

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Fourth 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 Wednesday, 25 May 2016 at 3.00 p.m. to transact the following businesses:

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To declare a final single tier dividend of 6% for the financial year ended 31 December 2015. **Resolution 2**
3. To re-elect Dato' Khor Swee Wah @ Koh Bee Leng who retires by rotation and being eligible, offers herself for re-election in accordance with Article 101 of the Company's Articles of Association, as a Director of the Company. **Resolution 3**
4. To re-elect Mr. Ho Wai Ming 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. **Resolution 4**
5. To consider and if thought fit, to pass the following resolutions:
 - 5.1 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Ng Mann Cheong be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting, AND THAT he continues to be designated as an Independent Non-Executive Director of the Company." **Resolution 5**
 - 5.2 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Haji Kamaruddin @ Abas bin Nordin be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting, AND THAT he continues to be designated as an Independent Non-Executive Director of the Company." **Resolution 6**
 - 5.3 "THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Seow Thiam Fatt be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting, AND THAT he continues to be designated as an Independent Non-Executive Director of the Company." **Resolution 7**
6. To re-appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 December 2016 and to authorise the Directors to fix their remuneration. **Resolution 8**

Special Business

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

7. DIRECTORS' FEES

"THAT the maximum aggregate fees payable to Directors of the Company be increased from RM450,000/- to RM500,000/- for each financial year commencing financial year ending 31 December 2016."

Resolution 9

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8. **PROPOSED GRANT OF AUTHORITY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

“THAT, subject always to the Companies Act, 1965 (“Act”), the Articles of Association of the Company and approvals and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors be and are hereby authorised pursuant to Section 132D of the Act to allot and issue new ordinary shares of RM0.50 each 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the issued and paid-up share capital (excluding treasury shares) for the time being of the Company AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Resolution 10

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

“THAT, subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association 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 of RM0.50 each 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 issued and paid-up share capital of the Company at any point in time of the purchase.

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

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion to retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and/or to resell them and/or to deal with the shares so purchased in such other manner 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 the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will expire:

- (i) 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;
- (ii) at the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) 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).

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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.”

Resolution 11

10. **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, 1965 (“Act”), the Memorandum and Articles of Association 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 29 April 2016 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 the authority will lapse, unless by a resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed or the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act) or revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is earlier.

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 12

11. **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, 1965 (“Act”), the Memorandum and Articles of Association 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 29 April 2016 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”).

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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 the authority will lapse, unless by a resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed or the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act) or revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is earlier.

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 13

12. **PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG INTERNATIONAL LIMITED AND ITS SUBSIDIARIES**

“THAT, subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association 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 29 April 2016 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 the authority will lapse, unless by a resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed or the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act) or revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is earlier.

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 14

13. **PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH AUTO DUNIA SDN BHD**

“THAT, subject to the Companies Act, 1965 (“Act”), the Memorandum and Articles of Association 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 29 April 2016 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”).

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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 the authority will lapse, unless by a resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed or the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act) or revoked or varied by a resolution passed by the shareholders in a general meeting, whichever is earlier.

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

14. **PROPOSED DISPOSAL OF ASSETS BY TC ALUMINIUM CASTINGS SDN BHD (AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF TAN CHONG MOTOR HOLDINGS BERHAD) TO APM THERMAL SYSTEMS SDN BHD (A WHOLLY-OWNED SUBSIDIARY OF APM AUTOMOTIVE HOLDINGS BERHAD) FOR A TOTAL CASH CONSIDERATION OF RM5,701,318/-**

“THAT pursuant to Section 132E of the Companies Act, 1965, approval be and is hereby given for TC Aluminium Castings Sdn Bhd (“TCAC” or “Vendor”), an indirect wholly-owned subsidiary of Tan Chong Motor Holdings Berhad (“Company”), to dispose of the Assets [as defined in the Company’s Circular to Shareholders dated 29 April 2016 (“Circular”)] to APM Thermal Systems Sdn Bhd (“APMTS” or “Purchaser”), a wholly-owned subsidiary of APM Automotive Holdings Berhad, for a total cash consideration of RM5,701,318/- (“Proposed Disposal”) subject to such adjustment as provided in the Circular and upon such arm’s length and commercially acceptable terms and conditions as the Vendor and the Purchaser shall determine and agree upon AND THAT the Board of Directors of the Company be and is hereby given full power to determine and assent to the terms and conditions of the contract of sale of the Assets to be executed between TCAC and APMTS and to take all such steps and to execute all such documents as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposal”.

Resolution 16

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-Fourth Annual General Meeting of Tan Chong Motor Holdings Berhad, a final single tier dividend of 6% for the financial year ended 31 December 2015 will be paid on 21 June 2016 to shareholders whose names appear in the Register of Members on 1 June 2016.

