ANALYSIS OF SHAREHOLDINGS
AS AT 23 MARCH 2022

SHAREHOLDINGS STRUCTURE

The total number of issued shares of the Company stands at 2,015,817,574 ordinary shares, with voting right of one vote per ordinary share.

ANALYSIS OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares Held	%
1 – 99	353	5.55	10,931	0.00
100 – 1,000	856	13.45	505,912	0.03
1,001 – 10,000	2,882	45.28	15,276,559	0.76
10,001 – 100,000	1,851	29.08	56,520,904	2.80
100,001 to less than 5% of issued shares	417	6.55	789,189,935	39.15
5% and above of issued shares	6	0.09	1,154,313,333	57.26
Total	**6,365**	**100.00**	**2,015,817,574**	**100.00**

LIST OF THIRTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares Held	%
1.	Tali-Eaux Sdn. Bhd.	383,385,000	19.02
2.	Water Clinic Sdn. Bhd.	270,000,000	13.39
3.	Lembaga Tabung Haji	146,950,000	7.29
4.	Malar Terang Sdn. Bhd.	124,638,333	6.18
5.	Century General Water (M) Sdn. Bhd.	123,090,000	6.11
6.	CIMB Group Nominees (Asing) Sdn. Bhd. Pledged Securities Account – DBS Bank Ltd for Vijay Vijendra Sethu (SG1400407752)	106,250,000	5.27
7.	Mal Monte Sdn. Bhd.	95,850,000	4.75
8.	HSBC Nominees (Asing) Sdn. Bhd. Exempt AN for Credit Suisse (SG BR-TST-Asing)	75,000,000	3.72
9.	Citigroup Nominees (Tempatan) Sdn. Bhd. Employees Provident Fund Board	74,580,100	3.70
10.	Citigroup Nominees (Tempatan) Sdn. Bhd. Exempt AN for AIA Bhd.	45,831,798	2.27
11.	Citigroup Nominees (Asing) Sdn. Bhd. Exempt AN for Morgan Stanley Smith Barney LLC (CLNT FUL PD SEG)	42,669,583	2.12
12.	Lim Chee Meng	42,645,050	2.12
13.	CIMSEC Nominees (Tempatan) Sdn. Bhd. CIMB for Lim Chee Meng (PB)	41,666,666	2.07
14.	Ng Yim Hoo	18,063,333	0.90

Analysis of Shareholdings

As at 23 March 2022

LIST OF THIRTY LARGEST SHAREHOLDERS (CONT'D)

No.	Name	No. of Shares Held	%
15.	Maybank Nominees (Tempatan) Sdn. Bhd. Etiqa Family Takaful Berhad (Family)	14,184,400	0.70
16.	Citigroup Nominees (Tempatan) Sdn. Bhd. Urusharta Jamaah Sdn. Bhd. (Principal 2)	14,000,000	0.69
17.	Citigroup Nominees (Tempatan) Sdn. Bhd. Employees Provident Fund Board (CPIAM EQ)	13,521,000	0.67
18.	Minhat Bin Mion	13,333,333	0.66
19.	CIMB Islamic Nominees (Tempatan) Sdn. Bhd. Principal Islamic Asset Management Sdn. Bhd. for Lembaga Tabung Haji	12,699,333	0.63
20.	Maybank Nominees (Tempatan) Sdn. Bhd. Etiqa Life Insurance Berhad (Life Par)	11,445,100	0.57
21.	CIMSEC Nominees (Tempatan) Sdn. Bhd. CIMB for Ng Lee Ling (PB)	9,200,000	0.46
22.	Maybank Nominees (Tempatan) Sdn. Bhd. National Trust Fund (IFM Maybank) (412183)	8,763,700	0.43
23.	Century General Water (M) Sdn. Bhd.	8,745,000	0.43
24.	Public Nominees (Tempatan) Sdn. Bhd. Pledged Securities Account for Ong Ka Ting (E-SS2)	8,650,000	0.43
25.	Citigroup Nominees (Tempatan) Sdn. Bhd. Urusharta Jamaah Sdn. Bhd. (Maybank 2)	7,605,100	0.38
26.	Citigroup Nominees (Tempatan) Sdn. Bhd. Universal Trustee (Malaysia) Berhad for Principal Islamic Small Cap Opportunities Fund	6,849,766	0.34
27.	Maybank Nominees (Tempatan) Sdn. Bhd. Etiqa Life Insurance Berhad (Life Non Par)	5,420,800	0.27
28.	Maybank Nominees (Tempatan) Sdn. Bhd. Etiqa Family Takaful Berhad (Shareholders)	5,313,900	0.26
29.	Citigroup Nominees (Tempatan) Sdn. Bhd. Great Eastern Takaful Berhad (Mekar)	4,191,000	0.21
30.	Maybank Nominees (Tempatan) Sdn. Bhd. Maybank Trustees Berhad for APEX DANA AL-SOFI-I (ADAS-I) (410325)	4,007,666	0.20
	TOTAL	**1,738,549,961**	**86.24**

