



TALIWORKS CORPORATION BERHAD
[Company No: 19650100264 (6052-V)]

NOTICE IS HEREBY GIVEN that the Thirty-Third Annual General Meeting ("33rd AGM") of the Company will be held on a virtual basis through live streaming and online voting via the Remote Participation and Electronic Voting ("RPEV") Facilities on Thursday, 13 June 2024 at 11.00 a.m. or any adjournment thereof for the following purposes:

- Online Meeting Platform : <https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC – D6A357657)
- Broadcast Venue : Training Hall 1 & 2, Level 3, Menara LGB, No. 1, Jalan Wan Kadir
Taman Tun Dr. Ismail, 60000 Kuala Lumpur

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon.
(Please refer to Note 1)
2. To approve the payment of Directors' fees with effect from 14 June 2024 until the next Annual General Meeting of the Company to be held in 2025.
(Resolution 1)(Please refer to Note 2)
3. To approve the payment of Directors' benefits with effect from 14 June 2024 until the next Annual General Meeting of the Company to be held in 2025.
(Resolution 2)(Please refer to Note 3)
4. 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.
(Resolution 3)(Please refer to Note 4)
5. To re-elect Kevin Chin Soong Jin who is retiring pursuant to Clause 82 of the Constitution of the Company and being eligible, has offered himself for re-election.
(Resolution 4)(Please refer to Note 5)
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 5)(Please refer to Note 6)

As Special Business

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

7. AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("PROPOSED GENERAL MANDATE")

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby empowered to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of the issued shares (excluding any treasury shares) of the Company for the time being.

THAT pursuant to Section 85 of Companies Act 2016, read together with Clause 3 of the Constitution of the Company, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from issuance of new shares pursuant to the Proposed General Mandate.

THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;
 - b. at the expiration of the period within which the next Annual General Meeting is required to be held after the approval was given; or
 - c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,
- whichever is the earlier;

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate." **(Resolution 6)(Please refer to Note 7)**

8. 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 ("RPT") with the related party(ies) as set out in Section 2.5 of the Circular to Shareholders of the Company dated 29 April 2024 ("the Circular") provided that such transactions are:

- (a) necessary for the day-to-day operations;
 - (b) 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
 - (c) not prejudicial to the minority shareholders of the Company.
- ("Shareholders' Mandate").

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

- (a) 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;
 - (b) 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
 - (c) 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 7)(Please refer to Note 8)**

9. 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

TAI YIT CHAN (SSM PC No.: 202008001023) (MAICSA 70091343)
TAI YUEN LING (SSM PC No.: 202008001075) (LS 0008513)
Company Secretaries

Petaling Jaya
Dated this 29th day of April, 2024

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 2023

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 with effect from 14 June 2024 until the next Annual General Meeting of the Company to be held in 2025.

The proposed Ordinary Resolution 1, if passed, will give authority to the Company to pay the Directors' fees with effect from 14 June 2024 until the next Annual General Meeting of the Company to be held in 2025, and as when their services are rendered. The quantum of the Directors' fees for each category of Directors remains unchanged as compared with the year 2023.

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.

3. Item 3 of the Agenda
To approve the payment of Directors' benefits with effect from 14 June 2024 until the next Annual General Meeting of the Company to be held in 2025

The proposed Ordinary Resolution 2, if passed, will give authority to the Company to pay the Directors' benefits with effect from 14 June 2024 until the next Annual General Meeting of the Company to be held in 2025.

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	RM2,000 per meeting
	Members of the Board/ Board Committees	RM1,500 per meeting
Directors' and Officers' Indemnity Insurance	-	RM17,900

4. Item 4 of the Agenda
To re-elect the 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.

Pursuant to Clause 77 of the Constitution of the Company, one-third of the Directors for the time being shall retire from office and be eligible for re-election, provided always that all Directors shall retire from office once at least in each three years. The following directors are retiring pursuant to Clause 77 of the Constitution:-

- (i) Lim Chin Sean
- (ii) Raja Datuk Zaharaton Binti Raja Dato' Zainal Abidin

Raja Datuk Zaharaton Binti Raja Dato' Zainal Abidin has informed the Board that she does not wish to seek for re-election and shall accordingly, retire at the conclusion of the 33rd Annual General Meeting.

