



TH HEAVY ENGINEERING BERHAD

(Registration No. 200301032354 (634775-D))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of TH Heavy Engineering Berhad (“**Company**”) will be held at Platinum Ballroom, Level 2, Novotel Kuala Lumpur City Centre, 2 Jalan Kia Peng, 50450 Kuala Lumpur, Wilayah Persekutuan on Friday, 14 August 2020 at 10:30 a.m. or immediately following the conclusion or the adjournment (as the case may be) of the Sixteenth Annual General Meeting of the Company, which will be held at the same venue and on the same day at 10:00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED EXEMPTION TO URUSHARTA JAMAAH SDN BHD (“UJSB”) UNDER PARAGRAPH 4.08(1)(C) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS (“RULES”) FROM THE OBLIGATION TO UNDERTAKE A MANDATORY TAKE-OVER OFFER ON ALL REMAINING ORDINARY SHARES IN TH HEAVY ENGINEERING BERHAD (“THHE” OR “COMPANY”) (“THHE SHARES” OR “SHARES”) NOT ALREADY HELD BY IT UPON THE ISSUANCE OF NEW THHE SHARES PURSUANT TO THE MANDATORY CONVERSION OF THE OUTSTANDING ISLAMIC IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (“ICPS-I”) HELD BY IT (“PROPOSED EXEMPTION”)

“**THAT** subject to the passing of this Ordinary Resolution and the approvals and / or consents of the Securities Commission Malaysia (“**SC**”) and / or any other relevant authorities or parties (where required) including such conditions as may be imposed by the SC, approval be and is hereby given for UJSB to be exempted from the obligation to undertake a mandatory take-over offer to acquire all the remaining Shares of the Company not already held by it which would arise pursuant to the mandatory conversion of the ICPS-i;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things, take such steps, execute such documents and enter into any arrangement, agreement and / or undertaking with any party or parties as they may deem fit, necessary or expedient or appropriate in order to finalise, implement and / or give full effect to the Proposed Exemption with full power to assent to any term, condition, modification, variation and / or amendment as may be agreed to / required by any relevant authority or as a consequence of any such requirement as may be deemed necessary and / or expedient in the best interest of the Company.”

By Order of the Board of

TH HEAVY ENGINEERING BERHAD

CHUA SIEW CHUAN (SSM PC NO. 201908002648 | MAICSA 0777689)

TAN LEY THENG (SSM PC NO. 201908001685 | MAICSA 7030358)

Company Secretaries

30 July 2020

Kuala Lumpur

Notes:

- (1) In respect of deposited securities, only members whose names appear in the Record of Depositors on 7 August 2020 shall be eligible to attend the EGM.
- (2) A member entitled to attend and vote at the EGM, shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the EGM, he or she specifies the proportion of his or her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- (3) A proxy needs not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM of the Company shall have the same rights as the members to attend, participate, speak and vote at the EGM and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (4) Where a member of the company is an authorised nominee as defined under the Securities Industry (Central Depository) 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.
- (5) Where a member of the Company is an exempt authorised nominee which holds Deposited Securities 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.
- (6) The instrument appointing a proxy shall be in writing under the hand of the member or his / her attorney duly authorised in writing or, if the member is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised.
- (7) The instrument appointing a proxy shall be deposited at the office of the Company’s Share Registrar at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof.