

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Eighth ("28th") Annual General Meeting ("AGM") of Ta Win Holdings Berhad ("Ta Win" or "the Company") will be conducted as a virtual meeting through live streaming from the broadcast venue at Meeting Room of Ta Win of Unit 26-11 & 26-12, Level 26, Q Sentral, Jalan Stesen Sentral 2, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Tuesday, 29 November 2022 at 10.00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A.
- To re-elect the following Directors who retire in accordance with Article 110 of the Company's Constitution:-
(a) Dato' Yeo Boon Leong, JP
(b) Dato' Sri Ngu Tieng Ung, JP
Please refer to Explanatory Note B.
- To approve the payment of aggregate Directors' Fees of RM800,000.00 for the period from the date of the forthcoming AGM until the conclusion of the next AGM of the Company.
Please refer to Explanatory Note C.
- To approve the payment of aggregate Directors' benefits (excluding Directors' Fees) to the Directors up to an amount of RM250,000.00 for the period from the date of the forthcoming AGM until the conclusion of the next AGM of the Company.
Please refer to Explanatory Note D.
- To re-appoint Messrs. Ecovis Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without modifications:-

**6. ORDINARY RESOLUTION
AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 ("ACT")**

"THAT pursuant to Sections 75(1) and 76(1) of the Act, and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares issued pursuant to this ordinary resolution does not exceed 10% of the total number of issued shares of the Company (excluding treasury shares), whichever is applicable, and that the Directors be and also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities"); AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Act to be read together with the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act."
Please refer to Explanatory Note E.

**7. ORDINARY RESOLUTION
PROPOSED RENEWAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

"THAT subject to the provisions of the Main Market Listing Requirements ("MMLR") of Bursa Securities, approval be and is hereby given for the renewal of the existing shareholders' mandate for the Company and its subsidiaries ("Ta Win Group") to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature from time to time with the Related Parties as specified in Sections 2.4 and 2.5 under Part A of the circular/statement to shareholders dated 28 October 2022 ("Circular") which are necessary for the day-to-day operations and are in the ordinary course of business and are carried out at arms' length basis on normal commercial terms of the Ta Win Group on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to minority shareholders of the Company and such approval shall continue to be in force until:-

THAT such approval shall continue to be in force until the earlier of:-

- the conclusion of the next AGM of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;
- the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.

THAT the Board of Directors ("Board") of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution;

AND THAT as the estimates given for the recurrent related party transactions specified in Section 2.5 of the Circular being provisional in nature, the Directors of the Company and/or any one of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.7 of the Circular."
Please refer to Explanatory Note F.

**8. ORDINARY RESOLUTION
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

"THAT subject to the Act, provisions of the Constitution of the Company, the MMLR of Bursa Securities and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant regulatory authority, approval be and is hereby given to the company, to purchase such number of ordinary shares in Ta Win ("Ta Win Shares") as may be determined by Ta Win's Board from time to time through Bursa Securities as the Board may deem fit, necessary and expedient in the interest of the Company, provided that:-

- the maximum aggregate number of Ta Win Shares which may be purchased and/or held by the Company as treasury shares shall not exceed 10% of the total number of issued shares of the Company at any point in time of the said purchase(s); and
- the maximum funds to be allocated by the Company for the purpose of purchasing Ta Win Shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) available at the time of the purchase(s).

THAT the authority conferred by this resolution will commence immediately upon passing of this resolution and shall continue to be in force until:-

- the conclusion of the next AGM at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM is required to be held by law; or
- the authority is revoked or varied by an ordinary resolution passed by the shareholders in a meeting of members,

whichever occurs first;

THAT upon completion of the purchase of Ta Win Shares by the Company, the Board be authorised to deal with Ta Win Shares purchased in its absolute discretion in the following manner:-

- to cancel the Ta Win Shares so purchased; or
- to retain the Ta Win Shares so purchased as the treasury shares which may be distributed as shares dividends to shareholders and/or be resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or transferred for the purposes of an employees' share scheme and/or transferred as purchase consideration and/or cancelled subsequently; or
- to retain part of Ta Win Shares so purchased as treasury shares and cancel the remainder of the Ta Win Shares; or
- deal with the Ta Win Shares so purchased in any other manner as may be permitted by the applicable laws and/or regulations in force from time to time,

and such authority to deal with the Ta Win Shares so purchased shall continue to be valid until all such Ta Win Shares have been dealt with by the Board;

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, variations, modifications and/or amendments to the terms of the Proposed Renewal of Share Buy-Back Authority as may be required or imposed by any relevant authorities and/or parties

and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Renewal of Share Buy-Back Authority.
Please refer to Explanatory Note G.

