



**TEK SENG HOLDINGS BERHAD**  
Registration No. 200201011909 (579572-M)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 24<sup>th</sup> Annual General Meeting ("AGM") of Tek Seng Holdings Berhad ("the Company") will be held at Ballroom 1, Level 1, Gurney Bay Hotel of 53, Persiaran Gurney, 10250 Penang on Thursday, 11 June 2026 at 9.30 am for the following purposes:-

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of Directors and Auditors thereon. Please refer to Note 8
- To re-elect Mr. Loh Kok Beng, a Director who retires by rotation in accordance with Article 102 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 1**
- To re-elect Mr. Loh Chin Phang, a Director who retires by rotation in accordance with Article 102 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 2**
- To approve the payment of Directors' fees amounting to RM108,500.00 to the Non-Executive Directors of the Company for the financial year ending 31 December 2026. **Resolution 3**
- To approve the payment of Directors' fees amounting to RM124,400.00 to the Executive Directors of the Company for the financial year ending 31 December 2026. **Resolution 4**
- To approve the payment of Directors' benefits up to an amount not exceeding RM50,000.00 to the Non-Executive Directors of the Company for the financial year ending 31 December 2026. **Resolution 5**
- To approve the payment of a Single Tier Final Dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2025. **Resolution 6**
- To re-appoint Messrs. BDO PTL 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 7**

#### SPECIAL BUSINESS

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

- AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **Resolution 8**  
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject always to the approval of the relevant authorities, the Directors be hereby authorised 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 (excluding treasury shares) of the Company.  
THAT any one of the Executive Directors and/or Secretary of the Company be empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so 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."
- PROPOSED CONTINUATION OF LEOW CHAN KHIANG IN OFFICE AS INDEPENDENT DIRECTOR OF THE COMPANY** **Resolution 9**  
"THAT Mr. Leow Chan Khiong be hereby authorized to be retained and continued to act as an independent director of the Company after 01 July 2026 until the conclusion of the next AGM in accordance with Malaysian Code on Corporate Governance."
- PROPOSED SHARE BUY-BACK AUTHORITY OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY** **Resolution 10**  
"THAT, subject to the Companies Act, 2016 ("the Act"), the Company's Constitution and the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, guidelines, rules and regulations, the Directors of the Company be hereby authorised to purchase such number of ordinary shares ("TSHB Shares") comprised in the total number of issued shares of the Company as may be determined by the Directors from time to time through Bursa Securities subject further to the following:  
(a) the aggregate number TSHB Shares which may be purchased or held by the Company shall not exceed 10% of the total number of issued shares of the Company ("Proposed Share Buy-Back"), subject to the restriction that the issued shares of the Company does not fall below the minimum share capital requirements of the Main LR of Bursa Securities that the Company continues to maintain a shareholding spread that is in compliance with the Main LR after the share purchase;  
(b) the maximum funds to be allocated by the Company for the purpose of purchasing the TSHB Shares under the Proposed Share Buy-Back shall not exceed the retained profits of the Company;  
(c) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until;  
(i) the conclusion of the next AGM of the Company at which such resolution was passed at the which time the authority would lapse unless by ordinary resolution passed at the next AGM, the authority is renewed either unconditionally or subject to conditions; or  
(ii) the expiration of the period within the next AGM of the Company after that date is required by law to be held; or  
(iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the TSHB Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and  
(d) upon completion of the purchase(s) of the TSHB Shares by the Company, the Directors be hereby authorised to retain the TSHB Shares so purchased as treasury shares, which may be distributed as dividends to shareholders, cancel and/or resold on Bursa Securities, in the manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Main LR of Bursa Securities and any other relevant authority for the time being in force,  
AND THAT, the Directors of the Company be hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company to give full effect to and to complete the purchase of TSHB Shares.
- 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: 30 April 2026

#### 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 03 June 2026. Only Depositors whose name appears on the Record of Depositors as at 03 June 2026 shall be entitled to attend the AGM or to appoint proxies to attend and/or vote on his behalf.
- A proxy may but need not be a member of the Company.
- For a proxy to be valid, the original 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 any 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 ("SICDA"), 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 authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member is an Exempt Authorised 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. An Exempt Authorised Nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 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

