

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of TA Enterprise Berhad ("**TAE**" or "**Company**") will be conducted entirely through live streaming from the broadcast venue at The Auditorium, 10th Floor, Menara TA One, 22, Jalan P. Ramlee, 50250 Kuala Lumpur on Monday, 30 November 2020 at 11.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION OF ADDITIONAL INTEREST IN TA GLOBAL BERHAD ("**TAG**") VIA A PROPOSED CONDITIONAL VOLUNTARY TAKE-OVER OFFER ("**PROPOSED VGO**") BY TAE TO ACQUIRE UP TO 2,119,389,362 ORDINARY SHARES IN TAG ("**TAG SHARES**") ("**OFFER SHARES**"), REPRESENTING UP TO 39.83% EQUITY INTEREST IN TAG, FOR A CONSIDERATION OF RM0.28 PER OFFER SHARE WHICH SHALL BE SATISFIED BY WAY OF THE CASH OPTION OR SHARE EXCHANGE OPTION**

"**THAT**, subject to the passing of Ordinary Resolution 2, approval be and is hereby given for the Company to acquire all the TAG Shares from the holders of such Offer Shares for a consideration of RM0.28 per Offer Share which shall be satisfied, in accordance with the terms and conditions as set out in the offer document dated 13 November 2020 which sets out the details, terms and conditions of the Proposed VGO ("**Offer Document**"), by way of:

- (i) a cash consideration of RM0.28 for every 1 Offer Share surrendered ("**Cash Option**"); or
- (ii) a share exchange based on an exchange ratio of 0.4275 new ordinary share in TAE ("**TAE Shares**") ("**Consideration Shares**") for every 1 Offer Share surrendered;

**THAT**, approval be and is hereby given to TAE to acquire 823,725,520 TAG Shares held by Datuk Tiah Thee Kian ("**Datuk TTK**"), Datin Tan Kuay Fong, Tiah Joo Kim, Tiah Ee Laine, Tiah Sook Lin, Kimmy Khoo Poh Kim, Dato' Tiah Thee Seng, Ong Khay Soon and Tiah Thee Ngiam (collectively referred to as "**PACs in TAG**") in accordance with the irrevocable undertakings and confirmations provided by the PACs in TAG;

**THAT**, authority be and is hereby given to the board of Directors of TAE ("**Board**") to allot and issue up to 904,404,192 Consideration Shares, in accordance with the terms and conditions contained in the Offer Document;

**THAT**, the Consideration Shares shall upon allotment and issuance, rank equally in all respects with the existing TAE Shares, save and except that the holders of such Consideration Shares will not be entitled to any declaration and/or payment of dividend or other distribution made (collectively referred to as "**Distribution**"), the entitlement date of which is prior to the date of allotment of such Consideration Shares;

**AND THAT**, the Board be and are hereby authorised to sign and execute all documents, do all things and act as may be required to give full effect to the aforesaid Proposed VGO with full power to assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required by the relevant authorities to deal with all matters relating thereto and take such steps and do all acts and things in any manner as the Board deem fit or expedient to implement, finalise and give full effect to the Proposed VGO."

**ORDINARY RESOLUTION 2**

**PROPOSED ISSUANCE OF UP TO 555,506,253 NEW TAE SHARES ("**SUBSCRIPTION SHARES**") AT AN ISSUE PRICE OF RM 0.655 EACH TO BE SUBSCRIBED BY DATUK TTK TO FUND THE CASH OPTION PURSUANT TO THE PROPOSED VGO ("**PROPOSED SUBSCRIPTION**")**

"**THAT**, subject to the passing of Ordinary Resolution 1, approval be and is hereby given for the Company to allot and issue the Subscription Shares to Datuk TTK and/or his nominee(s) pursuant to the terms and conditions of the conditional share subscription agreement dated 12 February 2020 entered into between Datuk TTK and TAE in relation to the Proposed Subscription;

**THAT**, the Subscription Shares shall, upon allotment and issuance, rank equally in all respects with the then existing TAE Shares, save and except that the holders of such Subscription Shares will not be entitled to any Distribution, the entitlement date of which is prior to the date of allotment of such Subscription Shares;

**THAT**, the proceeds to be raised of up to RM363,856,595.72 from the Proposed Subscription are to utilised solely to fund the Cash Option pursuant to the Proposed VGO;

**AND THAT**, the Board be and are hereby authorised to sign and execute all documents, do all things and act as may be required to give full effect to the aforesaid Proposed Subscription with full power to assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required by the relevant authorities to deal with all matters relating thereto and take such steps and do all acts and things in any manner as the Board deem fit or expedient to implement, finalise and give full effect to the Proposed Subscription."

By Order of the Board

**CHUAH WEN PIN (MAICSA 7014581)**

**SSM PC No. 201908002759**

**TAN KIT YEE (MAICSA 7061042)**

**SSM PC No. 201908002658**

Company Secretaries

Kuala Lumpur

Date: 13 November 2020

**Notes:****1. Members Entitled To Participate**

- (a) The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 ("**Act**") which requires the Chairman of the Meeting to be at the main venue of the meeting. No shareholders/proxy(ies) from the public will be physically present at the broadcast venue.

Shareholders are to attend, speak and vote remotely at the EGM using online remote voting via Remote Participation and Voting Facilities via TIIH Online at <https://tiih.online>.

**Please read these Notes carefully and follow the procedures in the Administrative Guide on EGM in order to participate remotely.**

- (b) For the purpose of determining who shall be entitled to attend this EGM, only members whose names appear on the Record of Depositors as at 23 November 2020 (General Meeting Record of Depositors) shall be entitled to participate in this EGM or appoint proxy/proxies to participate on his/her behalf.

**2. Appointment of Proxy**

- (a) A member entitled to attend and vote at this EGM is entitled to appoint a proxy or proxies (but not more than two) to participate in his/her stead. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the members to speak at the meeting.
- (b) 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 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (c) Where a member of the Company 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (d) The Form of Proxy, in the case of an individual, shall be signed by the appointor or his/her attorney and in the case of a corporation, shall be given under its common seal or signed on its behalf by an attorney or officer of the corporation so authorised.
- (e) Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy pursuant to Section 334(2) of the Companies Act 2016.
- (f) The appointment of proxy may be made in hard copy or in electronic form. The Form of Proxy must be submitted in the following manners, at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof:-
  - (i) In hard copy form  
To be deposited at the Company's Share Registrar's office at Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively Tricor Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur; or
  - (ii) By electronic means  
The proxy form can also be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online> (applicable to individual shareholders only). Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online.
- (g) By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this EGM and any adjournment thereof.

**3. Voting**

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions as set out in this Notice will be put to vote by way of poll.