The substantial shareholders as per the Register of Substantial Shareholders:-

Name	Direct No. of Shares Held	%	Indirect No. of Shares Held	Notes	%
Tali-Eaux Sdn. Bhd.	383,385,000	19.02	-	-	-
Water Clinic Sdn. Bhd.	270,000,000	13.39	-	-	-
Lembaga Tabung Haji	159,649,333	7.92	-	-	-
Century General Water (M) Sdn. Bhd.	131,835,000	6.54	-	-	-
Malar Terang Sdn. Bhd.	124,638,333	6.18	-	-	-
Vijay Vijendra Sethu	106,250,000	5.27	75,000,000	(a)	3.72
Anekawal Sdn. Bhd.	-	-	383,385,000	(b)	19.02
LGB Holdings Sdn. Bhd.	-	-	1,005,708,333	(c)	49.89
Adil Cita Sdn. Bhd.	-	-	515,220,000	(d)	25.56
Dato' Lim Chee Meng	84,311,716	4.18	1,006,833,333	(e)	49.95
Lim Chin Sean	250,006	0.01	1,006,833,333	(e)	49.95
LGB Group Sdn. Bhd.	-	-	1,006,833,333	(e)	49.95
GSL Development Sdn. Bhd.	-	-	131,835,000	(f)	6.54

Notes:-

(a) Indirect interest through a family trust.

(b) Deemed interest by virtue of its shareholdings in Tali-Eaux Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016.

(c) Deemed interest by virtue of its shareholdings in Tali-Eaux Sdn. Bhd., Malar Terang Sdn. Bhd., Water Clinic Sdn. Bhd., Century General Water (M) Sdn. Bhd. and Mal Monte Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016.

(d) Deemed interest by virtue of its shareholdings in Tali-Eaux Sdn. Bhd. and Century General Water (M) Sdn Bhd pursuant to Section 8(4) of the Companies Act 2016.

(e) Deemed interest by virtue of their shareholdings in Tali-Eaux Sdn Bhd, Malar Terang Sdn. Bhd., Water Clinic Sdn. Bhd., Century General Water (M) Sdn. Bhd., Mal Monte Sdn. Bhd. and LGB Engineering Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016.

(f) Deemed interest by virtue of its shareholdings in Century General Water (M) Sdn. Bhd. pursuant to Section 8(4) of the Companies Act 2016.

Analysis of Shareholdings
As at 23 March 2022

The Directors' shareholdings as per the Register of Directors' Shareholdings:-

Name	Direct No. of Shares Held	%	Indirect No. of Shares Held	Notes	%
YAM Tunku Ali Redhauddin Ibni Tuanku Muhriz	-	-	-	-	-
Raja Datuk Zaharaton Binti Raja Dato' Zainal Abidin	-	-	-	-	-
Dato' Lim Yew Boon	1,000,000	0.05	-	-	-
Soong Chee Keong	-	-	-	-	-
Dato' Sri Amrin Bin Awaluddin	-	-	-	-	-
Ahmad Jauhari Bin Yahya	-	-	-	-	-
Datuk Roger Tan Kor Mee	-	-	-	-	-
Lim Chin Sean	250,006	0.01	1,006,833,333	(a)	49.95

Notes:-

(a) Deemed interest by virtue of his shareholdings in Tali-Eaux Sdn. Bhd., Malar Terang Sdn. Bhd., Water Clinic Sdn. Bhd., Century General Water (M) Sdn. Bhd., Mal Monte Sdn. Bhd. and LGB Engineering Sdn. Bhd..

