

14<sup>th</sup> January 2020

Dear Valued Unit Holder,

**Adjourned Unit Holders Meeting for the Closing of TA BRIC and Emerging Markets Fund**

We refer to our earlier letter dated 20<sup>th</sup> December 2019.

Please be informed that the meeting has been adjourned due to lack of quorum. Enclosed herewith the Notice of Adjourned Meeting for your attention.

The Adjourned Unit Holders' meeting will be held at 10th Floor Multi-Purpose Hall 3, Menara TA One, 22 Jalan P. Ramlee, 50250 Kuala Lumpur on Monday, 10 February 2020 at 10.00a.m.

If you need any clarification, please contact our Customer Service personnel at 03-2031 6603.

Thank you.

Yours sincerely,  
**For TA Investment Management Berhad**



**Wong Mien**  
Chief Executive Officer

## TA BRIC AND EMERGING MARKETS FUND

### NOTICE OF ADJOURNED MEETING

NOTICE IS HEREBY GIVEN for the convening of an adjourned meeting of the unit holders of the TA BRIC and Emerging Markets Fund (hereinafter referred to as the “**Fund**”) by the manager of the Fund, TA Investment Management Berhad (hereinafter referred to as the “**Manager**”), pursuant to Clause 17.3.1 of the deed dated 5 January 2010 governing the Fund (hereinafter referred to as the “**Deed**”).

The meeting will be held at 10<sup>th</sup> Floor Multi-Purpose Hall 3, Menara TA One, 22 Jalan P. Ramlee, 50250 Kuala Lumpur on Monday, 10 February 2020 at 10.00a.m. to consider and, if thought appropriate by the unit holders, to pass the following resolution:

#### **SPECIAL RESOLUTION**

##### **Winding up of the Fund**

That authority be and is hereby given to the Manager to terminate the trust in respect of the Fund and wind up the Fund within two (2) months from the date of the adjourned meeting in accordance with the relevant laws, guidelines and the provisions of the Deed and that FURTHER the Manager and/or the trustee of the Fund shall be authorised to do all such things necessary to give effect to the termination in respect of the trust of the Fund and winding up of the Fund in accordance with the relevant laws, guidelines and the provisions of the Deed.

The attention of the unit holders is drawn to the following clauses of the Deed:

##### Clause 12.2.2

*Upon the termination of the trust by the Manager, the Trustee shall as soon as practicable, give to each Unit Holder of the Fund being wound up notice of such termination; the Manager shall notify the existing Unit Holders in writing of the following options:*

- (a) to receive the net cash proceeds derived from the sale of all the investment and assets of the Fund less any payment for liabilities of the Fund and any Cash Produce available for distribution in proportion to the number of Units held by them respectively;*
- (b) to switch to any other unit trust scheme managed by the Manager upon such terms and conditions as shall be set out in the written notification; or*
- (c) to choose any other alternative as may be proposed by the Manager.*

##### Clause 17.4.1

*The quorum required for a meeting of the Unit Holders shall be five (5) Unit Holders, whether present in person or by proxy, provided that if the Fund has five (5) or less Unit Holders, the quorum required for a meeting of the Unit Holders of the Fund shall be two (2) Unit Holders, whether present in person or by proxy; if the meeting has been convened for the purpose of voting on a Special Resolution, the Unit Holders present in person or by proxy must hold in aggregate at least twenty five per centum (25%) of the Units in circulation at the time of the meeting.*

#### Clause 17.4.3

*Every question arising at any Unit Holders' meeting shall be decided in the first instance by a show of hands unless a poll be demanded or, if it be a question which under this Deed requires more than a simple majority for it to be resolved and passed, a poll shall be taken. A poll may be demanded before or immediately after any question is put to a show of hands.*

#### Clause 17.4.5

*Upon a poll every Unit Holder present in person or by proxy shall have one vote for every Unit held by him.*