Lim Chin Sean has offered himself for re-election at the 33rd AGM. The Nominating Committee ("NC") has reviewed his performance contribution as well as fit and propriety in accordance with the fit and proper policy, and recommended for his re-election. The Board has endorsed the NC's recommendation, based on the justification that Lim Chin Sean has exercised due care and carried out his duty as a Director proficiently.

Lim Chin Sean has abstained from the deliberation and decision on his proposed re-election. 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. The profile of Lim Chin Sean is set out in Directors' profile of the Annual Report 2023.

5. Item 5 of the Agenda
To re-elect Kevin Chin Soong Jin who is retiring pursuant to Clause 82 of the Constitution of the Company and being eligible, has offered himself for re-election.

Pursuant to Clause 82 of the Constitution of the Company, any director so appointed shall hold office only until the next 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.

Kevin Chin Soong Jin who was appointed on 1 March 2024 shall hold office until the conclusion of the 33rd AGM and being eligible, has offered himself for re-election. The NC had deliberated and recommended for his re-election. The Board has endorsed the NC's recommendation, based on the justification that Kevin Chin Soong Jin exercises due care and carries out his duties as a Director proficiently.

Kevin Chin Soong Jin has abstained from the deliberation and decision on his proposed re-election. The profile of Kevin Chin Soong Jin is set out in Directors' Profile of the Annual Report 2023.

6. Item 6 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.

7. Item 7 of the Agenda
Authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("Proposed General Mandate")

The proposed Ordinary Resolution 6 is intended to renew the authority granted to the Directors of the Company at the Thirty-Second Annual General Meeting ("32nd AGM") of the Company held on 20 June 2023, and if passed, will give the Directors authority to issue and allot shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares"), provided that the aggregate number of such New Shares to be issued and allotted pursuant to this resolution does not exceed 10% of the total number of the issued shares (excluding any treasury shares) of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance. The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the 32nd AGM of the Company held on 20 June 2023 and which will lapse at the conclusion of the 33rd AGM. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

The 10% General Mandate granted by the shareholders at the 32nd AGM of the Company held on 20 June 2023 had not been utilised and hence, no proceeds were raised therefrom.

The renewal of the Proposed 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, without making a pre-emptive offer to existing shareholders, for the purpose of funding current and/or future investment project(s), working capital, acquisition(s) and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors of the Company may deem fit in the best interest of the Company.

8. Item 8 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 7 is intended to seek shareholders' mandate to renew the existing shareholders' mandate granted by the shareholders of the Company at the 32nd AGM held on 20 June 2023 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 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 7 is set out in the Circular to Shareholders dated 29 April 2024.

Notes:

1. The conduct of a virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 ("Revised Guidance Note and FAQs"). The Revised Guidance Note and FAQs state that in a virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairperson of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 33rd AGM in person at the Broadcast Venue on the day of the meeting.
3. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 7 June 2024 shall be eligible to attend the 33rd AGM.
4. A member/shareholder of the Company entitled to attend and vote at the 33rd 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 33rd 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 33rd AGM shall have the same rights as the member of the Company to speak at the 33rd AGM.
5. 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 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 at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Section 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than twenty four (24) hours before the time for holding the 33rd AGM, i.e. by 11.00 a.m. on Wednesday, 12 June 2024 or any adjournment thereof. Alternatively, the form of proxy can be deposited electronically through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> before the proxy form lodgement cut-off time as mentioned above. **Please follow the procedures in the Administrative Guide for the 33rd AGM in order to participate remotely via RPEV facilities.**

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



TALIWORKS CORPORATION
LGB Group

ADMINISTRATIVE GUIDE



Thursday,
13 June 2024



11.00 a.m. local
time (GMT+8)



Broadcast Venue:

Training Hall 1& 2, Level 3, Menara LGB,
No.1, Jalan Wan Kadir, Taman Tun Dr. Ismail,
60000 Kuala Lumpur, Malaysia



Poll Administrator:
Boardroom Share Registrars Sdn. Bhd.



