

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of the Company ("18th AGM") will be held at Teo Seng Capital Berhad Conference Room, First Floor, Lot PTD 25740, Batu 4, Jalan Air Hitam, 83700 Yong Peng, Johor, on Tuesday, 28 May 2024 at 11.30 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company and of the Group and the Reports of the Directors and the Auditors thereon for the financial year ended 31 December 2023. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees up to an amount of RM216,000 for the period from 29 May 2024 until the next Annual General Meeting of the Company to be held in 2025. (Ordinary Resolution 1)
(Please refer to Explanatory Note 2)
- To approve the payment of Directors' Benefits up to an amount of RM61,600 for the period from 29 May 2024 until the next Annual General Meeting of the Company to be held in 2025. (Ordinary Resolution 2)
(Please refer to Explanatory Note 2)
- To re-elect the following Directors who retire pursuant to Clause 76(3) of the Constitution of the Company: (Please refer to Explanatory Note 3)
 - Lau Jui Peng (Ordinary Resolution 3)
 - Nam Hioh Joo (Ordinary Resolution 4)
- To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)
(Please refer to Explanatory Note 4)

AS SPECIAL BUSINESS

To consider and if thought fit, with or without any modification(s), to pass the following resolutions:

6. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

(Ordinary Resolution 6)
(Please refer to Explanatory Note 5)

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant governmental/regulatory authorities where such approval is required, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of the issued shares (excluding any treasury shares) of the Company for the time being.

THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.

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 Annual General Meeting ("AGM") of the Company held after the approval was given;
 - the expiration of the period within which the next AGM is required to be held after the approval was given; or
 - revoked or varied by an Ordinary Resolution passed by the shareholders of the Company at a general meeting.
- whichever is earlier."

7. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

(Ordinary Resolution 7)
(Please refer to Explanatory Note 6)

"THAT subject to Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature ("RPPT") with the related parties ("ies) as set out in Section 2 of the Circular to Shareholders of the Company dated 25 April 2024 ("the Circular") provided that such transactions are:

- necessary for the day-to-day operations;
 - in the ordinary course of business and are on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and
 - not detrimental to the minority shareholders of the Company, ("Shareholders' Mandate").
- THAT such approval shall continue to be in force and effect until:
- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless the authority is renewed by a resolution passed at the said AGM;
 - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders in general meeting;
- whichever is the earlier.

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

8. PROPOSED RENEWAL OF AUTHORISATION TO ENABLE THE COMPANY TO PURCHASE UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

(Ordinary Resolution 8)
(Please refer to Explanatory Note 7)

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:

- the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this Ordinary Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- the maximum funds to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase;

("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following at which time the authority shall lapse unless by Ordinary Resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by Ordinary Resolution passed by the shareholders of the Company at a general meeting;

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- To transfer all or part of the treasury shares as purchase consideration;
- To sell, transfer or otherwise use the Shares for such other purposes as the Minister charged with the responsibility for companies may be ordered prescribed; and/or
- To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient (including without limitation the opening and maintaining of central depository accounts) under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), and the entering into any other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By order of the Board

Lee Choon Seng (MAICSA 7003453) (SSM Practising Certificate No. 202008002259)

Lum Sow Wai (MAICSA 7028519) (SSM Practising Certificate No. 202008002373)

Tan Bee Hwee (MAICSA 7021024) (SSM Practising Certificate No. 202008001497)

Lim You Jing (MAICSA 7075638) (SSM Practising Certificate No. 202108000389)

Secretaries

Yong Peng

25 April 2024

Notes:

- For the purpose of determining a member who shall be entitled to attend and vote at the Eighteenth Annual General Meeting ("18th AGM"), the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 21 May 2024. Only a member whose name appears on the Record of Depositors as at 21 May 2024 shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member entitled to attend and vote at the 18th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at the 18th AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at this AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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 ("omibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of Central Depositories Act.
- Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 18th AGM, i.e., by 11.30 a.m. on Sunday, 26 May 2024 or adjourned 18th AGM at which the person named in the appointment proposes to vote:
 - In Hard Copy Form**
In the case of an appointment made in hard copy form, the proxy form or any authority pursuant to which such an appointment is made by a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By Electronic Means**
In the case of an appointment made via electronic mean, the proxy form can be electronically submitted to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. via TIH Online. The website to access TIH Online is <https://tjh.online> (Kindly refer to the Administrative Guide for the 18th AGM).
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is 11.30 a.m., on Sunday, 26 May 2024.
- Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malaysian), or
 - Police report (for loss of NRIC)/Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For a corporate member who has appointed a representative instead of a proxy to attend the 18th AGM, please bring the ORIGINAL certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's Share Registrar earlier.

