



**TSH RESOURCES BERHAD**  
Registration No. 197901005269 (49548-D)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fortieth Annual General Meeting (“40<sup>th</sup> AGM”) of the Company will be held fully virtual at the broadcast venue at Boardroom, Level 12, Menara TSH, No. 8 Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur on 3 August 2020 at 10.00 am to transact the following businesses:

- |    |   |                                    |
|----|---|------------------------------------|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.                              | Please refer to Explanatory Note 1 |
| 2. | To declare a first and final single tier dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2019.  | Resolution 1                       |
| 3. | To approve payment of Directors' fees of RM180,000 for the financial year ended 31 December 2019.   | Resolution 2                       |
| 4. | To approve payment of Directors' benefits (excluding Directors' fees) of up to an aggregate amount of RM1,610,000 from 4 August 2020 until the next AGM of the Company in 2021.         | Resolution 3                       |
| 5. | To re-elect the following Directors who are retiring by rotation in accordance with Clause 100 of the Company's Constitution, and who being eligible, offer themselves for re-election: |                                    |
|    | a) Tan Aik Pen  | Resolution 4                       |
|    | b) Tan Aik Sim  | Resolution 5                       |
|    | c) Dato' Jasmy bin Ismail   | Resolution 6                       |
| 6. | To re-appoint Messrs BDO PLT as the Company's Auditors and to authorise Directors to fix their remuneration.  | Resolution 7                       |

As Special Business:

To consider and, if thought fit, pass the following resolutions:

- |    |   |              |
|----|---|--------------|
| 7. | <b>ORDINARY RESOLUTION 1<br/>PROPOSED AUTHORITY TO ISSUE SHARES</b>   | Resolution 8 |
|    | “ <b>THAT</b> , subject always to the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered by the shareholders pursuant to Sections 75 and 76 of the Companies Act 2016 to issue new ordinary shares in the Company from time to time at such price, upon such terms and conditions, provided that the aggregate number of the new ordinary shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being <b>AND THAT</b> the Directors be and are empowered to obtain the approval from the Bursa Malaysia Securities Berhad (“Bursa Securities”) for listing of and quotation for the additional new ordinary shares to be issued <b>AND THAT</b> such authority shall continue in force until the conclusion of the next AGM of the Company.” |              |
| 8. | <b>ORDINARY RESOLUTION 2<br/>PROPOSED RENEWAL OF THE AUTHORITY FOR SHARE BUY-BACK</b>   | Resolution 9 |
|    | “ <b>THAT</b> , subject to the Companies Act 2016, the Bursa Securities Main Market Listing Requirements (“Listing Requirements”), the Company's Constitution and the approvals of other relevant authorities, the Company be and is hereby authorised to purchase and hold such number of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through the Bursa Securities upon such terms and   |              |

conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company **AND THAT** the maximum amount of funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of RM275,709,000 based on the latest audited financial statements as at 31 December 2019.

**THAT** such authority shall commence immediately upon passing of this ordinary resolution until the conclusion of the next AGM of TSH unless earlier revoked or varied by ordinary resolution passed by the shareholders of TSH in a general meeting or upon the expiration of the period within which the next AGM is required by law to be held, whichever occurs first.

**THAT** the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Share Buy-Back **AND FURTHER THAT** authority be and is hereby given to the Directors to deal with the shares so purchased in their absolute discretion in any of the following manner:-

- (i) cancel the shares so purchased; or
- (ii) retain the shares so purchased as treasury shares and held by the Company; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (iv) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
- (v) transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; or

in any other manner as prescribed by the Companies Act 2016, rules, regulations and guidelines pursuant to the Companies Act 2016, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authority for the time being in force.”

9. **ORDINARY RESOLUTION 3  
PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS'  
MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF  
A REVENUE OR TRADING NATURE**

Resolution 10

“**THAT** approval be and is hereby given for the Renewal of the Existing Shareholders' Mandate for the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the day to day operations and on normal commercial 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 as set out in Part B, Section 2.2 of the Circular to Shareholders dated 3 July 2020 (“Mandate”).

**THAT** such Mandate shall commence upon passing of this ordinary resolution and continue in force until:-

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

whichever is the earlier.

**THAT** the Directors be and are hereby empowered to do all such acts and things (including executing all such documents as may be required) as they may be considered expedient or necessary to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

10. To transact any other business of which due notice shall have been given.

## **NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** the first and final single tier dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2019, if approved by the shareholders at the forthcoming Annual General Meeting will be paid on 28 August 2020 to depositors registered in the Record of Depositors at the close of business on 4 August 2020.

