



## TA ANN HOLDINGS BERHAD (Company No. 419232-K)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") 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 Thursday, 19 May 2016 at 3.30 p.m. or immediately following the conclusion or adjournment (as the case may be) of the Company's 19th Annual General Meeting which will be held at 2.30 p.m. on the same day and at the same venue for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

#### ORDINARY RESOLUTION NO. 1

**PROPOSED BONUS ISSUE OF UP TO 74,147,296 NEW ORDINARY SHARES OF RM1.00 EACH ("SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY FIVE (5) EXISTING SHARES HELD IN TA ANN ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")**

"THAT subject to the approval of all relevant regulatory authorities for the listing and quotation of the Bonus Shares, approval be and is hereby given to the Company to capitalise an amount of up to RM74,147,296 from the retained earnings accounts of the Company and to apply the same for the purposes of issuing up to 74,147,296 Bonus Shares credited as fully paid-up to be issued to the Entitled Shareholders whose names appear in the Record of Depositors of the Company on the Entitlement Date on the basis of one (1) Bonus Share for every five (5) existing Shares held in Ta Ann;

THAT fractional entitlements of the Bonus Shares, if any, will be disregarded and shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient in order to minimise the incidence of odd lots and to be in the best interests of the Company;

THAT the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, rights, allotment and/or other forms of distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as it may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

By Order of the Board  
TA ANN HOLDINGS BERHAD

AUGUSTINE SIAW MENG KUN (MAICSA No. 7011241)  
VOON JAN MOI (f) (MAICSA No. 7021367)  
Company Secretaries

Sibu, Sarawak  
26 April 2016

#### 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 Sibul, 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 13 May 2016 shall be regarded as a member of the Company entitled to attend this Extraordinary General Meeting or appoint a proxy to attend, speak and vote on his behalf.