

## GENERAL MEETINGS: Notice of Meeting

## TASCO BERHAD

Type of Meeting	Annual General Meeting
Indicator	Notice of Meeting
Description	Full text of the Notice of Forty-Second Annual General Meeting is attached herewith.
Date of Meeting	07 Sep 2017
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 Record of Depositors	29 Aug 2017

Please refer attachment below.

## Attachments

Notice of AGM.pdf  
34.3 kB

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Announcement Info

Company Name	TASCO BERHAD
Stock Name	TASCO
Date Announced	27 Jul 2017
Category	General Meeting
Reference Number	GMA-24072017-00012

**NOTICE OF FORTY-SECOND ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Forty-Second 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 Thursday, 7 September 2017 at 3.00 p.m. to transact the following businesses:-

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2017 and the Reports of Directors and Auditors thereon. **Ordinary Resolution 1**
2. To approve the payment of Directors' Fees of RM96,000 for the financial year ended 31 March 2017. **Ordinary Resolution 2**
3. To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM30,000 from 1 February 2017 until the next annual general meeting of the Company.
4. To re-elect the following Directors who retire pursuant to Article 77 of the Company's Constitution:-
  - 4.1 Mr. Raymond Cha Kar Slang **Ordinary Resolution 3**
  - 4.2 Mr. Yasushi Ooka **Ordinary Resolution 4**
  - 4.3 Mr. Masaki Ogane **Ordinary Resolution 5**
5. To re-appoint Mr. Raiappan s/o Yagappan @ Raiappan Peter as Director of the Company. **Ordinary Resolution 6**
6. To re-appoint Messrs Mazars PLT as Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 7**
7. As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications:-
 

**"THAT pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and subject to the passing of Resolution 3, approval be and is hereby given to Mr. Raymond Cha Kar Slang, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director until the conclusion of the next Annual General Meeting."** **Ordinary Resolution 8**

**"THAT pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 and subject to the passing of Resolution 6, approval be and is hereby given to Mr. Raiappan s/o Yagappan @ Raiappan Peter, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director until the conclusion of the next Annual General Meeting."** **Ordinary Resolution 9**

**"THAT pursuant to Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012, approval be and is hereby given to Mr. Kwong Hoi Meng, who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director until the conclusion of the next Annual General Meeting."** **Ordinary Resolution 10**
8. 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 11**

**"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 28 July 2017 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 340(1) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(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."
9. **AUTHORITY TO ALLOT SHARES** **Ordinary Resolution 12**

**"THAT** subject always to the Companies Act, 2016 ("Act") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Act to allot and 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."
10. To transact any other business of which due notice shall have been received.

**BY ORDER OF THE BOARD**

**KANG SHEW MENG**  
**SEOW FEI SAN**  
**LOH LAI LING**  
Secretaries

Petaling Jaya  
Date: 28 July 2017

**Notes:**

1. Only depositors whose names appear in the Record of Depositors as at 29 August 2017 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.
2. 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.
3. 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.
4. 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.
5. 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 SS7/26, 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.
6. Explanatory Notes:

**Note A -** The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340(1) of the Act, hence, the matter will not be put for voting.

**Ordinary Resolutions 1 and 2**

**Proposed Payment of Directors' Fees**

**Proposed Payment of Directors' Benefits to Non-Executive Directors**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the Forty-Second Annual General Meeting ("AGM") on the Directors' fees and benefits in two (2) separate resolutions as below:-

- Ordinary Resolution 1 on payment of Directors' fees of RM96,000 is in respect of the financial year ended 31 March 2017; and
- Ordinary Resolution 2 on payment of Directors' benefits (excluding Directors' fees) from 1 February 2017 until the next AGM of up to RM30,000.

The Directors' benefits of the Company which is estimated not to exceed RM30,000 is basically the meeting allowances for Board/Board Committee meetings attended/to be attend for period from 1 February 2017 until the conclusion of the next AGM. The Board will seek shareholders' approval at the next AGM in the event the amount of the Directors' benefits is insufficient due to an increase in Board/Board Committee meetings and/or increase in Board size.

Details of the Directors' fees and benefits paid to the Non-Executive Directors are disclosed on page 38 of the Statement on Corporate Governance in the Annual Report 2017.

**Ordinary Resolution 6**

**Proposed Re-appointment of Director**

With the coming into force the Act on 31 January 2017, there is no age limit for directors.

At the Forty-First Annual General Meeting of the Company held on 28 September 2016, Mr. Raiappan s/o Yagappan @ Raiappan Peter, who is above the age of 70, were reappointed pursuant to Section 129 of the Companies Act, 1965 to hold office until the conclusion of the Forty-Second Annual General Meeting. His term of office will end at the conclusion of the Forty-Second Annual General Meeting and he has offered himself for re-appointment.

The proposed Ordinary Resolution 6, if passed, will enable Mr. Raiappan s/o Yagappan @ Raiappan Peter to continue to act as Director of the Company and he shall subject to retirement by rotation at a later date.

**Ordinary Resolutions 8 to 10**

**Proposed Retention of Independent Non-Executive Directors**

The Proposed Ordinary Resolutions 8 to 10, if passed, will enable Mr. Raymond Cha Kar Slang, Mr. Raiappan s/o Yagappan @ Raiappan Peter and Mr. Kwong Hoi Meng to continue serving as the Independent Non-Executive Directors of the Company as recommended under Malaysian Code on Corporate Governance 2012 ("MCCG 2012").

Their term of office as independent directors is calculated based on the listing date of the Company on 28 December 2007.

An assessment of the independence of all Independent Directors was undertaken as part of the Board's assessment in 2017. The Board of Directors has considered the results of the Independence assessment of Mr. Raymond Cha Kar Slang, Mr. Raiappan s/o Yagappan @ Raiappan Peter and Mr. Kwong Hoi Meng, which was undertaken pursuant to the guidelines as set out in the Main Market Listing Requirements of Bursa Securities and MCCG 2012, and are satisfied that they meet the guidelines for independence and their ability to exercise independent judgement. Therefore, the Board recommends that Mr. Raymond Cha Kar Slang, Mr. Raiappan s/o Yagappan @ Raiappan Peter and Mr. Kwong Hoi Meng should be retained as the Independent Non-Executive Directors of the Company.

**Ordinary Resolution 11**

**Proposed Shareholders' Mandate for Recurrent Transactions**

The proposed Ordinary Resolution 11, if passed, will allow the Company and/or its subsidiaries to enter into Recurrent Transactions involving the interests 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.

**Ordinary Resolution 12**

**Authority to Allot Shares**

At last year's Annual General Meeting, mandate was given to Directors to issue and allot not 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 12, if passed, will empower the Directors of the Company to 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, repayment of bank borrowings, if any, 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.