By virtue of his interest in the Company pursuant to Section 8 of the Companies Act 2016, Mr. Lim Chin Sean is also deemed interested in shares of all the Company's subsidiaries to the extent the Company has an interest.

NOTICE OF FULLY VIRTUAL ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-first Annual General Meeting ("31st AGM") of the Company will be held on fully virtual basis through live streaming and online remote voting via online meeting platform at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC – D6A357657) on Wednesday, 1 June 2022 at 11.00 a.m. for the following purposes:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 1)**

2. To approve the payment of Directors' fees with effect from 2 June 2022 until the next Annual General Meeting of the Company to be held in 2023. **(Resolution 1)** **(Please refer to Note 2)**

3. To approve the payment of Directors' benefits with effect from 2 June 2022 until the next Annual General Meeting of the Company to be held in 2023. **(Resolution 2)** **(Please refer to Note 3)**

4. To re-elect the following Directors who are retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, have offered themselves for re-election:

   (a) En. Ahmad Jauhari Bin Yahya **(Resolution 3)**
   (b) Dato' Lim Yew Boon **(Resolution 4)**
   (c) Mr. Lim Chin Sean **(Resolution 5)**

   (Please refer to Note 4)

5. To re-appoint Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)** **(Please refer to Note 5)**

As Special Business

To consider and if thought fit, with or without any modification(s), to pass the following Resolutions:

6. **APPROVAL TO CONTINUE IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR** **(Resolution 7)** **(Please refer to Note 6)**

   "THAT Mr. Soong Chee Keong who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 25 April 2013 be and is hereby retained and continue to act as an Independent Non-Executive Director of the Company."

7. **AUTHORITY TO ISSUE AND ALLOT SHARES OF THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("PROPOSED GENERAL MANDATE")** **(Resolution 8)** **(Please refer to Note 7)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approvals of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby empowered to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed twenty per centum (20%) of the total number of the issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 20% General Mandate").

THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022.

THAT subsequent thereto, the general mandate shall be reinstated from 20% limit to 10% limit pursuant to Paragraph 6.03 of the Listing Requirements provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors of the Company may, in their absolute discretion, deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of the issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate").

THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

a. the conclusion of the next Annual General Meeting of the Company held after the approval was given;

b. at the expiration of the period within which the next Annual General Meeting is required to be held after the approval was given; or

c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

8. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **(Resolution 9)** **(Please refer to Note 8)**

"THAT subject to the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature ("RRPT") with the related party(ies) as set out in Section 2.5 of the Circular to Shareholders of the Company dated 28 April 2022 ("the Circular") provided that such transactions are:

(a) necessary for the day-to-day operations;

(b) in the ordinary course of business and are on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and

(c) not prejudicial to the minority shareholders of the Company.

("Shareholders' Mandate").

THAT such approval shall continue to be in force and effect until:

(a) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said Annual General Meeting;

(b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

(c) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board

TAI YIT CHAN
(SSM PC No.:20202008001023) (MAICSA 7009143)
CHAN SAU LENG
(SSM PC No.: 20202008002709) (MAICSA 7012211)
Company Secretaries

Kuala Lumpur
Dated this 28th day of April, 2022

Explanatory Notes on Ordinary Business/ Special Business:

1. **Item 1 of the Agenda**
   To receive the Audited Financial Statements for the financial year ended 31 December 2021

   This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. **Item 2 of the Agenda**
   To approve the payment of Directors' fees with effect from 2 June 2022 until the next Annual General Meeting of the Company to be held in 2023.

   The proposed Ordinary Resolution 1, if passed, will give authority to the Company to pay the Directors' fees with effect from 2 June 2022 until the next Annual General Meeting of the Company to be held in 2023, as and when their services are rendered. The quantum of the Directors' fees for each category of Directors remains unchanged as compared with the year 2021.