Resolution 8

- To transact any other business for which due notice shall have been given.

By Order of the Board

Resolution 1 **KIMBERLY ONG SWEET EE**
Resolution 2 SSM Practicing Certificate No.: 201908000841
LS0009852
Company Secretary

Resolution 3 Kuala Lumpur
28 October 2022

Notes:

Resolution 4 **Information for shareholders/ proxies/ corporate representatives**

(1) The 28th AGM will be conducted on a virtual basis through live streaming and online remote voting via remote participation and voting facilities using Securities Services e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn. Bhd. in Malaysia. **Please read carefully and follow the procedures provided in the Administrative Guide in order to register, participate and vote remotely via remote participation.**

(2) A member of the Company entitled to attend, participate, speak and vote at the AGM is entitled to appoint not more than two (2) proxies (or in the case of a corporation, to appoint a representative) to attend, participate, speak and vote in his stead. There shall be no restriction as to the qualification of the proxy.

(3) Where a member appoints two (2) proxies, he shall specify the proportions of his holdings to be represented by each proxy, failing which, the appointment shall be invalid.

(4) A member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA") may appoint 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 a member 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.

(5) If no name is inserted in the space provided for the name of your proxy, the Chairman of the AGM will act as your proxy.

(6) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM at which the person named in the appointment proposes to vote:-

(i) **In hard copy form**

In the case of an appointment made in hard copy form, the proxy form must be deposited at Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

(ii) **By electronic means via email**

In the case of an appointment made via email transmission, this proxy form must be received via email at eservices@sshsb.com.my.

For option (i), the Company will require the member to deposit the original executed proxy form as in (i) above no later than Sunday, 27 November 2022 at 10:00 a.m. for verification purpose.

(iii) **Online**

In the case of an appointment made via online lodgement facility, please submit the proxy form electronically via Securities Services e-Portal at <https://sshsb.net.my/>.

(7) Should you wish to personally participate at the AGM remotely, please register electronically via Securities Services ePortal at <https://sshsb.net.my/> by the registration cut-off date and time. Please refer to the Administrative Guide on the Conduct of a Virtual AGM for further details as attached in the Annual Report.

(8) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The Directors may, but shall not be bound to require evidence of the authority of any such attorney or officer. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.

(9) For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a AGM Record of Depositors ("ROD") as at 22 November 2022. Only a depositor whose name appears on the ROD as at 22 November 2022 shall be entitled to attend the said Meeting or appoint proxy(ies) to attend and/or vote on such depositor's behalf.

(10) Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all resolutions at the AGM will be voted by poll.

EXPLANATORY NOTES:-

Note A

This Agenda is meant for discussion only, as the provisions of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward to shareholders for voting.

Note B

In determining the eligibility of the Directors to stand for e-election at the forthcoming AGM, the Nomination Committee has conducted the assessment, thereafter recommended to the Board for approval.

Therefore, the Board recommended the same be tabled to the shareholders for approval at the forthcoming AGM of the Company under ordinary resolutions 1 and 2.

Note C

Section 230(1) of the Act requires that the fees of the directors and any benefits payable to the directors be approved at the general meeting.

The proposed Ordinary Resolution 3, if passed, will authorise the payment of the Directors' fees to Non-Executive Directors of the Company for their services as Directors of the Company for the period from the date of the forthcoming AGM until the conclusion of the next AGM of the Company.

Note D

Section 230(1) of the Act requires that the fees of the directors and any benefits payable to the directors be approved at the general meeting.

The proposed benefits payable to the Directors comprises allowances and other benefits. In determining the estimated total amount of benefits for the Directors, the Board considered various factors including the number of scheduled meetings for the Board and the Board Committees as well as the number of the Directors involved in these meetings.

The estimated amount of RM250,000.00 for the relevant period is derived from the estimated directors' benefits for the period from the date of the forthcoming AGM until the conclusion of the next AGM of the Company and the provision for other benefits (if any). Payment of the Directors' benefits will be made by the Company as and when incurred if the Proposed Ordinary Resolution 4 passed at the 28th AGM. The Board is of the view that it is just and equitable for the Directors of the Company to be paid the Directors' benefits as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

Note E

The proposed Ordinary Resolution 6, if passed, will give authority to the Directors of the Company, from the date of the above AGM, to issue and allot shares in the Company up to and not exceeding 10% of the issued share capital of the Company for the time being, for such purposes as they consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held in accordance to the provisions of the Act, whichever is the earlier.