#### Clause 17.4.12

*Every Unit Holder entitled to attend a meeting and to vote thereat may vote personally or by proxy. The proxy appointed need not be a Unit Holder. Where a Unit Holder is a company, the proxy may be any representative of such company appointed in the manner provided in section 147(3) of the Companies Act 1965 (now known as section 333(1) of the Companies Act 2016). The Manager or the Trustee may accept a certificate under section 147(5) of the Companies Act 1965 (now known as section 333(5) of the Companies Act 2016) as evidence of the proxy's appointment. The proxy may exercise on behalf of the company the same powers as the company could if it were a natural person and the company is to be taken to be a natural person present at the meeting in person.*

#### Clause 17.4.13

*In the case of Jointholders, any one of such Jointholders may vote either personally or by proxy as comprised in the jointholding, but if Jointholders are present at any meeting either personally or by proxy, the Jointholder whose name stands first in the Register shall alone be entitled to vote in respect thereof.*

#### Clause 17.4.18

*The instrument appointing a proxy shall be duly stamped, if required, and deposited at the office of the Manager not less than forty-eight (48) hours before the time appointed for the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote.*

#### Clause 17.4.19

*A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the power of attorney or other authority under which the proxy was signed or the sale of Units in respect of which the proxy was given provided that no intimation in writing of such death, insanity, revocation or sale shall have been received at the place so appointed for the deposit of proxies or if no such place is appointed at the registered office of the Manager before the commencement of the meeting or adjourned meeting at which the proxy is used.*

#### Clause 17.4.20

*If within one (1) hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the request of Unit Holders shall be dissolved. In any other case, it shall stand adjourned to such day and time not being less than seven (7) days*

*thereafter and to such place as may be appointed by the Chairman; at such adjourned meeting, the Unit Holders present in person or by proxy shall be the quorum for the transaction of business including the passing of Special Resolutions if the quorum prescribed by this Deed is not present after one (1) hour from the time appointed for the adjourned meeting.*

Clause 17.4.21

*At least seven (7) days' notice of any adjourned meeting of Unit Holders shall be given in the same manner as for an original meeting and such notice shall state that the Unit Holders present at the adjourned meeting whatever their number and the number of Units held by them will form the quorum for the adjourned meeting if the quorum prescribed by this Deed is not present after one (1) hour from the time appointed for the adjourned meeting.*

Clause 17.4.24

*For the avoidance of doubt, only those Unit Holders whose names are duly registered in the Register of Unit Holders as at the date notice of a Unit Holders' meeting is sent out shall be entitled to receive such notice, to attend such meeting and to vote thereat provided always that a Unit Holder who is for any reason whatsoever no longer a Unit Holder as at the date of the meeting shall not be entitled to so attend and to so vote.*

Clause 17.4.26

*Resolutions passed at a meeting of Unit Holders bind all Unit Holders whether or not they were present at the meeting at which the resolutions were passed. No objection may be made as to any vote cast unless such objection is made at the meeting.*

An instrument of proxy is enclosed herewith and should, if used, be deposited at the office of the Manager at 23<sup>rd</sup> Floor, Menara TA One, 22 Jalan P. Ramlee, 50250 Kuala Lumpur, not later than 10.00a.m. on 7 February 2020.

The Special Resolution must be approved by a majority in number representing at least three-fourths (3/4) of the value of the units held by the unit holders voting at the adjourned meeting. The results of the voting will be declared by the Chairman or in such manner as the Chairman may direct.

The unit holders present at the adjourned meeting whatever their number and the number of units held by them will form a quorum for the adjourned meeting if the quorum prescribed by the Deed is not present after one (1) hour from the time appointed for the adjourned meeting.

Please note that an institutional unit trust adviser (IUTA) such as ABC, who holds units in the Fund is the only person recognised as the unit holder. The Manager does not recognise the investors/beneficiaries of the IUTA. As one (1) unit holder, ABC is entitled to attend the adjourned meeting and is allowed one (1) vote for every Unit held by ABC.

Should you wish to consider switching to any of our other funds, please contact our customer service officers at 03-20316603, any of our IUTA or authorized unit trust consultant.