   The Directors' fees were calculated based on the rate of RM200,000 per year for Chairman of the Board, RM160,000 per year for Chairman of the Audit and Risk Management Committee and RM120,000 per year for other Directors.

3. **Item 3 of the Agenda**
   To approve the payment of Directors' benefits with effect from 2 June 2022 until the next Annual General Meeting of the Company to be held in 2023

   The proposed Ordinary Resolution 2, if passed, will give authority to the Company to pay the Directors' benefits with effect from 2 June 2022 until the next Annual General Meeting of the Company to be held in 2023.

   The Directors' benefits comprise the following and will be paid as and when incurred:

Benefits	Description	Amount
Meeting allowance	Chairman of the Board/ Board Committees	RM1,600 per meeting
	Members of the Board/ Board Committees	RM1,000 per meeting
Directors' and Officers' Indemnity Insurance	-	RM17,900

4. **Item 4 of the Agenda**
   To re-elect the following Directors who are retiring pursuant to Clause 77 of the Constitution of the Company and being eligible, have offered themselves for re-election:
   (a) En. Ahmad Jauhari Bin Yahya ("En. Ahmad Jauhari")
   (b) Dato' Lim Yew Boon ("Dato' Lim")
   (c) Lim Chin Sean ("Mr. Lim")

   The Nominating Committee ("NC") of the Company has reviewed the performance of each Director who are subject for re-election and has assessed the criteria and contribution of En. Ahmad Jauhari, Dato' Lim and Mr. Lim through an annual assessment, are satisfied with the performance, contribution and effectiveness of the Directors being eligible, have offered themselves for re-election at this AGM.

   These three (3) retiring Directors have abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the relevant Board and Board Committees meetings and have no conflict of interests with the Company. The profiles of these retiring Directors are set out on pages 64, 63 and 65 of the Annual Report 2021.

   NC has recommended for their re-election at the forthcoming AGM of the Company. The Board endorsed the NC's recommendation that Ahmad Jauhari Bin Yahya, Dato' Lim Yew Boon and Mr. Lim Chin Sean be re-elected as Directors of the Company. Please refer to the Corporate Governance Overview Statement or Corporate Governance Report for further details on the assessment conducted by the NC and the Board.

   (a) Ordinary Resolution 3 – Re-election of En. Ahmad Jauhari as Independent Non-Executive Director

   En. Ahmad Jauhari fulfills the requirement of independence set out in the Main Market Listing Requirements of Bursa Securities as well as the prescribed criteria under the MCCG 2021. He demonstrates his independence through his constructive feedback to the Company in developing the Group's business strategies. He also exercised his due care and carried out his duties professionally during his tenure as Independent Non-Executive Director.

   (b) Ordinary Resolution 4 – Re-election of Dato' Lim as Executive Director

   Dato' Lim shows exemplary leadership in the Company's businesses and creating value. He has contributed significantly to the Group by providing valuable inputs and steered the Group forward in the past twelve (12) years with notable achievements during his tenure as an Executive Director of the Company.

   (c) Ordinary Resolution 5 – Re-election of Mr. Lim as Non-Independent Non-Executive Director

   Mr. Lim provides constructive feedback to the Company in developing the Group's business strategies. He also exercised his due care and carried out his duties professionally during his tenure as Non-Independent Non-Executive Director.

5. **Item 5 of the Agenda**
   To re-appoint Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration

   The Audit and Risk Management Committee ("ARMC") has conducted assessment on the performance of Deloitte PLT. Please refer to the Corporate Governance Overview Statement or Corporate Governance Report for further details on the assessment conducted by ARMC.

