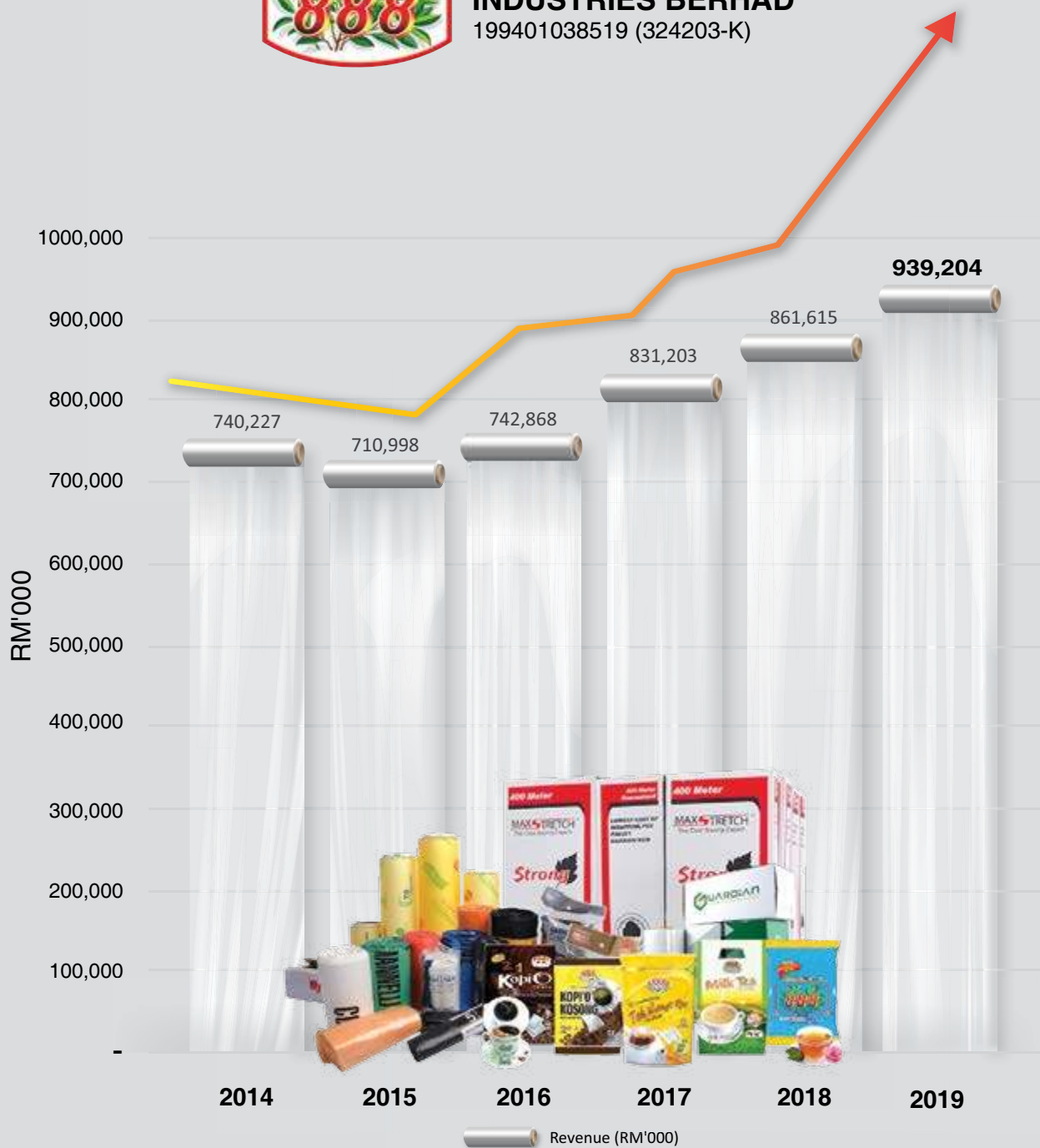




**THONG GUAN
INDUSTRIES BERHAD**
199401038519 (324203-K)



Towards Our
FIRST BILLION RINGGIT

Annual Report 2019

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Annual Report 2019



ADMINISTRATIVE DETAILS

THONG GUAN INDUSTRIES BERHAD
(REGISTRATION NO. 199401038519 (324203 - K))

