

MINUTES OF THE ELEVENTH ANNUAL GENERAL MEETING OF TA GLOBAL BERHAD (“THE COMPANY”) HELD AT THE AUDITORIUM, 10TH FLOOR, MENARA TA ONE, 22 JALAN P. RAMLEE, 50250 KUALA LUMPUR ON WEDNESDAY, 26 JUNE 2019 AT 9.30 A.M.

Present – Board of Directors

Datuk Tiah Thee Kian	-	Executive Chairman
Datin Tan Kuay Fong	-	Non-Independent Non-Executive Director
Puan Zainab Binti Ahmad	-	Non-Independent Non-Executive Director
Dato’ Sri Mohamed Bin Abid	-	Executive Director
Ms Kimmy Khoo Poh Kim	-	Executive Director
Mr Peter U Chin Wei	-	Independent Non-Executive Director
Datuk Jory Leong Kam Weng	-	Independent Non-Executive Director
Mr Christopher Koh Swee Kiat	-	Independent Non-Executive Director
Datin Rahmah Binti Mahmood	-	Independent Non- Executive Director

In Attendance

Mr Tiah Joo Kim	-	Chief Executive Officer
Mr Lee Lin Chyuan	-	Head of Group Accounts
Ms Chuah Wen Pin	-	Company Secretary
Ms Tan Kit Yee	-	Company Secretary
KPMG PLT (Mr Chua See Guan, Partner)	-	External Auditor
Tricor Investor & Issuing House Services Sdn Bhd	-	Poll Administrator
Asia Securities Sdn Berhad	-	Scrutineers

The attendance of the Directors, Company Secretaries and members of senior management is as set out in Annexure 1.

The attendance of Members/Corporate Representatives/Proxies is as per the Summary of Attendance List in Annexure 2.

CHAIRMAN OF THE MEETING

Datuk Tiah Thee Kian presided as Chairman of the Meeting.

QUORUM

There being 519 members present in person and by proxy, the Secretary confirmed that a quorum was present at the Meeting in accordance with Article 46 of the Company’s Constitution.

Datuk Chairman then called the Meeting to order.

NOTICE

The Secretary confirmed that due Notice for the calling of the Meeting had been given to all registered shareholders of the Company on 30 April 2019 and that the same Notice was advertised in The Star national newspaper on the same day.

Since due Notice had been given to all registered shareholders of the Company for the calling of the Meeting, Datuk Chairman announced that the Notice was taken as read.

Datuk Chairman further informed the Meeting that other than registered shareholders of the Company, the Company’s Auditors who were present at the Meeting are entitled to attend all general meetings of the Company and that the Directors and Secretaries of the Company were present at the Meeting together with the invited senior management staff to answer questions from the floor relating to the resolutions proposed.

Datuk Chairman also informed the Meeting that other than the aforementioned persons and registered shareholders of the Company, no other person had been invited or allowed to be present at the Meeting.

VOTING

The Secretary informed that: -

- (1) The proposed resolutions are to be passed by a simple majority which will require more than 50% votes of ordinary shareholders present in person or by proxy at the Meeting.
- (2) The voting at the Meeting would be conducted on a poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements (“*MMLR*”) of Bursa Malaysia Securities Berhad (“*Bursa*”) by way of electronic voting (“*e-voting*”).
- (3) The Company had appointed Tricor Investor & Issuing House Services Sdn Bhd (“*Tricor*”) as Poll Administrator to conduct the polling process and Asia Securities Sdn Berhad (“*Asia Securities*”) as the Scrutineers to verify the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the Meeting.

AGENDA

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Datuk Chairman informed that the first agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon (collectively referred to as the “*Financial and Reports FYE2018*”).

Datuk Chairman explained that the Financial and Reports FYE2018 was for discussion only under Agenda 1, as it did not require shareholders’ approval. Hence, it would not be put for voting. Datuk Chairman then invited questions from the floor on the Financial and Reports FYE2018.

There being no questions raised on the Financial and Reports FYE 2018, Datuk Chairman declared that the Financial and Reports FYE2018 as received and duly tabled at the Meeting.

Datuk Chairman then informed the Meeting that there would be 13 resolutions to be passed at the Meeting and each must be separately considered and voted by poll for which the shareholders and proxies would be given the opportunity to ask questions or express an opinion on each resolution.

2. PAYMENT OF FINAL DIVIDEND OF 1.60 SEN PER ORDINARY SHARE UNDER THE SINGLE-TIER SYSTEM FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

Shareholders’ approval was sought for the payment of final dividend of 1.60 sen per ordinary share under the single-tier system in respect of the financial year ended 31 December 2018 under **Resolution 1** at the Meeting.