Virtual Meeting Platform:

<https://meeting.boardroomlimited.my>

(Domain Registration No. with MYNIC – D6A357657)

Dear Shareholders,

Taliworks Corporation Berhad ("Taliworks" or "the Company") will conduct the 33rd Annual General Meeting ("AGM") on a virtual basis through live streaming and online remote voting at the broadcast venue located at Training Hall 1 & 2, Level 3, Menara LGB, No. 1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur.

The Company invites you to participate and follow the entire proceedings of the upcoming AGM from your home or office as the AGM would be conducted electronically and remotely. The AGM will be conducted in accordance with the revised Guidance and FAQs on the Conduct of General Meetings for Listed Issuers dated 7 April 2022 issued by the Securities Commission Malaysia ("SC").

Request for Printed Annual Report

- 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 minimising our impact on the environment. You can download the following documents by scanning the enclosed QR code or alternatively, you can view it from our Company's corporate website at <https://taliworks.com.my/general-meeting/>

AGM DOCUMENTS AND ANNUAL REPORT 2023

- Annual Report 2023 ("AR2023")
- Notice of the AGM
- Proxy Form
- Circular in relation to the proposed renewal of existing Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature dated 29 April 2024 ("Circular")
- Administrative Guide
- Requisition Form for AR2023 and/ or Circular ("Requisition Form")



- Should you require a printed copy of the AR2023 and/ or Circular, you may submit your request:
 - Online via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>
 - By printing and completing the Requisition Form from our Company's corporate website at <https://taliworks.com.my/general-meeting/> and returning it to our Share Registrar by mail, fax or email as stated in the document.
- Our Share Registrar will endeavour to send by ordinary mail, the printed copy of the AR2023 and/ or Circular to you by ordinary post as soon as possible. Should you require any assistance on the above, kindly contact our Share Registrar at +603 7890 4700 or bsr.helpdesk@boardroomlimited.com

HOWEVER, WE WOULD STRONGLY REQUEST THAT YOU DOWNLOAD THE DIGITAL VERSION OF THE AR2023 AND/ OR CIRCULAR, TO LESSEN THE CARBON FOOTPRINT ARISING FROM THE PRODUCTION AND DELIVERY OF A PRINTED COPY OF THESE DOCUMENTS.

ADMINISTRATIVE GUIDE

No Door Gifts

4. As the meeting will be conducted on a virtual basis, the Board of Directors would like to thank all shareholders for their kind understanding. No door gift will be given out during the 33rd AGM.

Entitlement to Participate and Vote

5. In respect of deposited securities, only members/ shareholders whose names appear in the Record of Depositors on Wednesday, Friday, 7 June 2024 shall be eligible to participate and vote at the 33rd AGM.

Form of Proxy

6. 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/ her specifies the proportions.
7. The appointment of proxy may be submitted in hard copy form or electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. The Proxy Form is available on the Company's website at <https://taliworks.com.my/general-meeting/>
8. The hard copy of the Proxy Form must be deposited at the office of Boardroom at **11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** no later than day 12 June 2024 at 11 a.m. If you wish to submit your Proxy Form electronically, please refer to the procedures for electronic lodgement of Proxy Form as set out below.