A depositor shall qualify for entitlement only in respect of:

- a) shares transferred into the depositor’s securities account before 4.30 pm on 4 August 2020 in respect of transfers; and
- b) shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board

**CHOW YEEN LEE** (MAICSA 7047480)

Company Secretary

Kuala Lumpur

3 July 2020

### **Notes:**

1. The 40<sup>th</sup> AGM of the Company will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting facilities provided by Agmo Studio Sdn. Bhd. via its Vote2U website at <https://web.vote2u.app>. Please follow the procedures provided in the Administrative Guide which is available on the Company’s website at <https://www.tsh.com.my/agm-2020/> in order to register, participate and vote remotely.
2. The venue of the 40<sup>th</sup> AGM (“**Broadcast Venue**”) is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue of the AGM. **NO SHAREHOLDER/PROXY IS ALLOWED** to be physically present at the Broadcast Venue.
3. Only depositors whose names appear in the Record of Depositors as at 27 July 2020 be regarded as members and entitled to attend, speak and vote at the meeting.
4. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote in his stead. Where a member appoints 2 proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
5. If the Proxy Form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit and if no names are inserted in the space for the name of proxy, the Chairman of the meeting will act as proxy.
6. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. The instrument appointing a proxy shall be in writing under the hand of the depositor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal. If you wish to appoint a proxy to attend and vote on your behalf at the 40<sup>th</sup> AGM, you may deposit the duly completed and signed Form of Proxy to the Company’s registered office at Level 10, Menara TSH, No. 8 Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur no later than 48 hours before the time appointed for holding this meeting or adjourned meeting. For individual shareholder, you may lodge your Form of Proxy electronically through <https://web.vote2u.app>.
8. Pursuant to Paragraph 8.29A of Bursa Securities Main Market Listing Requirements, all resolutions set out in the Notice of 40<sup>th</sup> AGM will be put to vote on a poll.

## **Explanatory Notes:**

1. The audited financial statements are meant for discussion only as it does not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act 2016. Hence, it will not be put for voting.
2. With reference to Section 131 of the Companies Act 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent.

On 27 February 2020, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval. The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made on 28 August 2020 in accordance with the requirements under Sections 132(2) and (3) of the Companies Act 2016.

3. Resolution 2, the Company is seeking shareholders' approval for payment of Directors' fees totalling RM180,000.

Details of the above are set out in Note 14 to the financial statements. The remuneration of each Director is set out in the Corporate Governance Report.

4. Resolution 3, the benefits are payable to eligible Non-Executive Directors comprise among others, monthly allowance to the Chairman of the Company in recognition of his significant oversight and leadership roles in the Group, Board committee allowance, business travelling allowance, petrol allowance and other benefits-in-kind including company car and driver as well as other emoluments.
5. Resolution 8 is a renewal of the general mandate empowering the Directors of the Company pursuant to Sections 75 & 76 of the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the general mandate does not exceed ten percent (10%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

As at the date of this notice, the Company did not issue any new shares pursuant to the general mandate granted to the Directors at the last AGM held on 28 May 2019.

The renewal of the general mandate will provide flexibility to the Company for any possible fund raising activities without the need to convene a separate general meeting to specifically approve such issuance of shares and thereby reducing administrative time and costs associated with the convening of such meeting. However, at this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

6. For Resolutions 9 and 10, further information on the Proposed Renewal of the Authority for Share Buy-Back and Proposed Renewal of the Existing Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature are set out in the Circular to Shareholders dated 3 July 2020.

## **Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"),
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

### **1. Details of persons who are standing for election as Directors**

No individual is seeking election as a Director at the 40<sup>th</sup> AGM of the Company.

### **2. Statement relating to general mandate for issue of securities**

Please refer to Explanatory Note 5 of the Notice of 40<sup>th</sup> AGM for information relating to general mandate for issue of securities.

## TSH RESOURCES BERHAD

– Fortieth Annual General Meeting (“40<sup>th</sup> AGM”)

### ADMINISTRATIVE GUIDE

**Date and time of Meeting** : 3 August 2020, 10.00 am

**Remote Participation and Voting Facilities** : <https://web.vote2u.app>

**Broadcast Venue** : Boardroom, Level 12, Menara TSH, No. 8 Jalan Semantan  
Damansara Heights, 50490 Kuala Lumpur

The 40<sup>th</sup> AGM of the Company will be conducted fully virtual through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities.

For shareholders who are unable to participate in this virtual AGM, you may appoint proxy(ies) *or* the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using the RPV facilities provided by Agmo Studio Sdn. Bhd. via its Vote2U website at <https://web.vote2u.app>.

