



# TEK SENG HOLDINGS BERHAD

(Company No. 579572-M)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the Company will be held at Laurel II, Level 1, Evergreen Laurel Hotel of 53, Persiaran Gurney, 10250 Penang on Wednesday, 26 June 2013, at 9.30 a.m. for the following purposes :-

### AGENDA

<b>As Ordinary Business :</b>	
1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of Directors and Auditors thereon.	<b>Please refer to Note 7</b>
2. To re-elect Mr. Loh Kok Beng, the Director who retires by rotation in accordance with Article 86 of the Company's Articles of Association and who, being eligible, offers himself for re-election.	<b>Ordinary Resolution 1</b>
3. To re-elect Encik Mohamed Haniffah Bin S.M. Mydin, the Director who retires by rotation in accordance with Article 86 of the Company's Articles of Association and who, being eligible, offers himself for re-election.	<b>Ordinary Resolution 2</b>
4. To approve the payment of a first and final single tier dividend of 1.5 sen per ordinary share of RM0.25 each for the financial year ended 31 December 2012.	<b>Ordinary Resolution 3</b>
5. To approve the increase in Directors' Fees and the payment of Directors' Fees for the financial year ended 31 December 2012.	<b>Ordinary Resolution 4</b>
6. To re-appoint Messrs. BDO as auditors of the Company until the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration.	<b>Ordinary Resolution 5</b>
<b>As Special Business :</b> To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions :	
7. <b>CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR</b> "That, authority be and is hereby given to Dr. Kamarudin Bin Ngah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company."	<b>Ordinary Resolution 6</b>
8. <b>AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES</b> "That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued."	<b>Ordinary Resolution 7</b>
9. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.	

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Eleventh Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 18 June 2013. Only a depositor whose name appears on the Record of Depositors as at 18 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board,

**LEE PENG LOON (MACS 01258)**

**P'NG CHIEW KEEM (MAICSA 7026443)**

Company Secretaries

Penang

Date : 04 June 2013

### NOTES ON APPOINTMENT OF PROXY

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies' Act, 1965 shall not apply to the Company.
2. For a proxy to be valid, the Proxy Form duly completed must be deposited at the Registered Office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. If the appointer is a corporation, the Proxy Form must be executed under the corporation's Common Seal or under the hand of an officer or attorney duly authorised.
6. Where a member is an Exempt Authorised Nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds.

### EXPLANATORY NOTE ON ORDINARY BUSINESS

7. Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders of the Company. Hence, Agenda 1 is not put forward for voting.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

8. The Ordinary Resolution 6 if passed, will allow Dr. Kamarudin Bin Ngah, the Independent Non-Executive Director to be retained and continue to act as independent director to fulfill the requirements of paragraph 3.04 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to be in line with the recommendations 3.2 and 3.3 of the Malaysian Code of Corporate Governance 2012. The details of justifications are set out in page 17 of the Company's 2012 Annual Report.
9. The Ordinary Resolution 7, if passed, will give the Directors the authority to allot and issue shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting.

As at the date of notice of meeting, no shares has been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company and of which, it will lapse at the conclusion of the Eleventh Annual General Meeting of the Company to be held on 26 June 2013.

The general mandate for issue of shares is a renewal and will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

### NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a first and final single tier dividend of 1.5 sen per ordinary share of RM0.25 each for the financial year ended 31 December 2012, if approved, will be paid on 16 August 2013 to depositors registered in the Record of Depositors of the Company on 18 July 2013.

A depositor shall qualify for entitlement only in respect of :

- a. Shares transferred into the depositor's securities account before 4.00 p.m. on 18 July 2013 in respect of ordinary transfers; and
- b. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board,

**LEE PENG LOON (MACS 01258)**

**P'NG CHIEW KEEM (MAICSA 7026443)**

Company Secretaries

Penang

Date : 04 June 2013