



TEK SENG HOLDINGS BERHAD

(Company No.: 579572-M)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Tek Seng Holdings Berhad ("Tek Seng" or the "Company") will be held at Laurel II Ballroom, Level 1, Evergreen Laurel Hotel, 53 Persiaran Gurney, 10250 Penang on Friday, 5 June 2015 at 10.00 a.m. or immediately following the conclusion of the Company's 13th Annual General Meeting which will be held at the same venue on the same day at 9.30 a.m. or at any adjournment thereof, whichever is later for the purpose of considering and if thought fit to pass the following resolutions:-

ORDINARY RESOLUTION 1

THE PROPOSED CONVERSION OF NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES OF RM1.00 EACH IN TS SOLARTECH SDN BHD, A 68.09% OWNED SUBSIDIARY OF TEK SENG INTO ORDINARY SHARES OF RM1.00 EACH IN TS SOLARTECH SDN BHD RESULTING IN A MATERIAL DILUTION OF TEK SENG'S ORDINARY EQUITY INTEREST IN TS SOLARTECH FROM 68.09% TO 50.69% PURSUANT TO PARAGRAPH 8.21 OF THE MAIN MARKET LISTING REQUIREMENTS

"THAT, subject to the Companies Act, 1965, the provisions of the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant authorities (if any), the Company do hereby approve and authorise the Directors to implement the Proposed Conversion;

AND THAT, the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the Proposed Conversion with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities;

AND THAT, authority be and is hereby given to the Directors of Company for the delivery and performance by TS Solartech Sdn Bhd and to take all necessary steps and to enter into all arrangements, undertakings and/or appropriate in order to implement, finalise and give full effect to the Proposed Conversion with full powers to the Directors of the Company to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors of the Company."

ORDINARY RESOLUTION 2

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT, subject always to the provisions of the Act, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and/or any other regulatory authorities, the authority be and is hereby given for the subsidiary of Tek Seng, TS Solartech to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business which are necessary for the day-to-day operations on terms not more favourable to SEC, the related party than those generally available to the public and are not to the detriment of the minority shareholders and that such authority shall continue to be in force until :

- the conclusion of the next AGM of Tek Seng following the EGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by an ordinary resolution passed at the AGM, the authority is renewed;
- the expiration of the period within which the next AGM of Tek Seng after the date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by an ordinary resolution passed by the shareholders of Tek Seng in a general meeting,

whichever is the earlier;

AND THAT, the Executive Directors of the Company be and are hereby authorized to complete and do all such acts including executing any documents as may be required to give full effect to such transactions authorized by this resolution."

BY ORDER OF THE BOARD,

Lee Peng Loon (MACS 01258)
P'ng Chiew Keem (MAICSA 7026443)
Company Secretaries

Penang
14 May 2015

Notes:

- In respect of deposited securities, only members whose names appear in the record of depositors on 1 June 2015 shall be eligible to attend the meeting.*
- 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 at 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 specify 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.*