



TEK SENG HOLDINGS BERHAD

Registration No. 20021011909 (579572-M)

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the 19th Annual General Meeting ("AGM") of Tek Seng Holdings Berhad ("the Company") will be held at the Laurel I Ballroom, Level 1, Evergreen Laurel Hotel of 53, Persiaran Gurney, 10250 Penang on Wednesday, 30 June 2021 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of Directors and Auditors thereon. **Please refer to Note 8**
- To re-elect Madam Loh Joo Eng, the Director who retires by rotation in accordance with Article 102 of the Company's Constitution and who, being eligible, offer herself for re-election. **Resolution 1**
- To re-elect Tuan Haji Mohamed Haniffah Bin S.M. Mydin, 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. **Resolution 2**
- To approve the increase and payment of Directors' Fees amounting to RM200,900.00 for the financial year ended 31 December 2020. **Resolution 3**
- To approve the payment of Directors' Benefits amounting to RM50,000.00 for the financial year ending 31 December 2022. **Resolution 4**
Please refer to Note 9
- To approve the payment of a Single Tier Final Dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2020. **Resolution 5**
- 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. **Resolution 6**

As Special Business:

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

- 8. AUTHORITY TO ISSUE SHARES** **Resolution 7**
"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.
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.
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."
- 9. PROPOSED CONTINUATION OF TUAN HAJI MOHAMED HANIFFAH BIN S.M. MYDIN IN OFFICE AS INDEPENDENT DIRECTOR** **Resolution 8**
"THAT 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 be hereby authorised to continue to act as an Independent Director of the Company and to hold office until the conclusion of the next AGM of the Company."
- 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)
SSM PC NO. 201908002340
P'NG CHIEW KEEM (MAICSA 7026443)
SSM PC NO. 201908002334
Company Secretaries

Penang
Date: 31 May 2021

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 21 June 2021. Only a depositor whose name appears on the Record of Depositors as at 21 June 2021 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.

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 4, 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, the Directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.
- 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 fulfil 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 2020.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that a Single Tier Final Dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2020, if approved, will be paid on 06 August 2021 to shareholders registered in the Record of Depositors of the Company on 16 July 2021.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 16 July 2021 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

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