

**NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 18th Annual General Meeting ("AGM") of Tek Seng Holdings Berhad ("the Company") will be held at the Grand Ballroom, Level 2, G Hotel Gurney of 168A, Persiaran Gurney, 10250 Penang on Thursday, 27 August 2020 at 10.00 a.m. for the following purposes:

**AGENDA****As Ordinary Business :**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of Directors and Auditors thereon.                                   | <b>Please refer to Note 9</b>                  |
| 2. To re-elect Mr. Loh Kok Beng, the Director who retires by rotation in accordance with Article 102 of the Company's Constitution and who, being eligible, offer himself for re-election.  | <b>Resolution 1</b>                            |
| 3. To re-elect Mr. Loh Kok Cheng, the Director who retires by rotation in accordance with Article 102 of the Company's Constitution and who, being eligible, offer himself for re-election. | <b>Resolution 2</b>                            |
| 4. To re-elect Ms. Tan Soo Mooi, the Director who retires in accordance with Article 109 of the Company's Constitution and who, being eligible, offers herself for re-election.             | <b>Resolution 3</b>                            |
| 5. To approve the payment of Directors' Fees amounting to RM194,250.00 for the financial year ended 31 December 2019.   | <b>Resolution 4</b>                            |
| 6. To approve the payment of Directors' Benefits amounting to RM50,000.00 for the financial year ending 31 December 2021.   | <b>Resolution 5</b><br>Please refer to Note 10 |
| 7. To re-appoint Messrs. BDO PLT as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.    | <b>Resolution 6</b>                            |

**As Special Business :**

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

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| 8. <b>AUTHORITY TO ISSUE SHARES</b>   | <b>Resolution 7</b> |
| <p>"THAT, subject to the approvals of the regulatory authorities, the Board of Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, 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 deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company.</p> <p>AND THAT any Executive Director and/or Secretary of the Company be hereby authorised to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares to be issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution.</p> <p>AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."</p> |                     |
| 9. <b>PROPOSED CONTINUATION OF TUAN HAJI MOHAMED HANIFFAH BIN S.M. MYDIN IN OFFICE AS INDEPENDENT DIRECTOR</b>  | <b>Resolution 8</b> |
| <p>"THAT, authority be hereby given to Tuan Haji Mohamed Haniffah Bin S.M. Mydin who had served as an Independent Director of the Company for a cumulative term of more than 12 years to continue to act as an Independent Director of the Company and to hold office until the next AGM of the Company."</p>   |                     |
| 10. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.  |                     |

By Order of the Board,

**LEE PENG LOON (MACS 01258)**  
**P'NG CHIEW KEEM (MAICSA 7026443)**  
Company Secretaries

Penang  
Date : 29 June 2020

**NOTES ON APPOINTMENT OF PROXY**

- For the purpose of determining a member who shall be entitled to attend the AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 19 August 2020. Only a depositor whose name appears on the Record of Depositors as at 19 August 2020 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.
- 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 48 hours before the time appointed for holding the meeting or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. The proxy form transmitted by facsimile or electronic mail will not be accepted.
- A member shall be entitled to appoint a maximum of 2 proxies to attend and vote instead of him at the same meeting and where a member appoints 2 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 authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("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.
- Where a member is an Exempt Authorized Nominee, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the Exempt Authorized Nominee specifies the proportion of its shareholding to be represented by each proxy.
- 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 in which, it must be supported by a certified true copy of the resolution appointing the officer or certified true copy of the power of attorney.
- Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote for and on behalf at the forthcoming AGM. You may submit your proxy forms with pre-determined voting instructions for the Chairman to vote for and on behalf. If you would like to raise any questions in relation to the Resolutions to be tabled at the AGM, you may email your questions to [ir@tekseng.com](mailto:ir@tekseng.com) by 10.00 a.m. on 25 August 2020, and the Company would attend to your enquiries soonest possible via email.

**NOTES ON ORDINARY BUSINESS**

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.
- The Resolution 5, if passed, will enable the Company to pay directors' benefits to non-executive directors of the Company in accordance with Section 230(1) of the Companies Act 2016. The total amount of directors' benefits payable is estimated around RM50,000.00 comprising of medical, trainings, travelling, insurance, meeting allowance.

**NOTES ON SPECIAL BUSINESS**

- The Resolution 7, if passed, will enable the Directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares 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.
- The proposed renewal of general mandate for issuance of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for the purpose of funding future investment, working capital and/or acquisition.
- As at the date of this notice, a total of 12,524,175 ordinary shares were issued and allotted pursuant to the general mandate granted at the last AGM of the Company. The total proceeds of RM3,131,043.75 had been utilized by the Group for its capital expenditure, working capital requirements as well as to defray the expenses relating to the placement of shares.
- The Resolution 8 is to seek shareholders' approval through a two tier voting process and, if passed, will enable the Independent Director who had served more than 12 years to be retained and continued to act as Independent Director of the Company to fulfill the requirements of paragraph 15.02 of the Main Market Listing Requirements of Bursa Securities and to be in line with the practice 4.2 of the Malaysian Code of Corporate Governance. The details of justifications are set out in the Company's Annual Report for the financial year ended 31 December 2019.

**NOTES ON ADMINISTRATIVE MATTERS**

- Registration will start at 9.00 am and will end at 10.00 am sharp or at such time as directed by the Chairman of the meeting.
- In light of the recent COVID-19 pandemic, our Health Officers will conduct a compulsory body temperature screening and hand sanitization at the foyer of the meeting hall before members, proxy holders or invited guests ("Attendees") could proceed to the registration counter.
- Attendees are required to wear face mask at all times and to sign a health declaration form with contact details for contact tracing, if required.
- Attendees with body temperature at 37.5°C and above will not be allowed to enter the meeting hall.
- Patient under Investigation and/or Person under Surveillance are not allowed to attend the 18th AGM.
- To ensure social and physical distancing and as a measure to reduce crowds, there will be no door gifts and no food & beverage will be served before the AGM. Kindly collect the take away refreshment pack at the registration counter after the AGM.
- Attendees are required to adhere to all the precautionary measures in place at the venue of the AGM.
- Attendees are advised to visit [www.mkn.gov.my](http://www.mkn.gov.my) for further information and/or latest updates, and to abide by the most current regulations at the time when deciding to attend the AGM in person