

GENERAL MEETINGS: Notice of Meeting

TASCO BERHAD

Type of Meeting	Extraordinary General Meeting
Indicator	Notice of Meeting
Description	Full text of the Notice of Extraordinary General Meeting is attached herewith.
Date of Meeting	10 May 2019
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	03 May 2019

Please refer attachment below.

Attachments

TASCO - Notice of EGM.pdf
47.2 kB

Announcement Info

Company Name	TASCO BERHAD
Stock Name	TASCO
Date Announced	24 Apr 2019
Category	General Meeting
Reference Number	GMA-19042019-00001

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of TASCO Berhad (“**Company**”) is scheduled to be held at TASCO Berhad, Lot No. 1A, Persiaran Jubli Perak, Jalan 22/1, Seksyen 22, 40300 Shah Alam, Selangor on Friday, 10 May 2019 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED ISSUANCE AND ALLOTMENT OF 58,878,000 NEW ORDINARY SHARES (REPRESENTING 30% OF THE ENLARGED EQUITY INTEREST) IN TASCO YUSEN GOLD COLD SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF TASCO BERHAD, TO JAPAN OVERSEAS INFRASTRUCTURE INVESTMENT CORPORATION FOR TRANSPORT & URBAN DEVELOPMENT FOR A CASH SUBSCRIPTION PRICE OF RM125.0 MILLION

“**THAT**, subject to all approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given for TASCO Berhad (“**Company**”) to approve and authorise the issuance and allotment of 58,878,000 new ordinary shares in TASCO Yusen Gold Cold Sdn Bhd (“**TYGC**”), representing 30% of the enlarged equity interest in TYGC, to Japan Overseas Infrastructure Investment Corporation For Transport & Urban Development (“**JOIN**”) for a cash subscription price of RM125.0 million as set out in the share subscription agreement dated 29 March 2019 entered into between the Company, TYGC and JOIN (“**Proposed Investment from JOIN**”) and such other terms and conditions as the parties thereto may mutually agree upon in writing or which are imposed by the relevant authorities;

AND THAT, approval be and is hereby given to the board of directors of the Company (“**Board**”) to give effect to the Proposed Investment from JOIN with full powers and authority to:-

- (a) enter into a shareholders’ agreement with JOIN upon completion of the Proposed Investment from JOIN to regulate the conduct of the business and affairs of TYGC;
- (b) enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such agreements, instruments, documents and/or deeds as the Board may from time to time deem necessary, expedient or appropriate for or in connection with the Proposed Investment from JOIN;
- (c) assent and/or give effect to any condition, variation, modification, addition and/or amendment in respect of the Proposed Investment from JOIN and/or any provision, term and condition thereof as may be required and/or as the Board may in its absolute discretion deem necessary, expedient or appropriate and/or as may be imposed or permitted by any relevant regulatory authorities; and
- (d) take all such steps and do all such acts, deeds and things including giving undertakings as the Board may from time to time deem necessary, expedient or appropriate to implement, finalise and give full effect to and complete all transactions contemplated under the Proposed Investment from JOIN.”

By Order of our Board,
TASCO BERHAD

KANG SHEW MENG
SEOW FEI SAN
LOH LAI LING
Company Secretaries

Petaling Jaya
25 April 2019

Notes:-

1. Only depositors whose names appear in the Record of Depositors as at 3 May 2019 shall be regarded as members and entitled to attend, speak and vote at the EGM.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak 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 2 proxies to attend and vote at the EGM. Where a member appoints 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 1 proxy but not more than 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 not less than 48 hours before the time for holding the EGM or any adjournment thereof.