



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Fifth Annual General Meeting of TAN CHONG MOTOR HOLDINGS BERHAD will be held at Pacific Ballroom, Level 2, Seri Pacific Hotel Kuala Lumpur, Jalan Putra, 50350 Kuala Lumpur, Malaysia on Thursday, 25 May 2017 at 10.30 a.m. to transact the following business:

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.
- To declare a final single tier dividend of 1 sen per share for the financial year ended 31 December 2016.
- To re-elect Mr. Lee Min On who retires and being eligible, offers himself for re-election in accordance with Article 81 of the Company's Articles of Association, as a Director of the Company.
- To re-elect Mr. Siew Kah Toong who retires by rotation and being eligible, offers himself for re-election in accordance with Article 101 of the Company's Articles of Association, as a Director of the Company.
- To re-elect Datu Tan Heng Chew who retires by rotation and being eligible, offers himself for re-election in accordance with Article 101 of the Company's Articles of Association, as a Director of the Company.
- To re-elect Datu Ng Mann Cheong who in accordance with the resolution passed at the Forty-Fourth Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965 holds office as Director of the Company until the conclusion of the Forty-Fifth Annual General Meeting and being eligible offers himself for re-election in accordance with Section 205(6) of the Companies Act, 2016, as a Director of the Company AND THAT he continues to be designated as Independent Non-Executive Director of the Company.
- To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Directors to fix their remuneration.

Special Business

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

8. DIRECTORS' FEES

"THAT approval be and is hereby given for the Company and its subsidiary, TC Euro Cars Sdn Bhd ("TC Euro Cars"), to respectively pay Directors' fees up to an amount of RM714,000/- in aggregate to the Independent Non-Executive Directors of the Company and up to an amount of RM36,000/- in aggregate to an Independent Non-Executive Director of TC Euro Cars during the course of the period from 1 January 2017 until the next Annual General Meeting of the Company."

9. DIRECTORS' BENEFITS

"THAT approval be and is hereby given for the Company and its subsidiary, TC Capital Resources Sdn Bhd ("TC Capital Resources"), to respectively pay Directors' benefits up to an amount of RM494,600/- in aggregate to the Independent Non-Executive Directors of the Company and up to an amount of RMs,400/- in aggregate to the Independent Non-Executive Directors of TC Capital Resources during the course of the period from 1 January 2017 until the next Annual General Meeting of the Company."

10. PROPOSED GRANT OF AUTHORITY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"THAT, subject always to the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors be and are hereby empowered pursuant to Section 75 of the Act to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares allotted and issued pursuant to this Resolution do not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being of the Company AND THAT in accordance with the provisions of Section 76 of the Act, such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

11. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that –

- the aggregate number of shares purchased and/or held pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time of the purchase; and
- the Directors shall resolve at their discretion pursuant to Section 127 of the Act whether to cancel the shares so purchased, to retain the shares so purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force.

THAT an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Share Buy-Back.

THAT the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will expire:

- at the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- at the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting; whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities."

12. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH WARISAN TC HOLDINGS BERHAD AND ITS SUBSIDIARIES AND JOINTLY-CONTROLLED ENTITIES

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with Warisan TC Holdings Berhad and its subsidiaries and jointly-controlled entities involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties") including those as set out in Paragraph 3.2.1.1 of the Company's Circular to Shareholders dated 28 April 2017 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal 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 ("Shareholders' Mandate").

THAT such approval shall continue to be in force –

- until the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- at the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

13. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH APM AUTOMOTIVE HOLDINGS BERHAD AND ITS SUBSIDIARIES AND JOINT VENTURES

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with APM Automotive Holdings Berhad and its subsidiaries and joint ventures involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties") including those as set out in Paragraph 3.2.1.2 of the Company's Circular to Shareholders dated 28 April 2017 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public (where applicable) and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force –

- until the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- at the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

14. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG INTERNATIONAL LIMITED AND ITS SUBSIDIARIES

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with Tan Chong International Limited and its subsidiaries involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties") including those as set out in Paragraph 3.2.1.3 of the Company's Circular to Shareholders dated 28 April 2017 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public (where applicable) and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force –

- until the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- at the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

15. PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH AUTO DUNIA SDN BHD

"THAT, subject to the Companies Act, 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with Auto Dunia Sdn Bhd involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties") including those as set out in Paragraph 3.2.2 of the Company's Circular to Shareholders dated 28 April 2017 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal 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 ("Shareholders' Mandate").

THAT such approval shall continue to be in force –

- until the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- at the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

Resolution 15

To transact any other business of the Company of which due notice shall have been received.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the Forty-Fifth Annual General Meeting of Tan Chong Motor Holdings Berhad, a final single tier dividend of 1 sen per share for the financial year ended 31 December 2016 will be paid on 21 June 2017 to shareholders whose names appear in the Register of Members on 1 June 2017.