Datuk Chairman invited questions from the floor pertaining to Resolution 1. No matter was raised by shareholders and proxies of the Company on this agenda.

3. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH ARTICLE 64 OF THE COMPANY’S CONSTITUTION

Datuk Chairman informed that 3 Directors who retired by rotation in accordance with Article 64 of the Company’s Constitution were eligible for re-election. The retiring Directors who offered themselves for re-election under Resolutions 2, 3 and 4 respectively were as follows: -

- (a) Pn Zainab Binti Ahmad (**Resolution 2**)
- (b) Dato’ Sri Mohamed Bin Abid (**Resolution 3**)
- (c) Datuk Jory Leong Kam Weng (**Resolution 4**)

Datuk Chairman invited questions from the floor pertaining to Resolutions 2, 3 and 4. No matter was raised by shareholders and proxies of the Company on this agenda.

4. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

Shareholders' approval was sought for the payment of Directors' fees amounting to RM149,500.00 per annum for the Non-Executive Directors for the financial year ended 31 December 2018 under **Resolution 5** at the Meeting.

Datuk Chairman invited questions from the floor pertaining to Resolution 5. No matter was raised by shareholders and proxies of the Company on this agenda.

5. DIRECTORS' BENEFITS FROM 27 JUNE 2019 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

Shareholders' approval was sought for the payment of Directors' benefits of up to RM119,000.00 payable to the Non-Executive Directors from 27 June 2019 until the next Annual General Meeting of the Company under **Resolution 6** at the Meeting.

Datuk Chairman invited questions from the floor pertaining to Resolution 6. No matter was raised by shareholders and proxies of the Company on this agenda.

6. RE-APPOINTMENT OF AUDITORS

Shareholders' approval was sought to re-appoint KPMG PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration under **Resolution 7** at the Meeting.

Datuk Chairman invited questions from the floor pertaining to Resolution 7. No matter was raised by shareholders and proxies of the Company on this agenda.

7. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY PURSUANT TO THE MALAYSIAN CODE ON CORPORATE GOVERNANCE

The Chairperson informed that Resolutions 8, 9, 10 and 11 were to seek shareholders' approval to retain Independent Non-Executive Directors who have exceeded a cumulative term of nine years pursuant to the Malaysian Code on Corporate Governance.

The Independent Non-Executive Directors who have exceeded a cumulative term of nine years were as follows: -

- (a) Mr Peter U Chin Wei (**Resolution 8**)
- (b) Datuk Jory Leong Kam Weng (**Resolution 9**)
- (c) Mr Christopher Koh Siew Kiat (**Resolution 10**)
- (d) Datin Rahmah Binti Mahmood (**Resolution 11**)

Datuk Chairman invited questions from the floor pertaining to Resolutions 8, 9, 10 and 11. No matter was raised by shareholders and proxies of the Company on this agenda.

8. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016

Datuk Chairman informed that **Resolution 12** was for the shareholders to grant authority to the Directors to further allot and issue ordinary shares in the Company and the proposed resolution to be passed was as set out in the Notice of 11th Annual General Meeting.

Datuk Chairman then invited questions from the floor pertaining to Resolution 12. No matter was raised by shareholders and proxies of the Company on this agenda.

9. ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

Datuk Chairman informed that **Resolution 13** was for the shareholders to grant authority to the Company to revoke the existing Constitution of the Company and to replace with a new set of the Constitution in the form and manner as set out in Appendix A, page 265 of the Company's Annual Report for the financial year ended 31 December 2018. The proposed resolution to be passed was as set out in the Notice of 11th Annual General Meeting.

Datuk Chairman then invited questions from the floor pertaining to Resolution 13. No matter was raised by shareholders and proxies of the Company on this agenda.

ANY OTHER BUSINESS

Datuk Chairman sought confirmation from the Secretary whether the Company had received any notice for transaction of other business which had been given in accordance with the Companies Act 2016 and the Company's Constitutions. The Secretary confirmed that the Company had not received any notice of transaction of any other business at the Meeting.

POLLING PROCESS

Datuk Chairman then initiated the poll voting process and invited the Poll Administrator to explain the polling procedures.

Ms Samantha Goh of Tricor, the Poll Administrator explained the procedures for the conduct of poll at the Meeting using Tricor e-voting system.

The results of the poll were verified by the Scrutineers, Asia Securities.

ANNOUNCEMENT OF POLL RESULTS

At 10.00 a.m. Datuk Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results from Tricor, attached as Annexure 3. The poll results were shown on the projection screen in the meeting hall.