The proposed Ordinary Resolution 6 is to seek a renewal of the General Mandate for the issue of new ordinary shares which was approved by the shareholders at the Twenty Seventh AGM. At the date of this notice, no new ordinary shares in the Company were issued and allotted pursuant to the general mandate given to the Directors at the last AGM held on 29 November 2021 and which will lapse at the conclusion of the 28th AGM.

The General Mandate will provide flexibility for the Company for any possible fund raising activities and enable the Company, should it require to do so, to meet its funding requirements for working capital or strategic development of the Group and operational expenditure, expeditiously and efficiently. This would eliminate any delay arising from and cost involved in convening a separate general meeting to obtain approval of the shareholders for such issuance of shares.

Note F

The proposed Ordinary Resolution 7, if passed, will enable Ta Win Group to enter into recurrent related party transactions of a revenue or trading nature with Related Parties in the ordinary course of business and necessary for the day-to-day operations of Ta Win Group, based on commercial terms 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.

Please refer to Part A of the Circular/Statement to Shareholders dated 28 October 2022 which is despatched together with this Annual Report for more information.

Note G

The proposed Ordinary Resolution 8, if passed, will give the Directors of the Company the authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or effect the purchase(s) of Shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. This mandate shall lapse at the conclusion of the 28th AGM of the Company unless authority for the renewal is obtained from the shareholders of the Company at a general meeting.

Please refer to Part B of the Circular/Statement to Shareholders dated 28 October 2022 which is despatched together with this Annual Report for more information.



WHAT IS Securities Services e-Portal?

Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

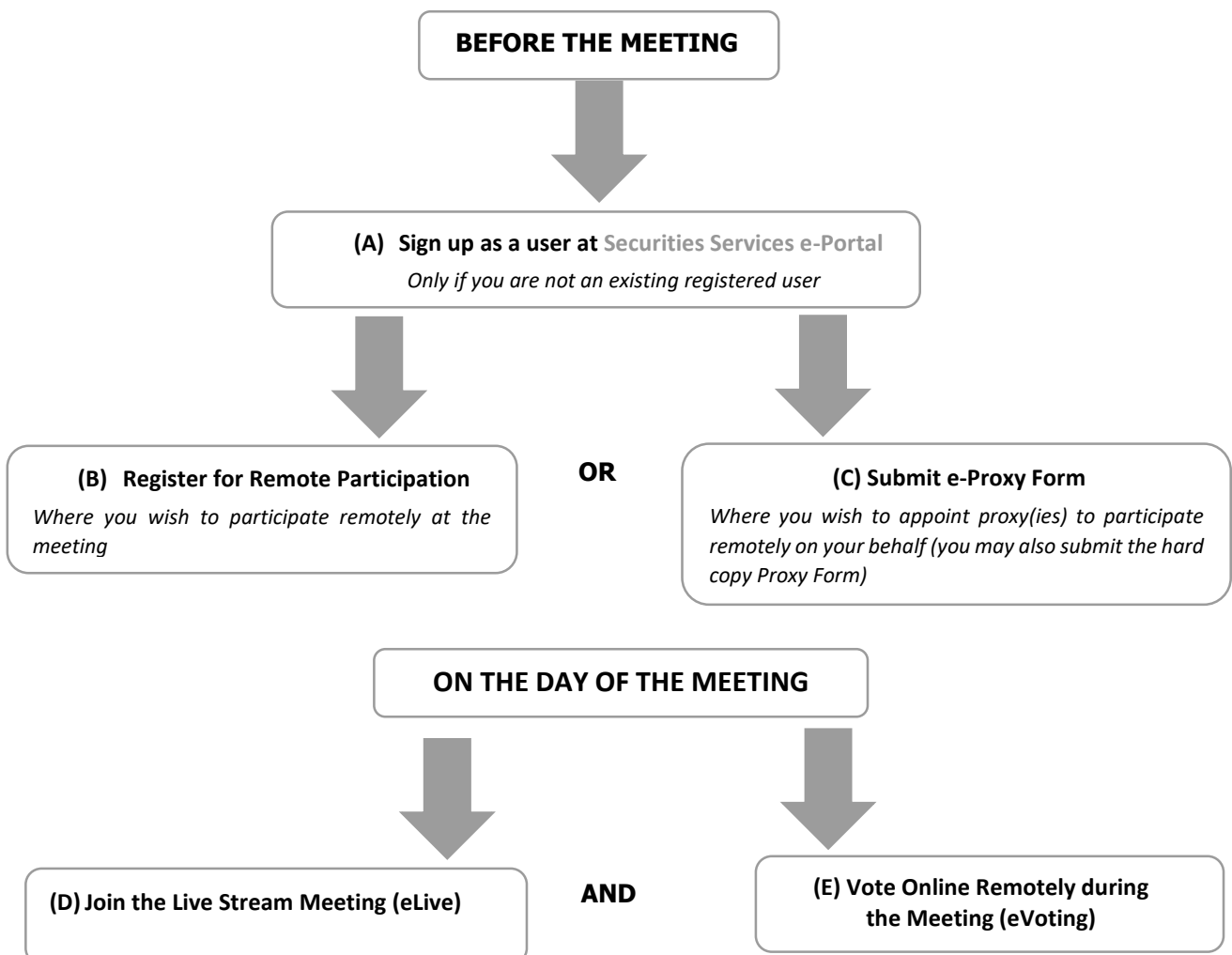
- submit proxy form electronically – paperless submission
 - register for remote participation and voting at meetings
 - participate in meetings remotely via live streaming
 - vote online remotely on resolution(s) tabled at meetings
- (referred to as “**e-Services**”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by Ta Win Holdings Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