25th Annual General Meeting

Day and Date	Wednesday, 19 August 2020
Time	11.00 am
Venue	Kota Melaka Room, Level 2, Park Avenue Hotel, E-1, Jalan Indah 2, Taman Sejati Indah, 08000 Sungai Petani, Kedah

MEASURES TO MINIMISE RISKS OF COVID-19 INFECTION

In view of the COVID-19 situation, the following steps will be taken for shareholders, proxies and others who will be attending the AGM in order to minimise the risk of spreading the COVID-19 virus:

TEMPERATURE CHECKS, HEALTH DECLARATION FORM AND FACE MASK

1. All persons attending the AGM will be required to undergo a temperature check and sign a health declaration form to provide their respective travel history on whether during the last 14 days prior to the AGM, he/she has been travelling overseas or any red zone areas in Malaysia. The health declaration form will also be used for the purpose of contact tracing, if required.
2. Any person who had recent travel history as mentioned in (1) above during the said 14 days period prior to the AGM or had been in contact with a suspected or confirmed COVID-19 patient during the 14 days period prior to the AGM, irrespective of nationality, will not be permitted to attend the AGM.
3. Any person with a body temperature of more than 37.5 degrees Celsius and/or exhibit flu-like symptoms will not be allowed to attend the AGM. Shareholders/proxies who are feeling unwell are strongly advised not to attend the AGM.
4. All persons must practice proper hygiene including the use of hand sanitisers provided by the Company and are strongly advised to wear a face mask before entering the AGM venue.

SOCIAL DISTANCING AND SEATING ARRANGEMENT

5. There will be no door gifts, food or beverage served at the AGM.
6. To enhance social distancing measures, the seats allocated for shareholders/ proxies at the AGM venue will be maintained at a certain distance from one another as per the guidelines and/or standing operating procedure provided by the relevant governmental and/or health authorities.
7. Pre-registration to attend the AGM of the Company
Due to social distancing requirements, the Company will limit the number of participants to the AGM. In order to assist the Company in managing the turnout for the meeting and to ensure compliance with the directives or guidelines on public gathering/event issued by the Malaysian Government and other relevant authorities. Shareholders/proxies who wish to attend in person must pre-register with Ms. Teh via email at syteh@thongguan.com, by sending an email after the release of the Notice of Meeting. However, the admission to the AGM is subjected to clause (8) below.
8. Limitation to the number of attendees
The Company will limit the number of participants to be physically present at the Venue of the 25th AGM to 80 based on the size of the venue. Hence, the total shareholders present in person or by proxy or attorney or authorized representative shall preferably be limited to 60 only or lesser after taking into consideration of the attendance of the Directors, Management, Company Secretary, Poll Administrator Scrutineers and Auditors. The admission for the 25th AGM shall be on first-come-first-serve basis.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate up to the day of the AGM of the Company, in accordance with the guidelines and/or standing operating procedure issued by the Malaysian Government and other relevant authorities in order to minimise any risk to shareholders and others attending the AGM. The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold our AGM with the optimum safe distancing measures amidst the COVID-19 pandemic.

REGISTRATION ON THE DAY OF 25th AGM

9. Registration will commence at 10.00 a.m. and will end at the time as may be determined by the Chairman of the meeting.
10. Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification. Please make sure your NRIC or passport is returned to you after registration.
11. An access card will be given to you thereafter. No one will be allowed to enter the meeting room without the access card. There will be no replacement should you lose or misplace the access card.
12. You may proceed to the meeting room thereafter.
13. Registration must be done in person. No person is allowed to register on behalf of another.
14. The registration counter will handle verification of identity, registration and revocation of proxy/proxies.