A depositor shall qualify for the entitlement to the dividend only in respect of:

- shares transferred into the depositor's securities account before 4.00 p.m. on 1 June 2017 in respect of transfers;
- shares deposited into the depositor's securities account before 12.30 p.m. on 30 May 2017 in respect of shares exempted from mandatory deposit; and
- shares bought on Bursa Malaysia Securities Berhad on a cash settlement basis in accordance with the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

HO WAI MING (MIA 12986)

CHANG PIE HOON (MALCSA 7000388)

Company Secretaries

Kuala Lumpur

28 April 2017

Resolution 9

NOTES:

- A depositor whose name appears in the Record of Depositors of the Company as at 17 May 2017 ("Record of Depositors") shall be regarded as a member entitled to attend, speak and vote at the meeting.
- A member, other than a proxy who is also an Authorised Nominee (as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") or an Exempt Authorised Nominee who is exempted from compliance with the provisions of Section 25A(1) of SICDA, shall be entitled to appoint not more than two (2) proxies to attend and vote for him at the meeting. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.
- Subject to Note 6 below, where a member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with ordinary shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.
- Subject to Note 6 below, where a member is a Depositor who is also an Exempt Authorised Nominee, the Exempt Authorised Nominee may appoint not more than two (2) proxies for multiple beneficial owners in one securities account ("omnibus account") as reflected in the Record of Depositors, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:
 - the securities account number;
 - the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
 - where two (2) proxies are appointed, the proportion of ordinary shareholdings or the number of ordinary shares to be represented by each proxy.
- Any beneficial owner who holds ordinary shares in the Company through more than one (1) securities account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities accounts and/or omnibus accounts to appoint not more than two (2) persons to act as proxies for the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of ordinary shares in the Company held through more than one (1) securities account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.
- Where the Form of Proxy is executed by a corporation, it must be executed under seal or under the hand of an officer or attorney duly authorised.
- The Form of Proxy must be deposited at the Office of the Company's Share Registrar, Trustor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Lower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel. No. +603-2783 9299), or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Padang, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur Malaysia not less than forty-eight hours before the time appointed for the meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of Annual General Meeting will be put to vote by poll.
- Date: Haji Kamarudin @ Abas bin Nordin and Datu Seow Thiam Fatt, who are over the age of 70 years, were re-appointed as Directors of the Company at the 44th Annual General Meeting held on 25 May 2016 pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the 45th Annual General Meeting of the Company. Both of the Directors of the Company, who are over the age of 70 years, shall not seek re-election as Directors of the Company and accordingly, they will retire at the conclusion of the 45th Annual General Meeting of the Company.

EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. Resolution 6 – Re-election of Datu Ng Mann Cheong as Director and his designation as Independent Non-Executive Director of the Company
Pursuant to Section 129(6) of the Companies Act, 1965, Datu Ng Mann Cheong, who is over the age of 70 years, was re-appointed as Director of the Company at the 44th Annual General Meeting held on 25 May 2016 to hold office until the conclusion of the 45th Annual General Meeting of the Company. Datu Ng Mann Cheong being eligible has offered himself for re-election at the coming 45th Annual General Meeting of the Company. The enforcement of the Companies Act, 2016 on 31 January 2017, there is no age limit for directors. The proposed Resolution 6, if passed, means that Datu Ng Mann Cheong will continue to act as a Director of the Company and be subject to retirement by rotation pursuant to Section 205 of the Companies Act, 2016.

Pursuant to the Malaysian Code on Corporate Governance 2012, it is recommended that approval of shareholders be sought in the event that the Company intends to retain an independent director who has served in that capacity for more than nine (9) years.
Following an assessment and recommendation by the Nominating Committee, the Board recommended that Datu Ng Mann Cheong who has served as an Independent Non-Executive Director ("INED") for a cumulative term of more than nine (9) years and has offered himself for re-election, be re-elected to the Board and to continue to be designated as an INED of the Company based on the following key justifications:

- He fulfills the independence criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, is able to bring independent and objective judgment to the Board on matters deliberated. As an INED, he discharged his duties diligently taking into consideration shareholders' interests when deliberating on matters which may have an impact on their interests;
- His relevant experience and expertise in legal and regulatory requirements as well as diverse business environments enable him to provide the Board and Board Committees, as the case may be, with pertinent and a diverse set of expertise, skills and competence;
- His long service with the Company enhances his knowledge and understanding of the business operations of the Group which enables him to contribute actively and effectively during deliberations at Board Committees and Board meetings;
- From his perfect attendance record at Board and Board Committee meetings, it is demonstrable of his commitment towards the Company's needs; and
- In view of his long service and acquaintance with the Group's objective, strategies and business operations as well as culture, he has been named as Senior Independent Non-Executive Director of the Board of Directors, Shareholders and other stakeholders may be conveyed.

