



TEK SENG HOLDINGS BERHAD

Registration No. 20021011909 (579572-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 20th Annual General Meeting ("AGM") of Tek Seng Holdings Berhad ("the Company") will be conducted fully virtual through live streaming and online participation and voting using Remote Participation and Voting ("RPV") facilities via the online meeting platform at <https://agm.digerati.com.my/pasb-online> (Domain Registration No. D1A119533) provided by Digerati Technologies Sdn Bhd in Malaysia on Friday, 10 June 2022 at 9.30 am for the following purposes:-

AGENDA

As Ordinary Business :

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of Directors and Auditors thereon. Please refer to Note 8
- To re-elect Mr. Loh Eng Chun, 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. Leow Chan Kiang, 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 re-elect Mr. Loh Jia Wooi, a Director who retires pursuant to Article 109 of the Company's Constitution and who, being eligible, offers himself for re-election. **Resolution 3**
- To approve the increase in Directors' fees and the payment of Directors' fees up to an amount not exceeding RM500,000.00 for the financial year ended 31 December 2021 and financial year ending 31 December 2022. Please refer to Note 9
- To approve the payment of Directors' benefits up to an amount not exceeding RM50,000.00 for the financial year ending 31 December 2023. **Resolution 5**
Please refer to Note 10
- 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 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 7**
"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."
- 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: 29 April 2022

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 2022. Only Depositors whose name appears on the Record of Depositors as at 03 June 2022 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 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 provision 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

- The Audited Financial Statements will be laid to shareholders at the AGM pursuant to Section 340(1)(a) of the Companies Act 2016. Hence, the Agenda 1 is not put forward for voting.
- The proposed fees payable to Directors are in the best interest of the Company and are in accordance with the remuneration framework of the Group. The details are as follows:

	Fees per annum per director for the financial year ended 31 December 2021 (RM)	Fees per annum per director for the financial year ending 31 December 2022 (RM)
Executive Director	29,100	29,100
Independent Director	31,500	33,000
Audit Committee Chairman	500	500

The Remuneration Committee after having considered the existing fee level for similar position in the market including the time commitment required from the Directors had recommended the fees for independent directors be increased by RM1,500 (or 5%) for each independent director subject to members' approval at the forthcoming AGM.

The Resolution 4, if approved, will facilitate the payment of Directors' fees to Directors for the financial year ended 31 December 2021 and financial year ending 31 December 2022. The payment of Directors' fees for financial year 2022 shall be payable bi-annual in arrears after each month of completed service of the Director during the financial year.

- The Resolution 5, if passed, will enable the Company to pay allowances and other 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 may comprised of meeting allowances, trainings, accommodations, travelling, medical, insurance and other emoluments and benefits-in-kinds.

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.