Step 1. Register Online with Boardroom Smart Investor Portal ("BSIP") (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. E-Proxy Lodgement]

- a. Access BSIP website at <https://investor.boardroomlimited.com>
- b. Click "**Register**" to sign up as a user.
- c. Please select the correct account type i.e. sign up as "**Shareholder**" or "**Corporate Holder**".
- d. Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG or PNG format.
- e. For Corporate Holder, kindly upload the authorization letter as well. Click "**Sign Up**".
- f. You will receive an email from Boardroom for email address verification. Click "**Verify Email Address**" from the email received to continue with the registration.
- g. Once your email address is verified, you will be re-directed to Boardroom Smart Investor Portal for verification of mobile number. Click "**Request OTP Code**" and an OTP Code will be sent to the registered mobile number. You will need to enter the OTP Code and click "**Enter**" to complete the process.
- h. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.

Step 2. E-Proxy Lodgement

- a. Access BSIP website at <https://investor.boardroomlimited.com>
 - b. Select "**TALIWORKS CORPORATION BERHAD 33rd ANNUAL GENERAL MEETING**" from the list of Meeting Event(s) and click "**Enter**".
 - c. Read the Terms & Conditions and confirm the Declaration.
 - d. Enter the CDS account number and the total number of securities held.
 - e. Appoint your proxy(ies) - either the Chairman of the Meeting ("Chairman") or individual named proxy(ies) and enter the required particulars of your proxy(ies).
 - f. Indicate your voting instructions – FOR, AGAINST or ABSTAIN, otherwise your proxy(ies) will decide your vote.
 - g. Review & confirm your proxy(ies) appointment.
 - h. Click "**Submit**".
 - i. Download or print the e-Proxy form as acknowledgement.
9. Should you require further clarification on navigating within the Boardroom Smart Investor Portal, please contact the Share Registrar at +603 7890 4700 or bsr.helpdesk@boardroomlimited.com

ADMINISTRATIVE GUIDE

Poll Voting Procedure

10. The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements.
11. The Company has appointed Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Sky Corporate Services Sdn. Bhd. as Independent Scrutineer to verify and validate the poll results.
12. During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
13. For the purposes of this AGM, e-Voting will be carried out via personal smart mobile phones, tablets or personal computer/ laptops.
14. There are two (2) methods for you and your proxies who wish to use your personal voting device to vote. The methods are as follows:-
 - a. Scan the QR code given to you in the email along with your remote participation User ID and password (refer to Login User Guide); or
 - b. Access the meeting portal via website URL <https://meeting.boardroomlimited.my>;
 - c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification by Boardroom.
15. 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. You are reminded to cast your votes before the poll is closed.
16. The Independent Scrutineer will verify the poll result reports upon closing of the poll session by the Chairman. Scrutineer 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 (RPEV)

17. Please note that this option is available to:
 - a. Individual Members;
 - b. Corporate Shareholders;
 - c. Authorised Nominee; and
 - d. Exempt Authorised Nominee.
18. If you choose to participate in the meeting online, you will be able to view a live webcast of the AGM, ask questions to the Board of Directors and submit your votes in real time whilst the AGM is in progress.
19. 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.
20. Kindly follow the steps below on how to request for User ID and password.

ADMINISTRATIVE GUIDE

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 BSIP website at <https://investor.boardroomlimited.com>
- b. Click **“Register”** to sign up as a user.
- c. Please select the correct account type i.e. sign up as **“Shareholder”** or **“Corporate Holder”**.
- d. Complete registration and upload softcopy of MyKAD (front and back) or Passport in JPEG or PNG format.
- e. For Corporate Holder, kindly upload the authorisation letter as well. Click **“Sign Up”**.
- f. You will receive an email from Boardroom for email address verification. Click **“Verify Email Address”** from the email received to continue with the registration.
- g. Once your email address is verified, you will be re-directed to Boardroom Smart Investor Portal for verification of mobile number. Click **“Request OTP Code”** and an OTP Code will be sent to the registered mobile number. You will need to enter the OTP Code and click **“Enter”** to complete the process.
- h. Your registration will be verified and approved within one (1) business day and an email notification will be provided to you.