ENQUIRY

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Lee Pei Yeng (DID: +603 2084 9169) or Ms. Rachel Ou (DID: +603 2084 9161) or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshshb.com.my.



BEFORE THE MEETING

(A) Sign up for a user account at Securities Services e-Portal

<p>Step 1 Visit https://sshsb.net.my/</p> <p>Step 2 Sign up for a user account</p> <p>Step 3 Wait for our notification email that will be sent within one (1) working day</p> <p>Step 4 Verify your user account within seven (7) days of the notification email and log in</p>	<ul style="list-style-type: none"> • This is a ONE-TIME registration. If you already have a user account, you need not register again. • Your email address is your User ID. • Please proceed to either (B) or (C) below once you are a registered user.
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ALL SHAREHOLDERS MUST REGISTER AS A USER BY 24 NOVEMBER 2022

(B) Register for Remote Participation

Meeting Date and Time	Registration for Remote Participation Closing Date and Time
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Twenty Eighth ("28 th ") Annual General Meeting ("AGM") on Tuesday, 29 November 2022 at 10:00 a.m.	Sunday, 27 November 2022 at 10:00 a.m.
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- Log in to <https://sshsb.net.my/> with your registered email and password.
- Look for **Ta Win Holdings Berhad** under Company Name and **28th AGM on 29 November 2022 at 10:00 a.m. – Registration for Remote Participation** under Corporate Exercise/ Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/ authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn. Bhd. to the Share Registrar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia for verification before the registration closing date and time above.*
- Step 2 Submit your registration.

- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to **all the CDS account(s)** of each individual shareholder/ body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a fully virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

(C) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
28 th AGM, on Tuesday, 29 November 2022 at 10:00 a.m.	Sunday, 27 November 2022 at 10:00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password.
- Look for **Ta Win Holdings Berhad** under Company Name and **28th AGM on 29 November 2022 at 10:00 a.m. – Submission of Proxy Form** under Corporate Exercise/ Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

Step 1 Check if you are submitting the proxy form as –

- Individual shareholder
- Corporate or authorised representative of a body corporate

For body corporates, the appointed corporate/ authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn. Bhd. to the Share Registrar at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia for verification before the proxy form submission closing date and time above.

Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).

You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.

Step 3 Proceed to indicate how your votes are to be casted against each resolution.

Step 4 Review and confirm your proxy form details before submission.

- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
- You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered users of the e-Portal, they will need to register as users of the e-Portal under (A) above by 24 November 2022. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://sshbsb.net.my/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
28 th AGM, on Tuesday, 29 November 2022 at 10:00 a.m.	Tuesday, 29 November 2022 at 09:30 a.m.

➤ Look for **Ta Win Holdings Berhad** under Company Name and **28th AGM on 29 November 2022 at 10:00 a.m. – Live Stream Meeting** under Corporate Exercise/ Event and click ">" to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman/ Board/ Management/ relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
28 th AGM, on Tuesday, 29 November 2022 at 10:00 a.m.	Tuesday, 29 November 2022 at 10:00 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR
- If you are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **Ta Win Holdings Berhad** under Company Name and **28th AGM on 29 November 2022 at 10:00 a.m. – Remote Voting** under Corporate Exercise/ Event and click ">" to remotely cast and submit the votes online for the resolutions tabled at the meeting.

Step 1 Cast your votes by clicking on the radio buttons against each resolution.

Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate/ authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted e-Voting can be accessed via **My Records** (refer to the left navigation panel).