6. **Item 6 of the Agenda**
To continue in office as an Independent Non-Executive Director

The Nomination Committee has assessed the independence of Mr. Soong Chee Keong, who served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years since 25 April 2013 and arising therefrom, the Board recommended that he continues to act as an Independent Non-Executive Director of the Company subject to the shareholders' approval through a two-tier voting process at the 31st AGM of the Company based on the following justifications:-

i. He has fulfilled the criteria under the definition on Independent Director as stated in the Bursa Securities' Main Market Listing Requirements, and therefore is able to bring independent and objective judgement to the Board;
ii. He has been with the Company for more than nine (9) years and therefore understand the Company's business operations which enables him to participate actively and contribute during deliberations or discussions at the Meetings;
iii. He has contributed sufficient time and efforts and attended all the Meetings for informed and balanced decision making; and
iv. He has exercised due care and diligence during his tenure as Independent Non-Executive Director of the Company and carried out his fiduciary duty in the best interest of the Company and shareholders without being subject to influence from management.

7. **Item 7 of the Agenda**
Authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("Proposed General Mandate")

Bursa Securities had, among others, on 16 April 2020, introduced an interim measure which allows listed issuers to increase the general mandate limit for a new issue of securities from the existing 10% limit under Paragraph 6.03 of the Listing Requirements to not more than 20% of the total number of issued shares (excluding treasury shares) of the company, subject to compliance with certain conditions, which the 20% general mandate may be utilised by the company up to 31 December 2021. Bursa Securities vide its letter on 23 December 2021 further extended the 20% general mandate up to 31 December 2022.

The proposed Ordinary Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Thirtieth Annual General Meeting of the Company held on 4 June 2021, and if passed, will give the Directors authority to issue and allot shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares"), provided that the aggregate number of such New Shares to be issued and alloted pursuant to this resolution does not exceed 20% of the total number of the issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2022. Subsequent thereto, the Proposed 20% General Mandate will be reinstated to 10% limit ("Proposed 10% General Mandate") according to Paragraph 6.03 of the Listing Requirements. The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The 20% General Mandate granted by the shareholders at the Thirtieth Annual General Meeting of the Company held on 4 June 2021 had not been utilised and hence, no proceeds were raised therefrom.

The renewal of the Proposed General Mandate will enable the Directors to take swift action for allotment of new shares for any possible fund raising activities, including but not limited to placing of new shares, for the purpose of funding current and/or future investment project(s), working capital, acquisition(s) and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors of the Company may deem fit in the best interest of the Company.

8. **Item 8 of the Agenda**
Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

The proposed Ordinary Resolution 8 is intended to seek shareholders' mandate to renew the existing shareholders' mandate granted by the shareholders of the Company at the Thirtieth Annual General Meeting held on 4 June 2021 for recurrent related party transactions. The Proposed Shareholders' Mandate will enable the Group to enter into the recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms and transaction prices 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 of the Company.

The Proposed Shareholders' Mandate would eliminate the need to convene separate general meetings from time to time to seek shareholders' approvals as and when potential recurrent related party transactions arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Company and its subsidiaries.

Further information on the proposed Ordinary Resolution 8 is set out in the Circular to Shareholders dated 28 April 2022.

Notes:

1. The 31st Annual General Meeting ("AGM") of the Company will be conducted entirely on fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC – D6A357657). Please follow the procedures provided in the Administrative Guide for the 31st AGM in order to register, participate and vote remotely via the RPEV facilities.

2. The conduct of a fully virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 ("Revised Guidance Note and FAQs"). The Revised Guidance Note and FAQs state that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online.

3. In respect of deposited securities, only members/ shareholders whose names appear in the Record of Depositors on 25 May 2022 shall be eligible to attend the 31st AGM.

4. A member/shareholder of the Company entitled to attend and vote at the 31st AGM is entitled to appoint more than one (1) proxy but not more than two (2) proxies to attend and vote in his stead. Where a member/shareholder appoints two (2) proxies to attend and vote at the 31st AGM, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the 31st AGM shall have the same rights as the member of the Company to speak at the 31st AGM.

5. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

6. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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.

7. Where a member is an authorised nominee as defined under SICDA, 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 the authorised nominee appoints 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, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.

8. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited with the Share Registrars of the Company at Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Section 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than twenty four (24) hours before the time for holding the 31st AGM, i.e. by 11.00 a.m. on Tuesday, 31 May 2022 or any adjournment thereof. Alternatively, the form of proxy can be deposited electronically through Boardroom Smart Investor Portal at https://investor.boardroomlimited.com before the proxy form lodgement cut-off time as mentioned above.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.

