

GENERAL MEETINGS: Notice of Meeting

TASCO BERHAD

Type of Meeting Annual General Meeting

Indicator Notice of Meeting

Description Full text of the Notice of Fortieth Annual General Meeting is attached herewith.

Date of Meeting 15 Sep 2015

Time 03:00 PM

Venue Lot No. 1A, Persiaran Jubli Perak, Jalan 22/1, Seksyen 22, 40300 Shah Alam, Selangor Darul Ehsan

Date of General Meeting 08 Sep 2015

Record of Depositors

Please refer attachment below.

Attachments

AGM40_Notice of Meeting_Final.pdf
33.1 kB

Announcement Info

Company Name	TASCO BERHAD
Stock Name	TASCO
Date Announced	21 Aug 2015
Category	General Meeting
Reference Number	GMA-15072015-00004

NOTICE OF FORTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fortieth Annual General Meeting of the Company will be held at Lot No. 1A, Persiaran Jubli Perak, Jalan 22/1, Seksyen 22, 40300 Shah Alam, Selangor Darul Ehsan on Tuesday, 15 September 2015 at 3.00 p.m. to transact the following businesses:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 March 2015 and the Reports of Directors and Auditors thereon. **Ordinary Resolution 1**
- To approve the payment of a single-tier final dividend of 5.00 sen in respect of the financial year ended 31 March 2015. **Ordinary Resolution 2**
- To re-elect the following Directors who retire pursuant to Article 77 of the Company's Articles of Association:-
3.1 Mr. Lim Jew Kiat **Ordinary Resolution 3**
3.2 Mr. Tan Kim Yong **Ordinary Resolution 4**
3.3 Mr. Raymond Cha Kar Siang **Ordinary Resolution 5**
- To consider and if thought fit, to pass the following resolution in accordance with Section 129 of the Companies Act, 1965:-
"THAT Mr. Raiappan s/o Yagappan @ Raiappan Peter retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby appointed a director of the Company to hold office until the next Annual General Meeting."
Ordinary Resolution 6
- To re-appoint Messrs Mazars as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 6**
- As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE **Ordinary Resolution 7**
"THAT pursuant to Paragraph 10.09 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the Company and its subsidiaries be and are hereby authorised to enter into and give effect to the Recurrent Transactions with the Related Party as detailed in Section 2.3.2 of the Circular to Shareholders dated 24 August 2015 which are necessary for the Company's and its subsidiaries' day-to-day operations in the ordinary course of business on terms not more favourable to the said Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.
AND THAT such approval shall continue to be in force until:-
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
(b) 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 Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
(c) revoked or varied by a resolution passed by the shareholders in a general meeting; whichever is earlier.
AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature."
PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH IN TASCO BERHAD ("TASCO") INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH IN TASCO **Ordinary Resolution 8**
"THAT subject to the approval of all relevant authorities being obtained, approval be and is hereby given to the Board to subdivide each of the ordinary share of RM1.00 each of the Company held by registered shareholders whose names appear in the Company's Record of Depositors as at the close of business on a date to be determined by the Board and announced later, into two (2) fully paid-up ordinary shares of RM0.50 each ("Subdivided Shares") AND THAT the authorised share capital of the Company which is RM200,000,000.00 divided into 200,000,000 ordinary shares of RM1.00 each be and is hereby altered by subdividing the 200,000,000 ordinary shares of RM1.00 each into 400,000,000 ordinary shares of RM0.50 each ("Proposed Share Split").
THAT the Subdivided Shares shall rank pari passu in all respects with each other.
AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Share Split."
AUTHORITY TO ISSUE SHARES **Ordinary Resolution 9**
"THAT subject always to the Companies Act, 1965 ("Act") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Act to issue shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes that the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being."
- To transact any other business of which due notice shall have been received.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT a single-tier final dividend of 5.00 sen in respect of the financial year ended 31 March 2015, if approved by the shareholders, will be paid on 14 October 2015 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 30 September 2015.

A Depositor shall qualify for entitlement only in respect of:-

- shares transferred to the Depositor's Securities Account before 4.00 p.m. on 30 September 2015 in respect of transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

KANG SHEW MENG
SEOW FEI SAN
LOH LAI LING
Secretaries

Petaling Jaya
Date: 24 August 2015

Notes:

- Only depositors whose names appear in the Record of Depositors as at 8 September 2015 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company and a Member may appoint any persons to be his proxy. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A Member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Annual General Meeting. Where a Member appoints two (2) proxies, the appointment shall be invalid unless the Member specifies the proportions of his holding to be represented by each proxy. Where a Member of the Company is an authorised nominee as defined under the Central Depositors Act, it may appoint at least one (1) proxy but 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 of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan S57/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time for holding the Annual General Meeting or any adjournment thereof.
- Explanatory Notes on Special Business:

Ordinary Resolution 7

Proposed Renewal of Shareholders' Mandate for Recurrent Transactions

The Ordinary Resolution 7 proposed under item 6, if passed, will allow the Company and its subsidiaries to enter into Recurrent Transactions pursuant to Paragraph 10.09 of the Listing Requirements. Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions is set out in Section 2.3.2 of the Circular to Shareholders dated 24 August 2015, which is despatched together with the Company's Annual Report 2015.

Ordinary Resolution 8

Proposed Share Split involving the subdivision of every one (1) existing ordinary share of RM1.00 each in TASCO Berhad ("TASCO") into two (2) ordinary shares of RM0.50 each in TASCO

The Proposed Ordinary Resolution 8, if passed, is expected to adjust the market price of TASCO Shares and will result in the Subdivided Shares being more affordable which will enable a wider group of investors to participate in the growth of the Company.

The Proposed Share Split is expected to enhance the marketability and trading liquidity of the ordinary shares of TASCO as a result of the increase in the number of shares in issue.

Ordinary Resolution 9

Authority to Issue Shares

At last year's Annual General Meeting, mandate was given to Directors to issue and allot at no more than 10% of the issued share capital of the Company. However, the mandate was not utilised and accordingly will lapse at the forthcoming Annual General Meeting. As such, the Board would like to seek for a renewal of the mandate.

The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to issue and allot not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.