- Agenda 1 – Audited Financial Statements**  
The Audited Financial Statements for the financial year ended 31 December 2025 will be laid to shareholders at the forthcoming AGM of the Company pursuant to Section 340(1)(a) of the Companies Act, 2016. Hence, the Agenda 1 is not put forward for voting.
- Agenda 2 and Agenda 3 – Re-election of Directors**  
The Nominating Committee had assessed the performance and contribution of each of the retiring Directors seeking for re-election in accordance with the Directors' Fit & Proper Policy and was satisfied therewith. The Board had endorsed the Nominating Committee's recommendation to seek shareholders' approval for the re-election of the retiring Directors at the forthcoming AGM of the Company. The retiring Directors had abstained from deliberations and decisions on their respective re-election at the Nominating Committee and Board meetings. The details and profiles of the Directors who are standing for re-election at the forthcoming AGM are provided in the Company's Annual Report 2025.
- Agenda 4 and Agenda 5 – Directors' Fees**  
The Resolution 3 and 4, if passed, will enable the Company to pay Directors' fees to the Non-Executive and Executive Directors of the Company for the financial year ending 31 December 2026 in accordance with Section 230(1) of the Companies Act, 2016. The payment of Directors' fees shall be payable quarterly in arrears after each quarter of completed service of the Directors of the Company.
- Agenda 6 – Directors' Benefits**  
The Resolution 5, if passed, will enable the Company to pay benefits to the 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 based on number of scheduled meetings of the Board and Board Committees as well as the number of Non-Executive Directors involved; and these benefits may comprise of meeting allowances, trainings, accommodations, insurance and other emoluments and benefits-in-kinds.
- Agenda 7 – Payment of Single Tier Final Dividend**  
The Resolution 6, if passed, will enable the Company to pay a Single Tier Final Dividend of 1.5 sen per ordinary share for the financial year ended 31 December 2025 on 15 July 2026 to members registered in the Record of Depositors of the Company on 30 June 2026.
- Agenda 8 – Re-appointment of Auditors**  
The Audit & Risk Management Committee and the Board had considered the re-appointment of Messrs. BDO PTL as Auditors of the Company. The Audit & Risk Management Committee and the Board collectively agreed and are satisfied that Messrs. BDO PTL meets the relevant criteria prescribed in Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

#### NOTES ON SPECIAL BUSINESS

- Agenda 9 – Authority to issue shares pursuant to Companies Act, 2016**  
The Resolution 8, 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.
- Agenda 10 – Proposed continuation of Mr. Leow Chan Khiong in office as an Independent Director of the Company**  
The Resolution 9 is to seek shareholders' approval for Mr. Leow Chan Khiong to continue serving as an Independent Director of the Company after 01 July 2026. Mr. Leow Chan Khiong has served as an Independent Director of the Company since 01 July 2017 and will have completed nine (9) years of service on 01 July 2026. The Board has assessed and is satisfied that he continues to demonstrate independence, objectivity, and sound judgment in performing his duties, and that his experience and knowledge of the Company's operations provide significant value to the Board.
- Agenda 11 – Proposed Share Buy-Back Authority**  
The Resolution 10, if passed, will enable the Directors of the Company to purchase the Company's shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the retained profits 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. Further information on the Proposed Share Buy-Back Authority is set out in Share Buy-Back Statement dated 30 April 2026, a copy of which can be downloaded from the Company's website. (<https://www.tekseng.com.my/>)

#### Statement Accompanying Notice of Annual General Meeting

- (Pursuant To Paragraph 8.27(2) of Main Market Listing Requirements Of Bursa Securities)
- No individuals are standing for election as Directors at the forthcoming 24<sup>th</sup> Annual General Meeting of the Company.
  - The Resolution 7 tabled under Special Business as per the Notice of 24<sup>th</sup> Annual General Meeting of the Company dated 30 April 2026 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 13 June 2025.  
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 further 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 Annual General Meeting of the Company.