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

- (1) shares transferred into the depositor’s securities account before 4.00 p.m. on 1 June 2016 in respect of transfers;
- (2) shares deposited into the depositor’s securities account before 12.30 p.m. on 30 May 2016 in respect of shares exempted from mandatory deposit; and
- (3) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis in accordance with the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

HO WAI MING (MIA 12986)
CHANG PIE HOON (MAICSA 7000388)
Company Secretaries

Kuala Lumpur
29 April 2016

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NOTES:

1. *A depositor whose name appears in the Record of Depositors of the Company as at 17 May 2016 (“Record of Depositors”) shall be regarded as a member entitled to attend, speak and vote at the meeting.*
2. *A member, other than a member 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 without limitation and the provisions of Section 149 (1)(a) and (b) of the Companies Act, 1965 (“Act”) shall not apply to the Company. 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.*
3. *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.*
4. *Subject to Note 6 below, where a member is a Depositor who is also an Exempt Authorised Nominee which holds ordinary shares in the Company 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.*
5. *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:*
 - (i) *the securities account number;*
 - (ii) *the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and*
 - (iii) *where two (2) proxies are appointed, the proportion of ordinary shareholdings or the number of ordinary shares to be represented by each proxy.*
6. *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.*
7. *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.*
8. *The Form of Proxy must be deposited at the Office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, Tel. No.: +603-2783 9299, not less than forty-eight hours before the time appointed for the meeting.*

EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. **Resolutions 5, 6 and 7 – Re-appointment of Dato’ Ng Mann Cheong, Dato’ Haji Kamaruddin @ Abas bin Nordin and Dato’ Seow Thiam Fatt as Directors pursuant to Section 129(6) of the Act and their designation as Independent Non-Executive Directors of the Company**

In accordance with Section 129 of the Act, the office of a director of public company who is of or over the age of 70 years, shall become vacant at the conclusion of the annual general meeting unless he is re-appointed under Section 129(6) of the Act.

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.

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Following an assessment and recommendation by the Nominating Committee, the Board recommended that Dato' Ng Mann Cheong, Dato' Haji Kamaruddin @ Abas bin Nordin and Dato' Seow Thiam Fatt, who are over the age of 70 years and have each served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, be re-appointed as Directors and they continue to be designated as Independent Non-Executive Directors of the Company subject to the shareholders' approval at the forthcoming Annual General Meeting of the Company. Key justifications for retaining them as Independent Non-Executive Directors are as follows:

- (a) they fulfil the Independent Director criteria as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore, are able to bring independent and objective judgment to the Board;
- (b) their relevant experience and expertise in legal, economics, finance and accounting would enable them to provide the Board and Board Committees, as the case may be, with pertinent and a diverse set of expertise, skills and competence;
- (c) their long service with the Company enhances their knowledge and understanding of the business operations of the Group which enable them to contribute actively and effectively during deliberations at Board Committees and Board meetings, as the case may be; and
- (d) they devote sufficient time and exercise due care as Independent Directors of the Company and carry out their duties in the interest of the Company and shareholders.

2. Resolution 9 – Directors' Fees

At the Annual General Meeting of the Company held on 23 May 2012, the shareholders passed an ordinary resolution giving approval for the Company to pay aggregate fees of not exceeding RM450,000/- per annum to the Directors of the Company for the financial year ended 31 December 2012 and each financial year thereafter.

It is important that the Directors of the Company be adequately remunerated so that the Company will be able to retain and attract persons of calibre and credibility with the necessary skills and experience to manage the Company. The proposed increase in the maximum aggregate fees payable to Directors from RM450,000/- to RM500,000/- will provide flexibility to adjust the fees of Independent Directors in the future in line with the market benchmarks and business activities of the Group.

In accordance with Article 83(ii) of the Company's Articles of Association, the Board recommends that shareholders approve, in advance, an annual payment of directors' fees of a maximum aggregate amount of RM500,000/-. The Board will seek fresh approval from the shareholders when there is a need to change the amount.

3. Resolution 10 - Proposed Grant of Authority Pursuant to Section 132D of the Act

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 issued and paid-up share capital (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 43rd Annual General Meeting held on 27 May 2015 to allot and issue shares in the Company up to an amount of not exceeding in total 10% of the issued and paid-up share capital 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 43rd Annual General Meeting which will lapse at the conclusion of the 44th Annual General Meeting to be held on 25 May 2016.

A renewal of the mandate is being sought at the 44th 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.

4. 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 issued and paid-up share capital 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.

Further information on the Proposed Share Buy-Back is set out in the Circular to Shareholders dated 29 April 2016 ("Circular"), despatched together with the Company's 2015 Annual Report.

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5. 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 2015 Annual Report.

6. Resolution 16 – Proposed Disposal of Assets by TC Aluminium Castings Sdn Bhd to APM Thermal Systems Sdn Bhd

TC Aluminium Castings Sdn Bhd ("Vendor") proposes to dispose of the Assets (as defined in the Circular) to APM Thermal Systems Sdn Bhd ("Purchaser"), for a total cash consideration of RM5,701,318/- ("Proposed Disposal"). The Proposed Disposal falls under the provision of Section 132E of the Act, in that both the Vendor and Purchaser are deemed to be persons connected with Dato' Tan Heng Chew, a Director and substantial shareholder of the Company, and Mr. Tan Eng Soon and Mr. Tan Keng Leong, substantial shareholders of the Company, by virtue of Section 122A of the Act and prior approval of the shareholders of the Company at a general meeting is required to implement the Proposed Disposal.

Further details on the Proposed Disposal are set out in the Circular despatched together with the Company's 2015 Annual Report.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 44th Annual General Meeting of the Company ("AGM") and/or any 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 for 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.