EXPLANATORY NOTES

- Item 1 of the Agenda**
This Agenda Item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 ("the Act") do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda Item is not put forward for voting.
- Items 2 and 3 of the Agenda**
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.
On 16 April 2024, the Remuneration Committee had reviewed the Directors' fees and benefits for the period from 29 May 2024 until the next Annual General Meeting ("AGM") of the Company to be held in 2025, taking into consideration of the market trends for similar positions, time commitment and responsibilities of the respective Directors.
The Directors' fees for the period from 29 May 2024 until the next AGM of the Company to be held in 2025 amounting to a total of RM216,000 will be paid by the Company to the respective Directors as and when their services are rendered if the proposed Ordinary Resolution 1 is passed by the shareholders at the 18th AGM.
The proposed structure of the Directors' benefits for the period from 29 May 2024 until the next AGM of the Company to be held in 2025 is as follows:

Type of Benefits	Amount
Other Emoluments/Festival Token	RM61,600

 Payment of the Directors' benefits will be made by the Company to the respective Directors if the proposed Ordinary Resolution 2 is passed by the shareholders at the 18th AGM.
The Ordinary Resolutions 1 and 2 are to facilitate payment of Directors' fees and benefits for duties performed as Non-Executive Directors of the Company on a monthly basis and/or as and when their services are rendered.
In the event the Directors' fees and benefits proposed are insufficient, approval will be sought at the next AGM for additional fees to meet the shortfall.
- Item 4 of the Agenda**
Mr. Lau Jui Peng and Mr. Nam Hioh Joo are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 18th AGM.
Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of the Directors who are standing for re-election as per Agenda Item 4 are set out in the Board of Directors' profile of the Annual Report 2023. For the purpose of determining the eligibility of the Directors to stand for re-election at the 18th AGM, the Board had through its Nominating Committee ("NC"), considered, assessed and deliberated on the suitability of the said Directors to be re-elected as Directors of the Company based on the results of the assessment of the Directors for the financial year ended 31 December 2023 and fit and proper assessment.
Based on the recommendation of NC, the Board supports the re-election of the above-mentioned Directors with the following justifications:-
 - Re-election of Mr. Lau Jui Peng as Executive Chairman**
Mr. Lau Jui Peng with a distinguished background and experience in poultry business management serves as an invaluable Chairman for the Company, demonstrating exceptional leadership and strategic acumen. His extensive experience and keen insights contributing significantly to the Company's continued success.
 - Re-election of Mr. Nam Hioh Joo as Managing Director**
Mr. Nam Hioh Joo possesses extensive experience in overseeing the operational aspects of the Group. His primary role involves effective management on the day-to-day business operations, including the enhancement of profitability, overseeing the Company's organisational structure, formulating strategic initiatives, and maintaining effective communication with the Board. With a deep understanding of the Group's business operations, he consistently offers valuable insights to elevate the Group's overall performance.

- Item 5 of the Agenda**
The Audit Committee ("AC") had at its meeting held on 20 February 2024 assessed the suitability and independence of the External Auditors and recommended the re-appointment of PricewaterhouseCoopers PLT as External Auditors of the Company for the financial year ending 31 December 2024. Please refer to the Corporate Governance Overview Statement for further details on the assessment conducted by the AC.
The Board has reviewed the recommendation of the AC and recommended the same to be tabled to the shareholders for approval at the 18th AGM.
- Item 6 of the Agenda**
The proposed Ordinary Resolution 6 is intended to renew the authority granted to the Directors of the Company at the Seventeenth Annual General Meeting ("17th AGM") of the Company held on 9 June 2023, and if passed, will give the Directors authority to issue and allot shares of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, provided that the aggregate number of such New Shares to be issued and allotted pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding twelve (12) months does not exceed ten per centum (10%) of the total number of the issued shares (excluding any treasury shares) of the Company for the time being ("General Mandate").
The General Mandate granted by the shareholders at the 17th AGM of the Company held on 9 June 2023 had not been utilised and hence, no proceeds were raised therefrom.
The renewal of the General Mandate will enable the Directors to issue and allot new shares for any possible fund raising activities, including but not limited to placing of new shares, for the purpose of funding current and/or future investment project(s), working capital, repayment of borrowings, acquisition(s) and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors of the Company may deem fit in the best interest of the Company. This would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares.
- Item 7 of the Agenda**
The proposed Ordinary Resolution 7, if passed, will allow the Group to continue to enter into recurrent related party transactions on an arm's length basis and on normal commercial terms and transaction prices, which are not prejudicial to the interests of the minority shareholders. Please refer to Part A of the Circular to Shareholders dated 25 April 2024 for further information.
- Item 8 of the Agenda**
The proposed Ordinary Resolution 8, if passed, will allow the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the related profits of the Company. Please refer to Part B of the Statement to Shareholders dated 25 April 2024 for further information.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.