### **BROADCAST VENUE**

The venue of the 40<sup>th</sup> AGM (“**Broadcast Venue**”) is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue of the AGM. **NO SHAREHOLDER / PROXY IS ALLOWED** to be physically present at the Broadcast Venue.

### **PROCEDURES TO PARTICIPATE IN RPV FACILITIES**

Please read and follow the procedures below to participate and vote at the 40<sup>th</sup> AGM remotely using the RPV facilities:

#### **BEFORE AGM DAY**

##### **A: REGISTRATION**

	<b>Description</b>	<b>Procedures</b>
i.	Shareholders to register with Vote2U online <ul style="list-style-type: none"><li>• Individual Shareholder</li></ul>	Registration is open from <b>9.00 am, Friday, 3 July 2020</b> onwards. <ol style="list-style-type: none"><li>Access website at <b><a href="https://web.vote2u.app">https://web.vote2u.app</a></b></li><li>Click “<b>Sign Up</b>” to sign up as a user.</li><li>Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ on a small box <input type="checkbox"/>. Then click “<b>Next</b>”.</li><li>Fill-in your details [(i) ensure email address is valid, &amp; (ii) create your own password]. Then click “<b>Continue</b>”.</li><li>Upload your MyKAD (front only) (for Malaysian) or Passport (for non-Malaysian).</li><li>Registration as user is completed.</li><li>Your registration will be verified and an email notification will be sent to you.</li></ol> <p><u>Note:</u> If you have already signed up/ registered as user with Vote2U online previously, you are not required to register again.</p>

<b>B:</b>	<b>REGISTER PROXY</b>
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	<b>Description</b>	<b>Procedures</b>
i.	<p>Electronic lodgment of Form of Proxy (e-Proxy Form)</p> <ul style="list-style-type: none"> <li>• Individual Shareholder</li> </ul>	<p>Registration is open from <b>9.00 am, Friday, 3 July 2020</b> up to <b>10.00 am, Saturday, 1 August 2020</b>.</p> <ol style="list-style-type: none"> <li>a. Individual shareholder to log in with your email address and password that you have registered with Vote2U.</li> <li>b. Select the General Meeting event: TSH 40<sup>th</sup> AGM.</li> <li>c. Scroll down and click “<b>Register a Proxy</b>”.</li> <li>d. Read and indicate your acceptance of the ‘Declarations’ on a small box <input type="checkbox"/>. Then click “<b>Next</b>”.</li> <li>e. Select/add your Central Depository System (“<b>CDS</b>”) account number and number of shares.</li> <li>f. Click “<b>Appoint Proxy</b>”.</li> <li>g. Fill-in the details of your Proxy(ies) [ensure email address is valid].</li> <li>h. Indicate your voting instruction [FOR or AGAINST or ABSTAIN or NO-PREVOTE].</li> <li>i. Review and confirm your Proxy appointment.</li> <li>j. Click “<b>Submit</b>”.</li> <li>k. After verification, your Proxy(ies) will receive an email notification with temporary credentials, i.e. email address and password to log in to Vote2U.</li> </ol> <p><u>Note:</u> You need to register as user before you can register a Proxy and submit the e-Proxy Form. Please refer above “A: Registration” to register as user with Vote2U.</p>
ii.	<p>Submit Form of Proxy (hardcopy) or Certificate of Appointment of Corporate Representative</p> <ul style="list-style-type: none"> <li>• Individual Shareholder</li> <li>• Corporate Shareholder</li> <li>• Authorised Nominee</li> <li>• Exempt Authorised Nominee</li> </ul>	<p>Form of Proxy or Certificate of Appointment of Corporate Representative must reach the Company’s registered office no later than <b>10.00 am, Saturday, 1 August 2020</b>.</p> <ol style="list-style-type: none"> <li>a. Complete the hardcopy Form of Proxy and ensure that the email address and contact number are clearly stated in the said form. For corporate shareholder who wishes to appoint a corporate representative, please ensure that the email address and contact number of your corporate representative are clearly stated in the Certificate of Appointment of Corporate Representative.</li> <li>b. Submit/Deposit the duly completed and signed Form of Proxy or Certificate of Appointment of Corporate Representative to the Company’s registered office at Level 10, Menara TSH, No. 8, Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur.</li> <li>c. After verification, your Proxy(ies)/Corporate Representative will receive an email notification with temporary credentials, i.e. email address and password to log in to Vote2U.</li> </ol>

## ON AGM DAY

1. Log in to <https://web.vote2u.app> with your email address and password you have registered with Vote2U. For Proxies, log in with the temporary credentials which you have received via email from Vote2U.
2. Vote2U portal will be opened for log in starting from **9.30 am, Monday, 3 August 2020, 30 minutes** before the commencement of the meeting.
3. After you have logged in, click the general meeting event: TSH 40<sup>th</sup> AGM. On the main page, you are able to access the following:

	Description	Procedures
A:	Watch Live Streaming	Click " <b>Watch Live</b> " button to view the live streaming.

