



**TSH RESOURCES BERHAD**  
Registration No. 197901005269 (49548-D)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Forty-First Annual General Meeting (“41<sup>st</sup> AGM”) of the Company will be held on a fully virtual basis at the broadcast venue at Boardroom, Level 12, Menara TSH, No. 8 Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur on 20 May 2021 at 10.00 am to transact the following businesses:

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.   | Please refer to Explanatory Note 1           |
| 2. | To approve payment of Directors' fees of RM180,000 for the financial year ended 31 December 2020.  | Resolution 1                                 |
| 3. | To approve payment of Directors' benefits (excluding Directors' fees) of up to an aggregate amount of RM1,600,000 from 21 May 2021 until the next AGM of the Company in 2022.  | Resolution 2                                 |
| 4. | To re-elect the following Directors who are retiring by rotation in accordance with Clause 100 of the Company's Constitution, and who being eligible, offer themselves for re-election:<br><br>a) Selina binti Yeop Junior @ Lope<br>b) Tan Aik Kiong<br>c) Lim Fook Hin | Resolution 3<br>Resolution 4<br>Resolution 5 |
| 5. | To re-appoint Messrs BDO PLT as the Company's Auditors and to authorise Directors to fix their remuneration.   | Resolution 6                                 |

As Special Business:

To consider and, if thought fit, pass the following resolutions:

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| 6. | <b>ORDINARY RESOLUTION 1<br/>PROPOSED AUTHORITY TO ISSUE SHARES</b>   | Resolution 7 |
|    | “ <b>THAT</b> , subject always to the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered by the shareholders pursuant to Sections 75 and 76 of the Companies Act 2016 to issue new ordinary shares in the Company from time to time at such price, upon such terms and conditions, provided that the aggregate number of the new ordinary shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being <b>AND THAT</b> the Directors be and are empowered to obtain the approval from the Bursa Malaysia Securities Berhad (“Bursa Securities”) for listing of and quotation for the additional new ordinary shares to be issued <b>AND THAT</b> such authority shall continue in force until the conclusion of the next AGM of the Company.” |              |
| 7. | <b>ORDINARY RESOLUTION 2<br/>PROPOSED RENEWAL OF THE AUTHORITY FOR SHARE BUY-BACK</b>   | Resolution 8 |
|    | “ <b>THAT</b> , subject to the Companies Act 2016, the Bursa Securities Main Market Listing Requirements (“Listing Requirements”), the Company's Constitution and the approvals of other relevant authorities, the Company be and is hereby authorised to purchase and hold such number of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this   |              |

resolution does not exceed ten percent (10%) of the issued share capital of the Company **AND THAT** the maximum amount of funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of RM285,246,000 based on the latest audited financial statements as at 31 December 2020.

**THAT** such authority shall commence immediately upon passing of this ordinary resolution until the conclusion of the next AGM of TSH unless earlier revoked or varied by ordinary resolution passed by the shareholders of TSH in a general meeting or upon the expiration of the period within which the next AGM is required by law to be held, whichever occurs first.

**THAT** the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Share Buy-Back **AND FURTHER THAT** authority be and is hereby given to the Directors to deal with the shares so purchased in their absolute discretion in any of the following manner:-

- (i) cancel the shares so purchased; or
- (ii) retain the shares so purchased as treasury shares and held by the Company; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (iv) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
- (v) transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; or

in any other manner as prescribed by the Companies Act 2016, rules, regulations and guidelines pursuant to the Companies Act 2016, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authority for the time being in force.”

8. **ORDINARY RESOLUTION 3  
PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS'  
MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF  
A REVENUE OR TRADING NATURE**

Resolution 9

“**THAT** approval be and is hereby given for the Renewal of the Existing Shareholders' Mandate for the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the day to day operations and on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders as set out in Part B, Section 2.2 of the Circular to Shareholders dated 21 April 2021 (“Mandate”).