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

[Note: The registration for remote access will be opened on Friday, 29 April 2024]

Individual Members

- a. Login to <https://investor.boardroomlimited.com> using your User ID and password from Step 1 above.
- b. Select **“TALIWORKS CORPORATION BERHAD 33rd ANNUAL GENERAL MEETING”** from the list of Meeting Event(s) and click **“Enter”**.
- c. Click on **“Register for RPEV”**.
- d. Read and agree to the terms & conditions and click **“Next”**.
- e. Enter your CDS Account and thereafter submit your request.

Corporate Shareholders

Via Email

- Write in to 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.
- Please provide a copy of the Corporate Representative's MyKad (Front and Back) or Passport in JPEG or PNG format as well as your email address.

Authorised Nominee and Exempt Authorised Nominee

Via Email

- Write in to 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) in JPEG or PNG format as well as your email address.

Via BSIP

- Login to <https://investor.boardroomlimited.com> using your user ID and password from step 1 above.
- Select **“TALIWORKS CORPORATION BERHAD 33rd ANNUAL GENERAL MEETING”** from the list of Meeting Event(s) and click **“Enter”**.
- Click on **“Submit eProxy Form”**.
- Select the company you would like to represent (if more than one).
- Proceed to download the file format for **“Submission of Proxy Form”** from BSIP.
- Prepare the file for appointment of proxies by inserting the required data.
- Proceed to upload the duly completed proxy appointment file.
- Review and confirm your proxy appointment and click **“Submit”**.
- Download or print the eProxy form as acknowledgement.

ADMINISTRATIVE GUIDE

Email Notification

- 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.
- 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 11.00 a.m. on Wednesday, 12 June 2024 [twenty-four (24) hours before the AGM].

Step 3 – Login to Virtual Meeting Portal

[Please note that the quality of your connectivity to the 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 your location.]

- a. The Virtual Meeting portal will be open for login at 10.00 a.m. on Thursday, 13 June 2024 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.c 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 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

21. The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by you which are related to the resolutions to be tabled at the AGM as well as financial performance/ prospects of the Company.
22. You 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. You are to cast your votes before the poll is closed.

Presentation at the AGM

23. You will be able to view the Company's presentation, if any, via the live web streaming if you are participating in the AGM.

Procedure of the AGM

24. 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.
25. No recording of the AGM proceedings is allowed without the prior written permission of the Company.
26. 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 your location.

ADMINISTRATIVE GUIDE

Electronic Communication with Shareholders

27. The Company endeavours to communicate electronically with you. We strongly encourage you to update your email address with Bursa Malaysia Depository Sdn. Bhd.. Kindly contact your authorised depository agent to update your particulars.
28. You are reminded to monitor the Company's website and announcements for any changes and/ or developments 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 5.00 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/ Nur Atiqah Mohd Arif

T +603 7890 4716/ 4704

O +603 7890 4700 (Helpdesk)

E mohamed.sophiee@boardroomlimited.com/ nuratiqah.arif@boardroomlimited.com

FORM OF PROXY**TALIWORKS CORPORATION BERHAD**Company Registration No. 196501000264 (6052-V)
(Incorporated in Malaysia)

No. of shares held	:	
CDS Account No.	:	

I/ We* _____ NRIC/Passport/Registration No.* _____
(Name in full)

of _____
(Address)

with email address _____ tel. no. _____

being a member/members* of **TALIWORKS CORPORATION BERHAD** ("the Company"), hereby appoint:-

Full Name:	NRIC/Passport No.:	Proportion of shareholding to be represented by the proxy/proxies:	
		No. of Shares	%
Address:			
Tel. No.:		Email Address:	
*And/or			

Full Name:	NRIC/Passport No.:	Proportion of shareholding to be represented by the proxy/proxies:	
		No. of Shares	%
Address:			
Tel. No.:		Email Address:	
*And/or			

or failing him/her, the *Chair of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Thirty-Third Annual General Meeting ("33rd AGM") of the Company to be conducted on a virtual basis through live streaming and online voting via the Remote Participation and Electronic Voting ("RPEV") Facilities on Thursday, 13 June 2024 at 11.00 a.m. or any adjournment thereof at for the following purposes:

Online Meeting Platform: <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC – D6A357657)
Broadcast Venue : Training Hall 1 & 2, Level 3, Menara LGB, No. 1, Jalan Wan Kadir, Taman Tun Dr. Ismail, 60000 Kuala Lumpur

* Please delete as appropriate.