FORM OF PROXY

TALIWORKS CORPORATION BERHAD
Company No. 196501000264 (6052-V)
(Incorporated in Malaysia)

No. of shares held	:	
CDS Account No.	:	

I/ We* ______________________________________ NRIC/Passport/Registration No.* ______________________________
(Name in full)

of ____
(Address)

with email address ____ tel. no.______ ______________________________

being a member/members* of **TALIWORKS CORPORATION BERHAD** ("the Company"), hereby appoint:-

Full Name:	**NRIC/Passport No.:**	**Proportion of shareholding to be represented by the proxy/proxies:**	
		No. of Shares	**%**
Address:			
Tel. No.:		Email Address:	
*And/or			

Full Name:	**NRIC/Passport No.:**	**Proportion of shareholding to be represented by the proxy/proxies:**	
		No. of Shares	**%**
Address:			
Tel. No.:		Email Address:	
*And/or			

or failing him/her, the *Chair of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Thirty-First Annual General Meeting ("31st AGM") of the Company to be conducted on virtual basis through live streaming and online remote voting via online meeting platform at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC – D6A357657), on Wednesday, 1 June 2022 at 11.00 a.m. or any adjournment thereof.

*Please delete as appropriate.

This proxy is to vote on the resolutions set out in the Notice of the Meeting, as indicated with an 'X' in the appropriate spaces below. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

No.	**Resolution**			
Ordinary Business			**For**	**Against**
1	To approve the payment of Directors' fees	Ordinary Resolution 1		
2	To approve the payment of Directors' benefits	Ordinary Resolution 2		
3	Re-election of En. Ahmad Jauhari Bin Yahya as Director	Ordinary Resolution 3		
4	Re-election of Dato' Lim Yew Boon as Director	Ordinary Resolution 4		
5	Re-election of Mr. Lim Chin Sean as Director	Ordinary Resolution 5		
6	Re-appointment of Messrs. Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration	Ordinary Resolution 6		
Special Business				
7	Approval of Mr. Soong Chee Keong to continue in office as an Independent Non-Executive Director.	Ordinary Resolution 7		
8	Authority to issue and allot shares of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("proposed general mandate")	Ordinary Resolution 8		
9	Proposed renewal of existing Shareholders' mandate for Recurrent Related Party Transactions of a revenue or trading nature	Ordinary Resolution 9		

Signed this ___________ day of _____________, 2022.

____
Signature or Common Seal of Member(s)

Tel. No. ______________________________

Notes:

(i) The 31st Annual General Meeting ("AGM") of the Company will be conducted entirely on fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC – D6A357657). Please follow the procedures provided in the Administrative Guide for the 31st AGM in order to register, participate and vote remotely via the RPEV facilities.

(ii) The conduct of a fully virtual AGM is in line with the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 ("Revised Guidance Note and FAQs"). The Revised Guidance Note and FAQs state that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online.

(iii) In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 25 May 2022 shall be eligible to attend the 31st AGM.

(iv) A member/shareholder of the Company entitled to attend and vote at the 31st AGM is entitled to appoint more than one (1) proxy but not more than two (2) proxies to attend and vote in his stead. Where a member/shareholder appoints two (2) proxies to attend and vote at the 31st AGM, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the 31st AGM shall have the same rights as the member of the Company to speak at the 31st AGM.

(v) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

(vi) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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.

(vii) Where a member is an authorised nominee as defined under SICDA, 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 the authorised nominee appoints 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, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.

(viii) The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited with the Share Registrars of the Company at Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Section 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than twenty four (24) hours before the time for holding the 31st AGM, i.e. by 11.00 a.m. on Tuesday, 31 May 2022 or any adjournment thereof. Alternatively, the form of proxy can be deposited electronically through Boardroom Smart Investor Portal at https://investor.boardroomlimited.com before the proxy form lodgement cut-off time as mentioned above.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of 31st AGM dated 28 April 2022.

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Affix Stamp

The Share Registrars
TALIWORKS CORPORATION BERHAD (196501000264) (6052-V)
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