



TA ANN HOLDINGS BERHAD

(Company No. 419232-K)
(Incorporated In Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Ta Ann Holdings Berhad (“**TAHB**” or the “**Company**”) will be held at Igan Room, Level 1, Tanahmas Hotel, Lot 277 Block 5, Jalan Kampong Nyabor, 96000 Sibul, Sarawak on Friday, 23 March 2018 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF 84,968,024 ORDINARY SHARES IN SARAWAK PLANTATION BERHAD (“SPB”) REPRESENTING APPROXIMATELY 30.39% EQUITY INTEREST IN SPB BY TAHB FROM CERMAT CERIA SDN BHD (“CCSB”) FOR A TOTAL CASH CONSIDERATION OF RM169,936,048.00 (“PROPOSED ACQUISITION”)

“**THAT**, subject to the approvals of all relevant authorities and/or parties (if required) being obtained and the conditions precedent as set out in the conditional share sale agreement dated 11 January 2018 (“**SSA**”) entered into between TAHB and CCSB being obtained/fulfilled or waived, approval and authority be and is hereby given to the Board of Directors of the Company (“**Board**”) to acquire 84,968,024 ordinary shares in SPB, representing 30.39% equity interest in SPB, for a total cash consideration of RM169,936,048.00, upon the terms and conditions set out in the SSA.

THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Acquisition with full power to deal with all matters incidental, ancillary to and/or relating thereto and take all such steps and to execute and deliver and/or cause to be executed and delivered all necessary documents, including the SSA and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations and/or guarantees to or with any party or parties, and to do all acts, deeds, things and matters as they may deem fit, necessary, appropriate or expedient and in the best interests of the Company with full power to negotiate, approve, agree and assent to any conditions, revaluations, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take such steps and do all acts and things in any manner as they may deem fit, necessary, appropriate or expedient and in the best interests of the Company to implement, finalise and give full effect to the Proposed Acquisition.”

By Order of the Board
TA ANN HOLDINGS BERHAD

ALEXANDER TONG JIA JIEN (MIA36614)
VOON JAN MOI (MAICSA NO. 7021367)
Company Secretaries

Sibu, Sarawak
8 March 2018

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, speak and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.*
2. *A member may appoint more than one (1) proxy to attend, speak and vote at this meeting, provided that the member specifies the proportion of the member's 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 16 March 2018 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.*
7. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolution set out in this Notice will be put to vote by poll.*