"HATCHING FOR THE FUTURE"

ADMINISTRATIVE GUIDE FOR THE EIGHTEENTH ANNUAL GENERAL MEETING ("18TH AGM")

Date and Time: Tuesday, 28 May 2024 at 11.30 a.m.

Venue : Teo Seng Capital Berhad
Conference Room, First Floor, Lot PTD 25740,
Batu 4, Jalan Air Hitam, 83700 Yong Peng, Johor

Dear Valued Shareholders of Teo Seng Capital Berhad ("Teo Seng" or the "Company"),

1. CORPORATE MEMBERS

1. Corporate members who wish to appoint corporate representatives instead of a proxy, must deposit their original or duly certified certificate of appointment of corporate representative to the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. on or before the AGM.
2. Attorneys appointed by power of attorney are required to deposit their power of attorney with the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. not later than **Sunday, 26 May 2024 at 11.30 a.m.** to attend and vote at the 18th AGM.

2. GENERAL MEETING RECORD OF DEPOSITORS ("ROD")

1. Only a depositor whose name appears on the ROD as at **21 May 2024** shall be entitled to attend, participate, speak and vote at the 18th AGM or appoint proxies to attend and/or vote on his/her behalf.

3. PROXY

1. You may submit your proxy form to Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the 18th AGM i.e. by 11.30 a.m. on Sunday, 26 May 2024 or any adjournment thereof, otherwise the proxy form shall not be treated as valid.
2. Alternatively, you may also submit the proxy form electronically via TIIH Online website at <https://tiih.online>, not later than Sunday, 26 May 2024 at 11.30 a.m. Please do read and follow the procedures below to submit proxy form electronically.



"HATCHING FOR THE FUTURE"

Procedure	Action
i. Steps for Individual Shareholders	
Register as a user with TIIH Online	<ul style="list-style-type: none">Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance.If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of Proxy Form	<ul style="list-style-type: none">After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.Select the corporate event: "TEO SENG CAPITAL BERHAD 18TH AGM - SUBMISSION OF PROXY FORM".Read and agree to the Terms and Conditions and confirm the Declaration.Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy.Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.Review and confirm your proxy(ies) appointment.
ii. Steps for corporation or institutional shareholders	
Login to TIIH Online	<ul style="list-style-type: none">Access TIIH Online at https://tiih.onlineUnder e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "Create Account by Representative of Corporate Holder".Complete the registration form and upload the required documents.Registration will be verified, and you will be notified by email within one (1) to two (2) working days.Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the persons stated under "ENQUIRY" section below if you need clarifications on the user registration.</p>



"HATCHING FOR THE FUTURE"

<p>Proceed with submission of form of proxy</p>	<ul style="list-style-type: none">• Login to TIIH Online at https://tiih.online.• Select the corporate event: "TEO SENG CAPITAL BERHAD 18TH AGM - SUBMISSION OF PROXY FORM".• Read and agree to the Terms & Conditions and confirm the Declaration.• Proceed to download the file format for "SUBMISSION OF PROXY FORM" in accordance with the Guidance Note set therein.• Prepare the file for the appointment of proxy(ies) by inserting the required data.• Submit the proxy appointment file.• Login to TIIH Online, select corporate event: "TEO SENG CAPITAL BERHAD 18TH AGM – SUBMISSION OF PROXY FORM".• Proceed to upload the duly completed proxy appointment file.• Select "Submit" to complete your submission.• Print the confirmation report of your submission for your record.
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REFRESHMENT

There will be no refreshment provided.