	Description	Procedures
B:	Ask Question (real-time)	<ol style="list-style-type: none"><li>a. Click "<b>Ask Question</b>" button to pose question.</li><li>b. Type in your question and click "<b>Submit</b>".</li></ol>

	Description	Procedures
C:	Remote Voting	<ol style="list-style-type: none"><li>a. On the main page, scroll down and click "<b>Confirm Details &amp; Start Voting</b>".</li><li>b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "<b>Next</b>" to continue voting for all resolutions.</li><li>c. After you have completed voting, a Voting Summary page will appear to show all the resolutions with your voting choices. Click "<b>Confirm</b>" to submit your vote.</li></ol> <p><u>Note:</u> Once you have confirmed and submitted your votes, you are <u>not able</u> to change your voting choices.</p>

	Description	Procedures
D:	View Voting Results	Upon completion of the voting session, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.  On the main page, scroll down and click " <b>View Voting Results</b> ".

	Description	Procedures
E:	End Of Meeting	The live streaming will end upon the announcement by the Chairman on the closure of the 40 <sup>th</sup> AGM.  You can now logout from the virtual meeting portal.

## ADDITIONAL INFORMATION

### 1. ENTITLEMENT TO PARTICIPATE AND VOTE

A depositor whose name appears in the Record of Depositors of the Company as at 27 July 2020 shall be regarded as a member and entitled to attend, speak and vote at the 40<sup>th</sup> AGM via RPV facilities.

If you are unable to attend the 40<sup>th</sup> AGM via RPV facilities, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate your voting instructions in the Form of Proxy.

### 2. REVOCATION OF PROXY

If you have submitted your e-Proxy Form or hardcopy Form of Proxy and subsequently wish to participate in the live streaming of the 40<sup>th</sup> AGM, you may do so by following the procedures as stated below:

	Description	Procedures
i.	<b><i>Appointed Proxy(ies) using e-Proxy</i></b> <ul style="list-style-type: none"><li>Individual Shareholder</li></ul>	a. Log in to Vote2U using your email address and password you have registered with Vote2U. b. Select the General Meeting event: TSH 40 <sup>th</sup> AGM. c. Scroll down and click “ <b><i>Revoke a Proxy</i></b> ”.  <u>Note:</u> Revocation will close at <b>9.00 am, Monday, 3 August 2020.</b>
ii.	<b><i>Appointed Proxy(ies) using hardcopy Form of Proxy</i></b> <ul style="list-style-type: none"><li>Individual Shareholder</li><li>Corporate Shareholder</li><li>Authorised Nominee</li><li>Exempt Authorised Nominee</li></ul>	Email to the Secretarial office at <a href="mailto:jennychow@tsh.com.my">jennychow@tsh.com.my</a> or <a href="mailto:wychoo@tsh.com.my">wychoo@tsh.com.my</a> to revoke the appointment of your Proxy(ies).  <u>Note:</u> Revocation will close at <b>10.00 am, Saturday, 1 August 2020.</b>

### 3. NO DOOR GIFT OR E-VOUCHER OR FOOD VOUCHER

There will be no distribution of door gifts, e-vouchers or food vouchers to shareholders / proxies who participate in the 40<sup>th</sup> AGM.

### 4. PROCEEDING OF THE MEETING

- (i) The meeting will start promptly at 10.00 am.
- (ii) The Chairman / Board of Directors will endeavour to address the questions received during the 40<sup>th</sup> AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
- (iii) No recording or photography of the live streaming of the 40<sup>th</sup> AGM proceedings is allowed without the prior written permission of the Company.

### 5. ENQUIRY

- (i) If you have any enquiries relating to the 40<sup>th</sup> AGM, please contact the Secretarial office at 03-2084 0875 during office hours (9.00 am to 6.00 pm) on Mondays to Fridays (except public holidays) or email to [wychoo@tsh.com.my](mailto:wychoo@tsh.com.my).
- (ii) If you have any enquiries relating to the RPV facilities, please contact 03-7664 8521/03-7664 8520 during office hours (8.30 am to 5.30 pm) on Mondays to Fridays (except public holidays) or email to [vote2u@agmostudio.com](mailto:vote2u@agmostudio.com).



## 6. PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 40<sup>th</sup> AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"),
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.