



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Sixth Annual General Meeting of Ta Win Holdings Berhad will be conducted as a fully virtual meeting through live streaming from the broadcast venue at Meeting Room of Ta Win Holdings Berhad of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Malaysia on Thursday, 10 December 2020 at 10.00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A.
- To re-elect the following Directors who retire in accordance with Article 110 of the Company's Constitution:-
(a) Mr. Tan Poo Chuan
(b) Datin Seri Azreen Binti Abu Noh
- To re-elect Datuk Zakaria Bin Sharif, the Director who retire in accordance with Article 109 of the Company's Constitution.
- To approve the payment of aggregate Directors' Fees of RM600,000.00 for the period from 1 July 2020 until the conclusion of the next Annual General Meeting of the Company.
Please refer to Explanatory Note B.
- To approve the payment of aggregate Directors' benefits (excluding Directors' Fees) to the Directors up to an amount of RM200,000.00 from the date of the forthcoming Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
Please refer to Explanatory Note C.
- To re-appoint Messrs Ecovis Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Resolution 1
Resolution 2
Resolution 3
Resolution 4
Resolution 5
Resolution 6

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without modifications:-

7. ORDINARY RESOLUTION

AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"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 (20%) 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 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."

Please refer to Explanatory Note D.

Resolution 7

8. SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

"THAT the proposed amendment to the Constitution of the Company as set out below, be and is hereby approved and adopted AND THAT the Board of Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendment for and on behalf of the Company:-

Existing Article 101- Deposit of instrument of proxy

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

Proposed Article 101- Deposit of instrument of proxy

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority, shall be deposited at the Office or at such other place within Malaysia or **by way of electronic means or in such other manner** as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid."

Special Resolution 1

- To transact any other business for which due notice shall have been given.

By Order of the Board

KIMBERLY ONG SWEET EE

SSM Practising Certificate No.: 201908000841
LS0009852
Company Secretary
Kuala Lumpur
28 October 2020

Notes :-

- A member of the Company entitled to attend, participate, speak and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies (or in the case of a corporation, to appoint a representative) to attend, participate, speak and vote in his stead. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints two (2) proxies, he shall specify the proportions of his holdings to be represented by each proxy, failing which, the appointment shall be invalid. As guided by the Securities Commission Malaysia's Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent revisions, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshbs.com.my during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/Management/relevant advisers during the Meeting.
- A Member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA") may appoint 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 a Member is an Exempt Authorised Nominee 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.
- If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- The instrument appointing a proxy(ies) must be deposited at the Share Registrar's office at Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof.
- Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services ePortal at <https://sshbs.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting for further details as attached in the Annual Report.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors ("ROD") as at 3 December 2020. Only a depositor whose name appears on the ROD as at 3 December 2020 shall be entitled to attend the said Meeting or appoint proxy(ies) to attend and/or vote on such depositor's behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions at the Annual General Meeting will be voted by poll.

Note B

Section 230(1) of the Companies Act, 2016 requires that the fees of the directors and any benefits payable to the directors be approved at the general meeting.

The proposed Ordinary Resolution 4, 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 July 2020 until the conclusion of the next Annual General Meeting of the Company.

Note C

Section 230(1) of the Companies Act, 2016 requires that the fees of the directors and any benefits payable to the directors be approved at the general meeting.

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 of Directors ("Board") considered various factors including the number of scheduled meetings for the Board and the Board Committees as well as the number of the Directors involved in these meetings.

The estimated amount of RM200,000.00 for the relevant period is derived from the estimated directors' benefits from the date of the forthcoming Annual General Meeting until the conclusion of the next Annual General Meeting of the Company 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 5 passed at the Twenty Sixth 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.

Note D

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 20% of the issued share capital of the Company for the time being, for such purposes as they considered 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 Fifth Annual General Meeting. At the date of this notice, no new shares in the Company were issued and allotted pursuant to the general mandate given to the Directors at the last Annual General Meeting held on 28 November 2020 and which will lapse at the conclusion of the Twenty Sixth Annual General Meeting.