ADMINISTRATIVE DETAILS (CONT'D)

THONG GUAN INDUSTRIES BERHAD
(REGISTRATION NO. 199401038519 (324203 - K))

PROXY

15. A member entitled to attend and vote in the meeting is allowed to appoint proxy. Please submit your Form of Proxy in accordance with the notes and instructions printed therein.
16. The Form of Proxy is not required if you are attending the meeting.
17. If you have submitted your Form of Proxy prior to the meeting and subsequently decided to attend the meeting in person, please proceed to the registration counter to revoke the appointment of your proxy.
18. Please ensure that the original Form of Proxy is deposited at the Company's Registered Office at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang not less than forty-eight (48) hours before the meeting time. No proof of despatch of Form of Proxy will be entertained.

GENERAL MEETING RECORD OF DEPOSITORS

19. For the purpose of determining who shall be entitled to attend the 25th Annual General Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 10 August 2020 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

ANNUAL REPORT 2019

20. The Company Annual Report 2019 is available on the Company's website at www.thongguan.com and Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

NO RECORDING OR PHOTOGRAPHY

21. No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

MOBILE DEVICES

22. Please ensure all mobile devices i.e. phones/other sound emitting devices are put on silent mode during the AGM to ensure smooth and uninterrupted proceedings.

AGM ENQUIRY

23. For any enquiry prior to the 25th AGM, please contact the following during office hours:

- (a) Boardroom Corporate Services Sdn. Bhd.
(Tel +604 229 4390/ 227 7762)
- (b) Share Registrar – Agriteum Share Registration Services Sdn. Bhd.
Tel +604 228 2321

PERSONAL DATA POLICY

By registering and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

The Company and its subsidiaries, their officers and employees shall have no liability whatsoever to any and all shareholders, their proxies, corporate representatives or any other party arising out of or in connection with any of them being infected or suspected of being infected with COVID-19 and/or suffering any losses arising out of or in connection with attendance at the AGM and/or measures undertaken by the Company in the Company's sole discretion in response to the COVID-19 pandemic.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting ("AGM") of shareholders of the Company will be held at Kota Melaka Room, Level 2, Park Avenue Hotel, E-1, Jalan Indah 2, Taman Sejati Indah, 08000 Sungai Petani, Kedah on Wednesday, 19 August 2020 at 11:00 a.m. to transact the following business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of Directors and Auditors thereon.
2. To approve a final single tier dividend of 9 sen per ordinary share for the financial year ended 31 December 2019. Ordinary Resolution 1
3. To re-elect the following Directors who retire in accordance with Clause 103 of the Company's Constitution:-
 - (a) Dato' Ang Poon Chuan Ordinary Resolution 2
 - (b) Mr Ang See Ming Ordinary Resolution 3
 - (c) Datuk Ang Poon Seong Ordinary Resolution 4
4. To approve the Fees and Benefits of up to an aggregate amount of RM800,000 for the period commencing this AGM through to the next AGM of the Company in 2021. Ordinary Resolution 5
5. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 6

AS SPECIAL BUSINESS, to consider and if thought fit, to pass with or without any modification, the following Resolutions:-

6. **Power to Issue Shares Pursuant to Section 75 and 76 of the Companies Act 2016** Ordinary Resolution 7

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 and 76 of the Act to issue and allot shares in the Company to such persons, 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, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being."
7. **Proposed Renewal of Authority to Buy Back Its Own Shares by the Company** Ordinary Resolution 8

"THAT subject always to the Companies Act 2016 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be hereby unconditionally and generally authorised to make purchases of ordinary shares in the Company's total number of issued shares through the Bursa Securities at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, subject to the following:-

 - i) the aggregate number of ordinary shares which may be purchased and/or held by the Company shall be ten per centum (10%) of the total number of issued shares of the Company for the time being ("TGI Shares");
 - ii) the amount of fund to be allocated by the Company for the purpose of purchasing the TGI Shares shall not exceed the aggregate of the retained profits of RM24.98 million of the Company as at 31 December 2019;

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

7. **Proposed Renewal of Authority to Buy Back Its Own Shares by the Company (Cont'd)** Ordinary Resolution 8

- iii) the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will continue in force until:
 - a) the conclusion of the next Annual General Meeting ("AGM") of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
 - b) the expiration of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting) but not so as to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the Main Market Listing Requirements of the Bursa Securities or any other relevant authorities;
- iv) upon completion of the purchase(s) of the TGI Shares by the Company, the Directors of the Company be hereby authorised to deal with the TGI Shares in the following manner:
 - a) to cancel the TGI Shares so purchased; or
 - b) to retain the TGI Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resale on the market of Bursa Securities and/or for cancellation subsequently; or
 - c) to retain part of the TGI Shares so purchased as treasury shares and cancel the remainder; or
 - d) in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT the Directors of the Company be and are hereby authorised to take all such actions and steps as are necessary or expedient to implement or to effect the purchase of TGI shares."

