



THONG GUAN INDUSTRIES BERHAD
Registration No. 199401038519 (324203-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Thong Guan Industries Berhad ("**TGIB**" or the "**Company**") ("**EGM**") will be held at Newton Research & Development Centre Sdn Bhd, Conference Room, 1st Floor, Plot 96, Jalan PKNK 1/6, Kawasan Perusahaan Sungai Petani, 08000 Sungai Petani, Kedah, Malaysia on Friday, 2 October 2020, at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 191,409,370 NEW ORDINARY SHARES IN TGIB ("TGIB SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING TGIB SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF SHARES")

"**THAT** subject to the approvals of all relevant authorities or parties, authority be and is hereby given to the Board of Directors of TGIB ("**Board**") to issue up to 191,409,370 Bonus Shares in the share capital of the Company credited to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board on the basis of 1 Bonus Share for every 1 existing TGIB Share held;

THAT the Board be and is hereby authorised to deal with any fractional entitlements from the Proposed Bonus Issue of Shares, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank equally in all respects with the existing Shares. However, the Bonus Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/ or any other forms of distribution precedes the relevant date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Shares with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

By Order of the Board
THONG GUAN INDUSTRIES BERHAD

ONG TZE-EN
SSM PC No. 202008003397 (MAICSA 7026537)
LAU YOKE LENG
SSM PC No. 202008003368 (MAICSA 7034778)

Company Secretaries
Penang
15 September 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 EGM 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 EGM 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, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak 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, participate, speak and vote at the EGM of the Company shall have the same rights as the member to speak at the EGM.
- (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 25 September 2020 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the EGM or appoint a proxy to attend, participate, speak and vote on his/ her behalf.



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Registration No. 199401038519 (324203-K)
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PROPOSED BONUS ISSUE

OF UP TO

191,409,370 NEW ORDINARY SHARES

IN

**THONG GUAN INDUSTRIES BERHAD
("TGIB SHARE(S)") ("BONUS SHARE(S)")**

ON THE BASIS OF

**1 BONUS SHARE FOR EVERY 1 EXISTING TGIB SHARE
HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER**



THONG GUAN INDUSTRIES BERHAD

REGISTRATION No 199401038519 (324203-K)
(Incorporate in Malaysia)

Dear Valued Shareholders

We are pleased to invite you to our Extraordinary General Meeting (“EGM”) of the Company, which will be held as follows:

Day and Date	Friday, 2 October 2020
Time	10.00 am
Venue	Newton Research & Development Centre Sdn Bhd, Conference Room, 1st Floor, Plot 96, Jalan PKNK 1/6, Kawasan Perusahaan Sungai Petani, 08000 Sungai Petani, Kedah, Malaysia

You can download the following documents (“Documents”) from the corporate website at www.thongguan.com under Investor Relations/Form tab:

1. Circular to Shareholders in relation to Proposed Bonus Issue of Shares.
2. Notice of the EGM and Administrative Guide.
3. Form of Proxy.

Request for the Documents

You may request for copies of the Documents by:

- Completing an online request at www.agriteum.com.my
 - Step 1: Visit www.agriteum.com.my
 - Step 2: Select “Request for Circular” under the “Investor Services”
 - Step 3: Key in “Thong Guan Industries Berhad”
- Call or submit the request form at www.agriteum.com.my

Any request for the Circular will be forwarded to you by ordinary post within four (4) market days from the date of the receipt of your request.

Please contact our share registrar should you require any assistance and clarification on the above, as follow:

Share Registrar

AGRITEUM Share Registration Services Sdn. Bhd.

Tel : +604-228 2321 (General)

Email : agriteumsrs@gmail.com

We thank you for your continued support to Thong Guan Industries Berhad.

Yours faithfully

Dato’ Ang Poon Chuan, Managing Director

15 September 2020

ADMINISTRATIVE DETAILS

THONG GUAN INDUSTRIES BERHAD

REGISTRATION NO 199401038519 (324203-K)

EXTRAORDINARY GENERAL MEETING

Day and Date	Friday, 2 October 2020
Time	10.00 am
Venue	Newton Research & Development Centre Sdn. Bhd., Conference Room, 1st Floor, Plot 96, Jalan PKNK 1/6, Kawasan Perusahaan Sungai Petani, 08000 Sungai Petani, Kedah, Malaysia

MEASURES TO MINIMISE RISKS OF COVID-19 INFECTION

In view of the evolving COVID-19 situation, the following steps will be taken for participants who will be attending the Extraordinary General Meeting ("EGM") 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 EGM 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 EGM, 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 EGM or had been in contact with a suspected or confirmed COVID-19 patient during the 14 days period prior to the EGM, irrespective of nationality, will not be permitted to attend the EGM.
- (3) Any person with a body temperature of more than 37.5°C and/ or exhibit flu-like symptoms will not be allowed to attend the EGM. Participants who are feeling unwell are strongly advised not to attend the EGM.
- (4) All persons must practice proper hygiene including the use of hand sanitisers provided by the Company and are required to wear a face mask at all time.

SOCIAL DISTANCING AND SEATING ARRANGEMENT

- (5) To enhance social distancing measures, the seats allocated for shareholders/ proxies at the EGM venue will be maintained at a certain distance from one another as per the guidelines and/or standing operation procedure provided by the relevant governmental and/or health authorities.

PRE-REGISTRATION BEFORE EGM

- (6) In order to assist the Company in managing the turnout for the EGM 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 to syteh@thongguan.com by sending an email after the release of the Notice of Meeting. The Company reserves the right to limit the number of participants to the EGM.

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 EGM 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 EGM. The Company would like to thank all shareholders for their patience and co-operation in enabling us to hold our EGM with the optimum safe distancing measures amidst the COVID-19 pandemic. The Company may make necessary changes to the arrangements of the EGM at short notice. Kindly check the Company's website at www.thongguan.com and Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com for the latest updates on the status of the EGM from time to time.

REGISTRATION ON THE DAY OF EGM

- (7) Registration will commence at 9.00 am and will end at the time as may be determined by the Chairman of the meeting.
- (8) Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification. Please make sure your NRIC is returned to you after registration.
- (9) A polling form will be given to you thereafter. No one will be allowed to enter the meeting room without the polling form. There will be no replacement should you lose or misplace the polling form.

- (10) You may proceed to the meeting room thereafter.
- (11) Registration must be done in person. No person is allowed to register on behalf of another.
- (12) The registration counter will handle verification of identity, registration and revocation of proxy/proxies.

PROXY

- (13) 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.
- (14) The Form of Proxy is not required if you are attending the meeting.
- (15) 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.
- (16) 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

- (17) For the purpose of determining who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at **25 September 2020** and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

CIRCULAR

- (18) The Company's Circular on Proposed Bonus Issue of Shares is available on the Company's website at www.thongguan.com and Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

NO DOOR GIFTS / REFRESHMENT

- (19) There will be no door gifts, food or beverage served at the EGM.

NO RECORDING OR PHOTOGRAPHY

- (20) No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

MOBILE DEVICES

- (21) Please ensure all mobile devices such as phones/ pagers/ other sound emitting devices are put on silent mode during the EGM to ensure smooth and uninterrupted proceedings.

EGM ENQUIRY

- (22) For any enquiry prior to the EGM, please contact the following during office hours:

- Boardroom Corporate Services Sdn. Bhd.
Tel +604 229 4390/ 227 7762
- 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 EGM and/ or measures undertaken by the Company in the Company's sole discretion in response to the COVID-19 pandemic.