The Board, having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders. This 20% General Mandate will provide flexibility for the Company for any possible fund raising activities and enable the Company, should it required to do so, to meet its funding requirements for working capital or strategic development of the Group and operational expenditure, expeditiously and efficiently. This would eliminate any delay arising from and cost involved in convening a separate general meeting to obtain approval of the shareholders for such issuance of shares during this challenging period. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting.

This 20% General Mandate may be utilised by listed corporations to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated.

Note E

The proposed Special Resolution 1, if passed, will enhance the administrative efficiency on handling the Proxy Form.

EXPLANATORY NOTES:-

Note A

This Agenda is meant for discussion only, as the provisions of Section 340(1)(a) 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 to shareholders for voting.



WHAT IS Securities Services e-Portal?

Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “e-Services”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by Ta Win Holdings Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Mr. Jerry Tan (DID: +603 2084 9165) or Ms. Rachel Ou (DID: +603 2084 9161) or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours, on Monday to Friday from 8.30 a.m. to 5.30 p.m. Alternatively, you may email us at eservices@sshbs.com.my.

BEFORE THE MEETING

(A) Register as a User of Securities Services e-Portal	
Step 1 Visit https://sshbs.net.my/login.aspx Step 2 Register as a user Step 3 Wait for our notification email that will be sent within one (1) working day Step 4 Verify your user account within seven (7) days of the notification email and log in	<ul style="list-style-type: none"> • This is a ONE-TIME registration. If you are already a registered user of Securities Services e-Portal, you need not register again. • Your email address is your User ID.
ALL SHAREHOLDERS MUST REGISTER AS A USER BY 4 DECEMBER 2020, AS ONE (1) WORKING DAY IS REQUIRED TO PROCESS ALL PORTAL USER REGISTRATIONS.	
(B) Register for Remote Participation	
Meeting Date and Time	Registration for Remote Participation Closing Date and Time
26 th Annual General Meeting (“AGM”), on Thursday, 10 December 2020 at 10:00 a.m.	Tuesday, 8 December 2020 at 10:00 a.m.
<ul style="list-style-type: none"> ➤ Log in to https://sshbs.net.my/login.aspx with your registered email and password ➤ Look for Ta Win Holdings Berhad under Company Name and 26th AGM on 10 December 2020 at 10:00 a.m. – Registration for Remote Participation under Corporate Exercise / Event and click “>” to register for remote participation at the meeting. 	
Step 1 Check if you are attending as – <ul style="list-style-type: none"> ▪ Individual shareholder ▪ Corporate or authorised representative of a body corporate <i>For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The <u>original</u> evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.</i>	

Step 2 Enter your CDS account number or the body corporate's CDS account number.

- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to all the **CDS account(s)** of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a fully virtual basis and only the Chairman and other essential individuals will be present at the broadcast venue, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

ON THE DAY OF THE MEETING

Log in to <https://sshsb.net.my/login.aspx> with your registered email and password

(C) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
26 th AGM, on Thursday, 10 December 2020 at 10:00 a.m.	Thursday, 10 December 2020 at 9:30 a.m.

- Look for **Ta Win Holdings Berhad** under Company Name and **26th AGM on 10 December 2020 at 10:00 a.m. – Live Stream Meeting** under Corporate Exercise / Event and click ">" to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(D) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
26 th AGM, on Thursday, 10 December 2020 at 10:00 a.m.	Thursday, 10 December 2020 at 10:00 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR
- If you are logging in directly to vote or not accessing from the Live Stream Meeting, look for **Ta Win Holdings Berhad** under Company Name and **26th AGM on 10 December 2020 at 10:00 a.m. – Remote Voting** under Corporate Exercise / Event and click ">" to remotely cast and submit the votes online for the resolutions tabled at the meeting.

Step 1 Cast your votes by clicking on the radio buttons against each resolution.

Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted e-Voting can be accessed via **My Records** (refer to the left navigation panel).