Based on the poll results, Datuk Chairman declared that Ordinary Resolutions 1 to 13 were carried. The Meeting **RESOLVED**: -

Resolution 1

"THAT the payment of final dividend of 1.60 sen per ordinary share under the single-tier system for the financial year ended 31 December 2018 be approved."

Resolution 2

"THAT Pn Zainab Binti Ahmad who retired by rotation in accordance with Article 64 of the Company's Constitution, be re-elected as Director of the Company."

Resolution 3

"THAT Dato' Sri Mohamed Bin Abid who retired by rotation in accordance with Article 64 of the Company's Constitution, be re-elected as Director of the Company."

Resolution 4

"THAT Datuk Jory Leong Kam Weng who retired by rotation in accordance with Article 64 of the Company's Constitution, be re-elected as Director of the Company."

Resolution 5

“THAT the payment of Directors’ fees amounting to RM149,500.00 per annum for the Non-Executive Directors for the financial year ended 31 December 2018 be approved.”

Resolution 6

“THAT the payment of Directors’ benefits of up to RM119,000.00 payable to the Non-Executive Directors from 27 June 2019 until the next Annual General Meeting of the Company be approved.”

Resolution 7

“THAT the re-appointment of KPMG PLT as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and authorization to the Directors to fix their remuneration be approved.”

Resolution 8

“THAT Mr Peter U Chin Wei be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance.”

Resolution 9

“THAT Datuk Jory Leong Kam Weng be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance.”

Resolution 10

“THAT Mr Christopher Koh Siew Kiat be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance.”

Resolution 11

“THAT Datin Rahmah Binti Mahmood be retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance.”

Resolution 12

“THAT subject always to the Companies Act 2016, Constitution of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered pursuant to Section 75 of the Companies Act 2016 to further allot and issue ordinary shares in the Company from time to time upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be allotted and issued pursuant to this resolution does not exceed ten percent (10%) of the total issued share capital of the Company in any one financial year and that such authority shall remain in force until the conclusion of the next Annual General Meeting of the Company.”

Resolution 13

“THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new set of the Constitution of the Company in the form and manner as set out in the Appendix A attached herewith be and is hereby approved and adopted as the new Constitution of the Company (“Proposed Adoption of New Constitution”).

THAT the Directors and Secretaries of the Company be and are hereby authorised to carry out all the necessary formalities in effecting the Proposed Adoption of New Constitution.

AND THAT the Directors of the Company, be and are hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by Bursa Malaysia Securities Berhad.”

CLOSE OF MEETING

There being no other business transacted, Datuk Chairman declared the Meeting closed at 10.10 a.m.

Signed as a correct record,

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Chairman of the Meeting

TA GLOBAL BERHAD
(828855-P)
11th Annual General Meeting
The Auditorium, 10th Floor, Menara TA One,
22, Jalan P. Ramlee, 50250 Kuala Lumpur
On 26-June-2019 at 09:30AM

Result On Voting By Poll

Resolution(s)	Vote For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Ordinary Resolution 1	4,383,917,192	99.9998	9,200	0.0002	4,383,926,392	100.0000
Ordinary Resolution 2	4,340,802,056	99.0208	42,924,336	0.9792	4,383,726,392	100.0000
Ordinary Resolution 3	4,340,795,576	99.0281	42,600,936	0.9719	4,383,396,512	100.0000
Ordinary Resolution 4	4,340,942,056	99.0209	42,924,336	0.9791	4,383,866,392	100.0000
Ordinary Resolution 5	4,383,491,192	99.9995	20,000	0.0005	4,383,511,192	100.0000
Ordinary Resolution 6	4,383,491,192	99.9995	20,000	0.0005	4,383,511,192	100.0000
Ordinary Resolution 7	4,383,906,392	99.9995	20,000	0.0005	4,383,926,392	100.0000
Ordinary Resolution 8	4,383,761,192	99.9998	9,200	0.0002	4,383,770,392	100.0000
Ordinary Resolution 9	4,340,942,056	99.0209	42,924,336	0.9791	4,383,866,392	100.0000
Ordinary Resolution 10	4,340,907,856	99.0208	42,924,336	0.9792	4,383,832,192	100.0000
Ordinary Resolution 11	4,383,812,192	99.9998	9,200	0.0002	4,383,821,392	100.0000
Ordinary Resolution 12	4,383,903,992	99.9995	22,400	0.0005	4,383,926,392	100.0000
Special Resolution	4,383,903,992	99.9995	22,400	0.0005	4,383,926,392	100.0000