8. **Proposed New and Renewal of Shareholders' Mandate for Recurrent Related Party Transactions between the Company and/or its Subsidiaries** Ordinary Resolution 9

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and/or its subsidiaries ("TGI Group") to enter into recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 30 June 2020 which transactions are necessary for the day-to-day operations in the ordinary course of business of TGI Group on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

AND THAT, such approval, shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders' Mandate."

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

9. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a depositor shall qualify for entitlement to the final single tier dividend of 9 sen per ordinary share only in respect of:

- a) Shares transferred into the depositor's securities account before 4.30 p.m. on 28 August 2020 in respect of ordinary transfers; and
- b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

The final single tier dividend, if approved, will be paid on 18 September 2020 to depositors registered in the Records of Depositors at the close of business on 28 August 2020.

By Order of the Board

ONG TZE-EN (MAICSA 7026537) (SSM PC No. 202008003397)
LAU YOKE LENG (MAICSA 7034778) (SSM PC No. 202008003368)
Joint Company Secretaries
Penang, 30 June 2020

Notes on proxy and voting:

1. A proxy may but need not be a member of the Company.
2. For a proxy to be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company at 170-09-01 Livingston Tower, Jalan Argyll, 10050 George Town, Penang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting provided that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
3. A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it may hold with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorized nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. If the appointer is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or an attorney duly authorised.
7. In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 10 August 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote on his/her behalf.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Explanatory Notes:

1. The Ordinary Resolution 5, is to seek shareholders' approval on the Directors' Fees and Benefits payable to the Directors which have been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the Fees and Benefits payable is in the best interest of the Company and in accordance with the remuneration framework of the Group. The relevant Fees and Benefits will be paid to the Directors upon completion of service by the said Directors. The Benefits comprise of meeting allowance and Board Committee allowances. This approval shall continue to be in force until the conclusion of the next AGM of the Company.
2. The Proposed Ordinary Resolution 7, if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares/total number of voting shares of the Company for the time being for such purposes as the Directors consider would 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 AGM.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 26 June 2019 and which will lapse at the conclusion of the Twenty-Fifth AGM.

This renewed General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

3. The Proposed Ordinary Resolution 8, if passed will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 18,659,692 shares representing 10% of the total number of issued shares of the Company. This authority will, unless revoked or varied by the Company in general meeting, expires at the next AGM of the Company.
4. The Proposed Ordinary Resolution 9, if passed, will approve the Proposed New and Renewal of Shareholders' Mandate on Recurrent Related Party Transactions and allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions in accordance with Chapter 10 of the Listing Requirements of the Bursa Securities. This approval shall continue to be in force until the conclusion of the next AGM or the expiration of the period within which the next AGM is required by the law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

Statement of Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

1. No individual is standing for election as a Director at the forthcoming AGM of the Company.

IMPORTANT NOTICE:-

In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place rules and control for the AGM in order to safeguard the health of attendees at the AGM. You are requested to read and adhere to the Administrative Guide issued which is sent together with this Notice of AGM and published in the Company's website at www.thongguan.com. Members are also reminded to monitor the Company's website and announcements from time to time for any changes to the AGM's arrangements.

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FORM OF PROXY



**THONG GUAN
INDUSTRIES BERHAD**
(199401038519) (324203-K)

No. of shares held	
CDS Account No.	