ENQUIRY

If you have any enquiry on the above, you may contact the Share Registrar at:

Tricor Investor & Issuing House Services Sdn. Bhd.

Registration No. 197101000970 (11324-H)

General Line: +603-2783 9299

Fax Number: +603-2783 9222

Email: is.enquiry@my.tricorglobal.com

**Teo Seng Capital Berhad**Registration No. 200601013011 (732762-T)
(Incorporated in Malaysia)

PROXY FORM

CDS Account No.

CDS Account No. of Authorised Nominee#

No. of shares held

#applicable to shares held through nominee account

I/We _____ Tel: _____
[Full name in block, NRIC/Passport/Company No.]
of _____being member(s) of **Teo Seng Capital Berhad**, hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

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 Eighteenth Annual General Meeting of the Company to be held at Teo Seng Capital Berhad Conference Room, First Floor, Lot PTD 25740, Batu 4, Jalan Air Hitam, 83700 Yong Peng, Johor on Tuesday, 28 May 2024, at 11.30 a.m. or any adjournment thereof, and to vote as indicated below:

Item	Agenda	Ordinary Resolution ("OR")	For	Against
1.	To receive the Audited Financial Statements of the Company and of the Group and the Reports of the Directors and the Auditors thereon for the financial year ended 31 December 2023.			
	Resolutions			
2.	To approve the payment of Directors' fees up to an amount of RM216,000 for the period from 29 May 2024 until the next Annual General Meeting of the Company to be held in 2025.	OR1		
3.	To approve the payment of Directors' Benefits up to an amount of RM61,600 for the period from 29 May 2024 until the next Annual General Meeting of the Company to be held in 2025.	OR2		
4.1	To re-elect Lau Jui Peng who retires pursuant to Clause 76(3) of the Constitution of the Company.	OR3		
4.2	To re-elect Nam Hiok Joo who retires pursuant to Clause 76(3) of the Constitution of the Company.	OR4		
5.	To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration.	OR5		
6.	Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016.	OR6		
7.	Proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	OR7		
8.	Proposed renewal of authorisation to enable the Company to purchase up to 10% of the total number of issued shares of the Company.	OR8		

Please indicate with an "X" in the space provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific direction, your proxy will vote or abstain as he/she thinks fit.

Signed this: _____ day of _____

Signature*
Member

* Manner of execution:

(a) If you are an individual member, please sign where indicated.

(b) If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.

(c) If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:

(i) at least two (2) authorised officers, of whom one shall be a director; or

(ii) any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.

Notes:

- (i) For the purpose of determining a member who shall be entitled to attend and vote at the Eighteenth Annual General Meeting ("18th AGM"), the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 21 May 2024. Only a member whose name appears on the Record of Depositors as at 21 May 2024 shall be entitled to attend this AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- (ii) A member entitled to attend and vote at the 18th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- (iii) A member of the Company who is entitled to attend and vote at the 18th AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at this AGM.
- (iv) If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- (v) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- (vi) 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of Central Depositories Act.
- (vii) Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (viii) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 18th AGM, i.e. by 11.30 a.m. on Sunday, 26 May 2024 or adjourned 18th AGM at which the person named in the appointment proposes to vote:
- (i) In Hard Copy Form
In the case of an appointment made in hard copy form, the proxy form or any authority pursuant to which such an appointment is made by a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
- (ii) By Electronic Means
In the case of an appointment made via electronic mean, the proxy form can be electronically submitted to the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. via TIH Online. The website to access TIH Online is <https://tiah.online> (Kindly refer to the Administrative Guide for the 18th AGM).
- (ix) Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- (x) Last date and time for lodging the proxy form is 11.30 a.m., on Sunday, 26 May 2024.
- (xi) Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
a. Identity card (NRIC) (Malaysian), or
b. Police report (for loss of NRIC)/Temporary NRIC (Malaysian), or
c. Passport (Foreigner).
- (xii) For a corporate member who has appointed a representative instead of a proxy to attend the 18th AGM, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's Share Registrar earlier.

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The Share Registrar
Tricor Investor & Issuing House Services Sdn. Bhd.

Unit 32-01, Level 32, Tower A,
Vertical Business Suite,
Avenue 3, Bangsar South,
No. 8, Jalan Kerinchi,
59200 Kuala Lumpur.

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