



**TEK SENG HOLDINGS BERHAD**  
(Company No. 579572-M)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 13th Annual General Meeting ("AGM") of Tek Seng Holdings Berhad ("TSHB" or "the Company") will be held at Laurel II Ballroom, Level 1, Evergreen Laurel Hotel of 53, Persiaran Gurney, 10250 Penang on Friday, 05 June 2015 at 9.30 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation in accordance with Article 86 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
  - Madam Loh Joo Eng
  - Dr. Kamarudin Bin Ngah
- To re-elect Mr. Loh Eng Chun, the Director who retires in accordance with Article 93 of the Company's Articles of Association and who, being eligible, offers himself for re-election.
- To approve the payment of a Single Tier First and Final Dividend of 1 sen per ordinary share of RM0.25 each for the financial year ended 31 December 2014.
- To approve the payment of Directors' Fees for the financial year ended 31 December 2014.
- To re-appoint Messrs. BDO as auditors of the Company to hold office until the next AGM of the Company and to authorise the Directors to fix their remuneration.

Please refer to  
Note 6

Resolution 1  
Resolution 2

Resolution 3

Resolution 4  
Resolution 5

Resolution 6

#### As Special Business:

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

#### 7. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"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."

Resolution 7

#### 8. AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES

"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 AGM 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 Securities for the listing and quotation for the additional shares to be issued."

Resolution 8

- 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 13th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 01 June 2015. Only a depositor whose name appears on the Record of Depositors as at 01 June 2015 shall be entitled to attend the AGM 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: 14 May 2015

#### NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company.
- 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 for holding the meeting.
- A member shall be entitled to appoint one (1) or more proxies to attend and vote instead of him at the same meeting and where a member appoints two (2) or more proxies to vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a member is an Exempt Authorized 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.
- In the case of a corporate member, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.

#### EXPLANATORY NOTE ON ORDINARY BUSINESS

- 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

- The Resolution 7, 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 15.02 of the Main Market Listing Requirements of Bursa Securities 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 the Company's 2014 Annual Report.
- The Resolution 8, 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 a general meeting will expire at the conclusion of the next AGM.

As at the date of notice of 13th AGM, no shares has been issued pursuant to the general mandate granted at the last AGM of the Company and of which, it will lapse at the conclusion of the 13th AGM of the Company to be held on 05 June 2015.

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.