2. Resolution 7 – Re-appointment of KPMG PLT as Auditors of the Company
KPMG, a conventional partnership was converted to a limited liability partnership, KPMG PLT, pursuant to Section 29 of the Limited Liability Partnerships Act, 2012 ("LLP Act") as from the date of registration on 22 December 2016. Under Section 29 of the LLP Act, a conventional partnership may be converted to a limited liability partnership if and only if the partners of the limited liability partnership to which the conventional partnership is to be converted, comprises all the partners of the conventional partnership and no one else.

Pursuant to Section 39 of the LLP Act, as from the date of registration of KPMG PLT, the re-appointment of KPMG as Auditors of the Company pursuant to a resolution passed at the 44th Annual General Meeting took effect and operated as if KPMG PLT were re-appointed Auditors of the Company instead of KPMG.

The Audit Committee has considered the re-appointment of KPMG PLT as Auditors of the Company based on the criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements. KPMG PLT are approved company auditors and have consented in writing to act as Auditors of the Company as required under Section 264 of the Companies Act, 2016. Both the Audit Committee and the Board have accordingly recommended the re-appointment of KPMG PLT as Auditors of the Company.

3. Resolutions 8 and 9 – Directors' Fees and Benefits
In accordance with Section 201(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors of public company or a listed company and its subsidiaries, shall be approved at a general meeting. The Company and certain subsidiaries pay Directors' fees and benefits to the Independent Non-Executive Directors. The Executive Directors do not receive fees and benefits as Directors but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders. The current benefits payable to the Independent Non-Executive Directors of the Company include meeting allowance, petrol allowance, provision of driver, provision of mobile devices and payment of broadband charges, notably:

- Meeting Allowance
 - As Chairman of the Meeting – RM1,500 per meeting
 - As Board/Board Committee Members – RM1,200 per meeting
- Petrol Allowance – RM800 per month each
- Company Driver – RM5,000 per month (average) each
- Mobile devices (tablets) & broadband charges – RM3,500 (average) each

The Board recommends that shareholders approve a maximum aggregate amount of RM750,000/- for the payment of Directors' fees to the Independent Non-Executive Directors of the Company (i.e. RM714,000/-) and its subsidiary, TC Euro Cars Sdn Bhd (i.e. RM36,000/-) during the course of the period from 1 January 2017 until the next Annual General Meeting of the Company in May 2018. The Board also recommends that shareholders approve a maximum aggregate amount of RM500,000/- for the payment of benefits to the Independent Non-Executive Directors of the Company (i.e. RM494,600/-) and its subsidiary, TC Capital Resources Sdn Bhd (i.e. RMs,400/-) during the course of the period from 1 January 2017 until the next Annual General Meeting of the Company in May 2018.

4. Resolution 10 – Proposed Grant of Authority Pursuant to Sections 75 and 76 of the Companies Act, 2016
The Company continues to consider opportunities to broaden the operating base and earnings potential of the Company. If any of the expansion or diversification proposals involve the issue of new shares, the Directors of the Company, under normal circumstances, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than 10% of the total number of issued shares (excluding treasury shares) of the Company.

To avoid any delay and costs involved in convening a general meeting to approve such issuance of shares, the Directors of the Company had obtained the general mandate at the Company's 44th Annual General Meeting held on 25 May 2016 to allot and issue shares in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being, for such purpose. The Company has not issued any new shares under the general mandate granted to the Directors at the 44th Annual General Meeting which will lapse at the conclusion of the 45th Annual General Meeting to be held on 25 May 2017.

At the meeting, the market has been bright at the 45th Annual General Meeting under proposed Resolution 10. The renewed mandate, unless revoked or varied at a general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

5. Resolution 11 – Proposed Renewal of Authority for the Company to Purchase Its Own Ordinary Shares
The proposed Resolution 11, if passed, will empower the Directors of the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company at any point in time of the purchase ("Proposed Share Buy-Back") by utilising the funds allocated which shall not exceed the retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, at the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held or revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back is set out in the Circular to Shareholders dated 28 April 2017 ("Circular"), despatched together with the Company's 2016 Annual Report.

6. Resolutions 12, 13, 14 and 15 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions
The proposed Resolutions 12, 13, 14 and 15, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on these proposed Resolutions are set out in the Circular despatched together with the Company's 2016 Annual Report.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 45th Annual General Meeting of the Company ("AGM") and/or an adjournment thereof, the member (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed to the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.