I/We _____
(Full name in Block Letters and NRIC/Passport/Company No.)

of _____
(Address)

_____ and _____
(Tel. No.)

being a *member/members of Thong Guan Industries Berhad hereby appoint

Full Name (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding
*and/or			
Full Name (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding

or failing *him/her, the CHAIRMAN OF THE MEETING as *my/our proxy, to vote for *me/us and on *my/our behalf at the TWENTY-FIFTH ANNUAL GENERAL MEETING of the Company which will be held at Kota Melaka Room, Level 2, Park Avenue Hotel, E-1, Jalan Indah 2, Taman Sejati Indah, 08000 Sungai Petani, Kedah on Wednesday, 19 August 2020 at 11:00 a.m. or at any adjournment thereof.

* My/our proxy is to vote on a poll as indicated below with an "X".

	ORDINARY RESOLUTIONS								
	1	2	3	4	5	6	7	8	9
FOR									
AGAINST									

* Strike out whichever is not desired.

Signed this _____ day of _____ 2020

Signature of Shareholder(s)/Common Seal

Notes on proxy and voting:

1. A proxy may but need not be a member of the Company.
2. For a proxy to be valid, the Form of Proxy completed must be deposited at the Registered Office of the Company at 170-09-01 Livingston Tower, Jalan Argyll, 10050 George Town, Penang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting provided that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
3. A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it may hold with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorized nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
6. If the appointer is a corporation, the Form of Proxy must be executed under the corporation's common seal or under the hand of an officer or an attorney duly authorised.
7. In respect of deposited securities, only a Depositor whose name appears on the Record of Depositors on 10 August 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy to attend and/or vote on his/her behalf.

Personal Data Privacy

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.

IMPORTANT NOTICE:-

In view of the outbreak of COVID-19 which is now a global pandemic, the Company has in place rules and control for the AGM in order to safeguard the health of attendees at the AGM. You are requested to read and adhere to the Administrative Guide issued which is sent together with this Notice of AGM and published in the Company's website at www.thongguan.com. Members are also reminded to monitor the Company's website and announcements from time to time for any changes to the AGM's arrangements.

Please fold across the lines and close

STAMP

To: The Company Secretaries
Thong Guan Industries Berhad

Registered Office
170-09-01, Livingston Tower
Jalan Argyll, 10050 George Town
Pulau Pinang

Please fold across the lines and close

REQUEST FORM



**THONG GUAN
INDUSTRIES BERHAD**
(199401038519) (324203-K)

Request for Annual Report in Hard copy

Send/Fax to:

The Share Registrar

Agriteum Share Registration Services Sdn. Bhd. (578473-T)
2nd Floor, Wisma Penang Garden,
42, Jalan Sultan Ahmad Shah,
10050, Penang

Tel: +604-228 2321 Fax : +604-227 2391

Email: agriteumsrs@gmail.com

Re: Annual Report 2019

Name of Shareholder: _____

NRIC/Passport/Company No.: _____

CDS Account No.: _____

Contact No.: _____

I wish to request the Annual Report 2019 in hard copy to be sent to the following address:

Signature of Shareholder*: _____

Date: _____

* If the Shareholder is a body corporate, this form shall be signed by a director or secretary of the body corporate.

Note:

- a. The printed copy of 2019 Annual Report will be delivered to you within four market days from the date of receipt of the written request.
- b. You may also download a copy of the Annual Report from www.thongguan.com.

Please fold across the lines and close

STAMP

To: **The Share Registrar**
Agriteum Share Registration
Services Sdn. Bhd. (578473-T)
2nd Floor, Wisma Penang Garden,
42, Jalan Sultan Ahmad Shah,
10050, Penang

Please fold across the lines and close



SHRINK FILM



CALCIUM CARBONATE COMPOUNDS



GARBAGE BAGS



GENERAL BAGS, FILMS & SHEETS



HAND WRAP STRECTH FILM



MACHINE WRAP STRETCH FILM



TEA & COFFEE BEVERAGES



PVC FOODWRAP



LAMINATION FILMS



STRETCH HOOD

THONG GUAN INDUSTRIES BERHAD

199401038519 (324203-K)

Lot 52, Jalan PKNK 1/6, Kawasan Perusahaan Sungai Petani, 08000,
Sungai Petani, Kedah, Malaysia

Tel : +604-4417 888 Fax : +604-4419 888

www.thongguan.com