Dated: 14 January 2020

For and on behalf of the Manager,  
TA INVESTMENT MANAGEMENT BERHAD



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**WONG MIEN**  
Chief Executive Officer

*Encl: Form of Proxy and Explanatory Notes*  
*cc. 1. CIMB Commerce Trustee Berhad*  
*2. Securities Commission Malaysia*

**TA BRIC AND EMERGING MARKETS FUND  
FORM OF PROXY**

I/We (block letters, please) .....  
 (NRIC No...../ Company No.....) being  
 a unit holder of ..... units in the TA BRIC and Emerging  
 Markets Fund hereby appoint .....(NRIC  
 No.....) or failing him/her, the chairman of the adjourned  
 meeting\*, to be my/our proxy to vote for me/us and on my/our behalf at the adjourned  
 meeting of unit holders to be held at 10.00a.m. on 10 February 2020 and at any  
 adjournment thereof. My/our said proxy has my/our instructions to vote as indicated with  
 an "X" or "✓" in respect of the following Special Resolution set out below:

	<b>SPECIAL RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>
1.	Winding up of the Fund		

In the absence of any specific instructions, the proxy will vote or abstain from voting on the resolution as he/she thinks fit.

*If unit holder is an individual:*

SIGNED by the said (unit holder's name) ..... on the ..... day  
 of .....

.....  
*(Witness's signature)*

.....  
*(Signature of unit holder)*

*If unit holder is a company:*

\* THE COMMON SEAL of the said ..... was hereto affixed on the ..... day of ..... in accordance with its Articles of Association in the presence of:

\* The company stamp of the said ..... was hereto affixed on the ..... day of .....

\_\_\_\_\_  
(Authorised signatory's name and signature)

\_\_\_\_\_  
(Authorised signatory's name and signature)

\* Please delete as appropriate

*Notes:*

- 1. This proxy form must be deposited at the Manager's office at 23<sup>rd</sup> Floor, Menara TA One, 22 Jalan P. Ramlee, 50250 Kuala Lumpur, not later than 10.00a.m. on 7 February 2020.*
- 2. In the case of Jointholders, any one of such Jointholders may vote either personally or by proxy as comprised in the jointholding, but if Jointholders are present at any meeting either personally or by proxy, the Jointholder whose name stands first in the register shall alone be entitled to vote in respect thereof.*
- 3. Where a company is a unit holder the proxy may be any officer of such company appointed in the manner provided in section 333(1) of the Companies Act 2016.*

## TA BRIC AND EMERGING MARKETS FUND

### **THE MANAGER'S EXPLANATORY NOTES IN RESPECT OF THE RESOLUTION PROPOSED FOR THE UNIT HOLDERS' ADJOURNED MEETING TO BE HELD ON 10 FEBRUARY 2020**

1. Special Resolution
- 1.1. This special resolution will expressly allow for the termination of the trust in respect of the Fund and winding up of the Fund by the Manager within two (2) months from the date of the adjourned meeting.
- 1.2. Since the inception of the Fund on 25 February 2010, the Fund has not made significant progress in terms of the fund size under management which as at 5 December 2019 stands at RM573,126.83. As such, the Fund size is too small to achieve effective diversification in the Fund's portfolio. Further, there are expenses that are fixed, such as the management fee, trustee fee, audit fee and tax adviser fee, in managing and administering the Fund. When the Fund size becomes too small, the management expense ratio for the Fund will increase and it would be difficult to sustain an effective, economical and efficient management of the Fund. Therefore, the Manager is proposing the termination of the trust in respect of the Fund and the winding up of the Fund.
- 1.3. If passed at the adjourned meeting, this special resolution further gives the Manager the authority to effect the termination of the trust in respect of the Fund and the winding up of the Fund.
- 1.4. Unit holders will receive the net cash proceeds derived from the sale of all the investment and assets of the Fund less any payment for liabilities of the Fund and any cash produce available for distribution in proportion to the number of Units held by them.