”) facilities which are available on Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my>. Please follow the procedures as set out in Appendix II of the circular to shareholders of the Company dated 19 May 2020 in order to register, participate and vote remotely via the RPV facilities.

A copy of the said circular is available for download at the Company’s website at <https://www.tancohldings.com/> and Bursa Securities website at <https://www.bursamalaysia.com>. Should you require a printed copy of the circular, please forward your request to the Share Registrar’s office at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia or emailing them at bsr.helpdesk@boardroomlimited.com or calling their general line at +603 7890 4700.

(2) The Broadcast Venue 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. No shareholders / proxy(ies) from the public shall be physically present at nor admitted to the Broadcast Venue.

(3) Only members whose names appear on the Record of Depositors as at 22 May 2020 shall be eligible to 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 participate, speak and/or vote in its stead.

(4) A member entitled to participate, speak and vote at the meeting is entitled to appoint a proxy or proxies to 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 participate, speak and vote at the meeting shall have the same rights as the member to speak at the meeting.

(5) A member may appoint up to two (2) proxies to 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.

(6) 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.

(7) 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.

(8) 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.

(9) For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Share Registrar’s office at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia, not less than 48 hours before the time set for holding the EGM or any adjournment thereof.