



**TALIWORKS CORPORATION BERHAD (6052-V)
(Incorporated in Malaysia)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of TALIWORKS CORPORATION BERHAD (Company No.: 6052-V) will be held at Room Dillenia & Eugenia, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Thursday, 25 June 2009 at 11.00 a.m. for the following purposes:-

ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the year ended 31 December 2008 together with the Reports of the Directors and Auditors thereon. *Resolution 1*
2. To approve the payment of a Final Dividend of 1.25 sen per ordinary share of RM0.50 each less income tax at 25% for the financial year ended 31 December 2008. *Resolution 2*
3. To approve the payment of Directors' fees for the financial year ended 31 December 2008. *Resolution 3*
4. To re-elect the following Directors who retire by rotation pursuant to Article 80 of the Company's Articles of Association:-
 - a) Y. Bhg. Dato' Hj Mohd Sinon bin Mudakir *Resolution 4*
 - b) YAM Tengku Putri Datin Paduka Arafiah bte Al-Marhum Sultan Salahuddin Abd. Aziz Shah Al-Haj *Resolution 5*
 - c) Y. Bhg. Dato' Hj Abdul Karim @ Mohd Yusof B. Abdul Rahman *Resolution 6*
5. To re-appoint Y. Bhg. Dato' Wan Puteh bin Wan Mohd Saman, who retires pursuant to Section 129(2) of the Companies Act, 1965. *Resolution 7*
6. To re-appoint Messrs. PricewaterhouseCoopers as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Resolution 8*

SPECIAL BUSINESS:

To consider and, if thought fit, pass with or without modifications, the following Ordinary Resolutions:

7. **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *Resolution 9*

"THAT the Company and/or its subsidiaries be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as disclosed in Section 2.4 of the Circular to Shareholders dated 3 June 2009 (the "Circular") with the Related Parties as described in the said Circular, provided that such arrangements and/or transactions are undertaken in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company; **AND THAT** the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary in the best interest of the Company and/or its subsidiaries to give effect to the transactions contemplated and/or authorised by the ordinary resolution; **AND THAT** such authority shall continue to be in force until:

 - (i) 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 said AGM, the authority is renewed;
 - (ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (iii) revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier."
 8. **Authority for Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965** *Resolution 10*

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as 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 and paid-up share capital of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

ANY OTHER BUSINESS:-

9. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATES

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders of the Company, a final dividend of 1.25 sen per ordinary share of RM0.50 each in the Company less income tax at 25% in respect of the financial year ended 31 December 2008, will be paid on 29 July 2009 to Depositors whose names appear in the Record of Depositors at the close of business on 14 July 2009.

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

- a. Shares transferred to the Depositor's Securities Account before 4.00 p.m. on 14 July 2009 in respect of ordinary transfers; and
- b. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

NG YIM KONG (LS 0009297)
Company Secretary

Petaling Jaya
Date: 3 June 2009

Notes:-

1. A member of the Company entitled to attend and vote at this meeting is entitled to appoint more than one (1) proxy but not more than two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (a) and (b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at Unit 07-02, Level 7, Menara Luxor, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting and in default the instrument of proxy shall not be treated as valid.
5. The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting, should the member subsequently decide to do so.
6. Explanatory Note on Ordinary Business
 - Re-appointment of Director over 70 years of age
The Ordinary Resolution No. 7 proposed under item 5 is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint Y. Bhg. Dato' Wan Puteh Bin Wan Mohd Saman who is over 70 years of age as Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company. This resolution must be passed by a majority of not less than three-fourth of such Members of the Company as being entitled to vote in person or where proxies are allowed, by proxy at the Annual General Meeting of the Company.
7. Explanatory Notes on Special Business
 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature
The Shareholders' Mandate under Ordinary Resolution No. 9 is intended to facilitate transactions in the normal course of business of the Company and/or its subsidiaries ("the Group") which are transacted from time to time with the Related Parties, provided that such transactions are undertaken in the ordinary course of business, at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of the Company.
By renewing the Shareholders' Mandate on an annual basis, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group.
 - Authority for Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965
Pursuant to the approval given by the authorities for the issuance of the convertible bonds of the Company, the Company is required to increase the Bumiputera's equity by issuing new shares within two years after the implementation of the convertible bonds issuance. With the passing of the resolution, the Directors would avoid delay and cost of convening a general meeting to approve the issue of new shares for such purposes. The proposed resolution, if passed, will also give the Directors authority to issue and allot shares for such purposes as the Directors in their absolute discretion considered to be in the best interest of the Company, without having to convene a general meeting. This authority unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting of the Company.

Requirement under Appendix 8A, Paragraph 8.28(2) of the Listing Requirements of Bursa Malaysia Securities Berhad

The details of the Directors who are standing for re-election or re-appointment are set out from page 11 to page 15 of the Annual Report of the Company. The details of their interest in the securities of the Company and its related corporations, if any, are set out on pages 125 and 126 of the Annual Report of the Company.