This proxy is to vote on the resolutions set out in the Notice of the Meeting, as indicated with an 'X' in the appropriate spaces below. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

No.	Resolution		For	Against
Ordinary Business				
1	To approve the payment of Directors' fees	Ordinary Resolution 1		
2	To approve the payment of Directors' benefits	Ordinary Resolution 2		
3	Re-election of Lim Chin Sean as Director pursuant to Clause 77 of the Constitution	Ordinary Resolution 3		
4	Re-election of Kevin Chin Soong Jin as Director pursuant to Clause 82 of the Constitution	Ordinary Resolution 4		
5	Re-appointment of Messrs. 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	Ordinary Resolution 5		
Special Business				
6	Authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("proposed general mandate")	Ordinary Resolution 6		
7	Proposed renewal of existing Shareholders' mandate for Recurrent Related Party Transactions of a revenue or trading nature	Ordinary Resolution 7		

Signed this _____ day of _____, 2024.

Signature or Common Seal of Member(s)

Tel. No. _____

Notes:

- The conduct of a virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022 ("Revised Guidance Note and FAQs"). The Revised Guidance Note and FAQs state that in a virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online.
- The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the the Companies Act 2016** which requires the Chairperson of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 33rd AGM in person at the Broadcast Venue on the day of the meeting.

3. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 7 June 2024 shall be eligible to attend the 33rd AGM.
4. A member/shareholder of the Company entitled to attend and vote at the 33rd 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 33rd 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 33rd AGM shall have the same rights as the member of the Company to speak at the 33rd 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 at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Section 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than twenty four (24) hours before the time for holding the 33rd AGM, i.e. by 11.00 a.m. on Wednesday, 12 June 2024 or any adjournment thereof. Alternatively, the form of proxy can be deposited electronically through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> before the proxy form lodgement cut-off time as mentioned above. **Please follow the procedures in the Administrative Guide for the 33rd AGM in order to participate remotely via RPEV facilities.**

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of 33rd AGM dated 29 April 2024.

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The Share Registrars
TALIWORKS CORPORATION BERHAD (196501000264) (6052-V)
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Section 13, 46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia
T +60 3 7890 4700
F +60 3 7890 4670

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REQUISITION FORM



TALIWORKS CORPORATION
LGB Group

Dear Shareholders,

Thank you for your continued support of Taliworks Corporation Berhad, Company Registration No. 196501000264 (6052-V).

Please complete the Requisition Form below and return the same to our Share Registrar by mail/ fax/ email.

To : **Boardroom Share Registrars Sdn. Bhd.**
199601006647 (378993-D)
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor, Malaysia
Contact : Mohamed Sophiee Ahmad Nawawi/ Nur Atiqah Mohd Arif
Helpdesk : +603 7890 4700
Fax No. : +603 7890 4670
E-mail address : bsr.helpdesk@boardroomlimited.com

Note: Please tick (✓) accordingly. Incomplete or incorrectly completed forms will not be processed.

	Please send me a printed copy of the Annual Report 2023
	Please send me a printed copy of the Circular in relation to the renewal of existing Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature dated 29 April 2024

Particulars of Shareholder

Name of Shareholder(s) :

IC/ Passport/ Company No. :

CDS Account No. :

Correspondence Address :

.....

.....

Contact No. :

Signature or Common Seal of Shareholder(s)

.....
Date:

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Affix Stamp

The Share Registrars
TALIWORKS CORPORATION BERHAD (196501000264) (6052-V)
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
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F +60 3 7890 4670

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