



## TA ANN HOLDINGS BERHAD

(Company No. 419232-K)

(Incorporated In Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eighteenth (18<sup>th</sup>) Annual General Meeting of Ta Ann Holdings Berhad (“Ta Ann” or the “Company”) will be held at Igan Room, Tanahmas Hotel, Lot 277 Block 5, Jalan Kampung Nyabor, 96000 Sibul, Sarawak on Wednesday, 27 May 2015 at 2.30 p.m. to transact the following businesses:

#### AGENDA

1. To receive the Audited Financial Statements for the year ended 31 December 2014 together with the Directors’ and Auditors’ Reports thereon. **Resolution 1**
2. To approve the Directors’ fees of RM700,000 for the year ended 31 December 2014 and the payment thereof. **Resolution 2**
3. To re-elect the following Directors who retire in accordance with Article 63 of the Articles of Association of the Company and, being eligible, have offered themselves for re-election:  
(a) Dato Wong Kuo Hea **Resolution 3**  
(b) Chia Chu Fatt **Resolution 4**
4. To re-elect Datuk Ambrose Blikau Anak Enturan who retires in accordance with Article 68 of the Articles of Association of the Company and, being eligible, has offered himself for re-election. **Resolution 5**
5. To re-appoint Messrs. KPMG as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

#### As special businesses:

To consider and, if thought fit, pass the following ordinary resolutions:

6. **Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012** **Resolution 7**  
“THAT approval be and is hereby given to Datuk Abang Haji Abdul Karim Bin Tun Abang Haji Openg who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company.”
7. **Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012** **Resolution 8**  
“THAT approval be and is hereby given to Dato’ Awang Bemee Bin Awang Ali Basah who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company.”
8. **Proposed renewal of authority for share buy-back** **Resolution 9**  
“THAT subject to the provisions of the Companies Act, 1965 (as may be amended, modified or re-enacted from time to time), the Company’s Articles of Association, the requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, rules, orders, requirements, regulations and guidelines for the time being in force or as may be amended, the Company be and is hereby authorised to purchase on the market of the Bursa Securities and/or hold such number of ordinary

shares of RM1.00 each (“Shares”) in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company (“Directors”) from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that the total aggregate number of Shares purchased or to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at the time of purchase and the maximum funds to be allocated by the Company for the purpose of the Proposed Share Buy-Back shall not exceed the total retained profit reserve of the Company at the time of purchase **AND THAT**, such Shares purchased are to be retained as treasury shares and distributed as dividends and/or resold on the market of the Bursa Securities or may subsequently be cancelled **AND THAT** the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps and to enter into and execute all commitments, transactions, deed, agreements, arrangements, undertakings, indemnities, transfers, assignments and/or guarantees as they may deem fit, necessary expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments, as may be required or imposed by any relevant authority or authorities **AND FURTHER THAT** the authority hereby given shall commence immediately upon passing of this ordinary resolution and will continue to be in force until:

- (a) the conclusion of the next annual general meeting (‘AGM’) of the Company at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the “Act”) (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting;

whichever occurs first, but not so as to prejudice the completion of the purchase of its own shares by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by the Bursa Securities or any other relevant authorities.”

9. **Proposed renewal of shareholder mandate and new shareholder mandate for recurrent related party transactions of a revenue or trading nature (“Proposed Shareholder Mandates”)**

*Resolution 10*

“**THAT** approval be and is hereby given to the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Appendix A of the Circular to Shareholders dated 28 April 2015 (“Circular”) with the specific related parties mentioned therein which are necessary for the Group’s day-to-day operations, subject to the following:

- (a) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those available to the public and not to the detriment of the minority shareholders; and
- (b) a disclosure of a breakdown of the aggregate value of recurrent transactions conducted pursuant to the Proposed Shareholder Mandates during the financial year shall be made in the annual report, where the aggregate value is equal to or exceeds the applicable threshold prescribed under paragraph 10.09(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and amongst others, based on the following information:
  - the type of recurrent transactions made; and
  - the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company.

**AND THAT** such approval will only continue to be in force until:

- (a) the conclusion of the next annual general meeting (“AGM”) of the Company at which time it will lapse, unless by a resolution passed at the AGM, the authority is

renewed;

(b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 143 (1) of the Companies Act, 1965 (the "Act") (but must not extend to such extension as may be allowed pursuant to Section 143 (2) of the Act); 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 authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholder Mandates."

10. To consider any other ordinary business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board of Directors,

**Augustine Siaw Meng Kun (MAICSA No. 7011241)**

**Voon Jan Moi (f) (MAICSA No. 7021367)**

Company Secretaries

28 April 2015

Sibu, Sarawak

**Notes:-**

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that provision of Section 149(1)(c) of the Companies Act, 1965 are complied with. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under its common seal or under the hand of an officer or attorney duly authorised in writing.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at No. 6, Jalan Rawang, 96000 Sibu, Sarawak not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment hereof.
5. 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 the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. A depositor whose name appears in the Record of Depositors as at 21 May 2015 shall be regarded as a member of the Company entitled to attend this Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.

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**Explanatory Notes on Special Businesses**

(a) Ordinary Resolution on Continuation In Office As Independent Non-Executive Director Pursuant To Recommendation 3.3 Of The Malaysian Code On Corporate Governance 2012.

*The proposed Resolution Nos. 7 & 8 are to seek shareholders' approval for re-appointment of Datuk Abang Haji Abdul Karim Bin Tun Abang Haji Openg and Dato' Awang Beme Bin Awang Ali Basah, whose tenure as Independent Non-Executive Directors of the Company have exceeded tenure limit of nine (9) years. The Board of Directors ("Board") and the Nomination Committee have assessed both of them and thereby recommended that they continue in office as Independent Non-Executive Directors of the Company based on the following justifications:*

- i. *their experience, networking, understanding of business and objectivity in approach have contributed to the sound management, good performance and sustainable growth of the Group;*
- ii. *they remain professionally independent and vocal, actively participated in deliberations and exercised independent judgement at Board/Board Committee meetings without being influenced by operational consideration; and*
- iii. *they act in the best interests of all shareholders and their continued re-appointment as Independent Non-Executive Director will provide a check and balance to operational management.*

*(b) Ordinary Resolution on Proposed Renewal of Authority for Share Buy-Back*

*The proposed Resolution 9, if passed, will renew the authority for the Company to purchase up to ten per cent (10%) of the issued and paid-up ordinary share capital of the Company through Bursa Malaysia Securities Berhad.*

*Details of the above proposal are as set out in the Statement to Shareholders dated 28 April 2015.*

*(c) Ordinary Resolution on Proposed Renewal of Shareholder Mandate and New Shareholder Mandate on Related Party Transactions*

*The proposed Resolution 10, if passed, will authorise the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 28 April 2015. Please refer to the said Circular for further information.*