**THAT** such Mandate shall commence upon passing of this ordinary resolution and continue in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

**THAT** the Directors be and are hereby empowered to do all such acts and things (including executing all such documents as may be required) as they may be considered expedient or necessary to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

9. To transact any other business of which due notice shall have been given.

By Order of the Board

**CHOW YEEN LEE** (MAICSA 7047480)

SSM PC No. 202008001593

Company Secretary

Kuala Lumpur

21 April 2021

**Notes:**

1. The 41<sup>st</sup> AGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting (“RPEV”) facilities provided by Boardroom Share Registrars Sdn. Bhd.. Please follow the procedures provided in the Administrative Guide which is available on the Company’s website at <https://www.tsh.com.my/agm-2021/> in order to register, participate and vote remotely.
2. The Broadcast venue of the 41<sup>st</sup> AGM (“**Broadcast Venue**”) is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which stipulates that the Chairman shall be at the main venue of the AGM. **SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES ARE NOT ALLOWED** to be physically present at the Broadcast Venue.
3. With the RPEV facilities, you may exercise your right as a member of the Company to participate (including posing questions to the Company) and vote at the 41<sup>st</sup> AGM. If you are unable to participate, you are strongly encouraged to appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 41<sup>st</sup> AGM.
4. Only depositors whose names appear in the Record of Depositors as at 11 May 2021 be regarded as members and entitled to attend, speak and vote at the meeting.
5. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote in his stead. Where a member appoints 2 proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
6. If the Proxy Form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit and if no names are inserted in the space for the name of proxy, the Chairman of the meeting will act as proxy.
7. 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.
8. The instrument appointing a proxy shall be in writing under the hand of the depositor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal. If you wish to appoint a proxy to attend and vote on your behalf at the 41<sup>st</sup> AGM, you may deposit the duly completed and signed Form of Proxy to the Company’s share registrar, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11<sup>th</sup> Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor no later than 48 hours before the time appointed for holding this meeting or adjourned meeting. For individual shareholder, you may also lodge your Form of Proxy electronically through Boardroom Smart Investor Portal at <https://boardroomlimited.my> by logging in and selecting “**E-PROXY LODGEMENT**” no later than 48 hours before the time appointed for holding this meeting or adjourned meeting.
9. Pursuant to Paragraph 8.29A of Bursa Securities Main Market Listing Requirements, all resolutions set out in the Notice of 41<sup>st</sup> AGM will be put to vote on a poll.

### **Explanatory Notes:**

1. The audited financial statements are meant for discussion only as it does not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act 2016. Hence, it will not be put for voting.
2. Resolution 1, the Company is seeking shareholders' approval for payment of Directors' fees totalling RM180,000.

Details of the above are set out in Note 14 to the financial statements. The remuneration of each Director is set out in the Corporate Governance Report.

3. Resolution 2, the benefits are payable to eligible Non-Executive Directors comprise among others, monthly allowance to the Chairman of the Company in recognition of his significant oversight and leadership roles in the Group, Board committee allowance, business travelling allowance, petrol allowance and other benefits-in-kind including company car and driver as well as other emoluments.
4. Resolution 7 is a renewal of the general mandate empowering the Directors of the Company pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the general mandate does not exceed ten percent (10%) of the issued share capital of the Company for the time being. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

As at the date of this notice, the Company did not issue any new shares pursuant to the general mandate granted to the Directors at the last AGM held on 3 August 2020.

The renewal of the general mandate will provide flexibility to the Company for any possible fund raising activities without the need to convene a separate general meeting to specifically approve such issuance of shares and thereby reducing administrative time and costs associated with the convening of such meeting. However, at this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

5. For Resolutions 8 and 9, further information on the Proposed Renewal of the Authority for Share Buy-Back and Proposed Renewal of the Existing Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature are set out in the Circular to Shareholders dated 21 April 2021.

### **Personal Data Privacy:**

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

### **STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

#### **1. Details of persons who are standing for election as Directors**

No individual is seeking election as a Director at the 41<sup>st</sup> AGM of the Company.

#### **2. Statement relating to general mandate for issue of securities**

Please refer to Explanatory Note 4 of the Notice of 41<sup>st</sup> AGM for information relating to general mandate for issue of securities.