



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Second Annual General Meeting (“42nd AGM”) of the Company will be held on a fully virtual basis through live streaming and online remote voting via the online meeting platform at <https://meeting.boardroomlimited.my/> (Domain Registration No. with MYNIC-D6A357657) on Thursday, 26 May 2022 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 2021 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. | To approve payment of Directors' fees of RM252,936 for the financial year ended 31 December 2021. | Resolution 1 |
| 3. | To approve payment of Directors' benefits (excluding Directors' fees) of up to an aggregate amount of RM1,800,000 from 27 May 2022 until the next AGM of the Company in 2023. | 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: | |
| | a) Natasha binti Mohd Zulkifli | Resolution 3 |
| | b) Yap Boon Teck | Resolution 4 |
| | c) Chew Siew Yeng | Resolution 5 |
| | d) Tan Aik Yong | Resolution 6 |
| 5. | To re-appoint Messrs BDO PLT as the Company's Auditors and to authorise Directors to fix their remuneration. | Resolution 7 |

As Special Business:

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

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|----|---|--------------|
| 6. | ORDINARY RESOLUTION 1
PROPOSED AUTHORITY TO ISSUE SHARES | Resolution 8 |
| | “ THAT , 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 AND THAT 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 AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.” | |
| 7. | ORDINARY RESOLUTION 2
PROPOSED RENEWAL OF THE AUTHORITY FOR SHARE BUY-BACK | Resolution 9 |
| | “ THAT , 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 RM296,787,000 based on the latest audited financial statements as at 31 December 2021.

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 10

“**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 26 April 2022 (“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

26 April 2022

Notes:

1. The 42nd 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/investor-relations/shareholders-meeting/> in order to register, participate and vote remotely.
2. The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions (“FAQ”) on the Conduct of General Meetings for Listed Issuers (“the Revised Guidance Note and FAQ”) which encourage the listed issuers to conduct virtual general meetings. All meeting participants of a fully virtual general meeting including the Chairman of the meeting, members of the Board, senior management and shareholders are to participate in the meeting online. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.
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 42nd 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 42nd AGM.
4. Only depositors whose names appear in the Record of Depositors as at 18 May 2022 will be regarded as members and be 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 42nd AGM, you may deposit the duly completed and signed Form of Proxy to the Company’s share registrar, Boardroom Share Registrars Sdn. Bhd. at 11th 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 lodge your Form of Proxy electronically through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting “**Submit eProxy Form**” 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 42nd 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 RM252,936.

The Directors' fees of RM252,936 include the fees payable to certain Independent Directors who are members of the Audit Committee. The said fees amounting to RM36,000 were previously classified as allowance under the Directors' benefits which shareholders' approval was sought in the previous years.

In February 2021, the Board through the Remuneration Committee had conducted an internal review of the Independent Directors' fees to ascertain its competitiveness having regard to various factors including the fee structure of comparable companies of the same industry as well as the increased responsibilities, commitment and contribution expected of the Independent Directors.

Having considered that the last review was conducted in June 2006 and above factors, the Board had endorsed the Remuneration Committee's recommendation to increase the fees for each Independent Director from RM3,000 to RM4,000 per month with effect from 20 May 2021.

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 amongst 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. Any Non-Executive Directors who are shareholders of the Company will abstain from voting on Resolutions 2 concerning remuneration to the Non-Executive Directors at the 42nd AGM.
5. Resolutions 3 to 6: Re-election of Directors who retire in accordance with Clause 100 of the Company's Constitution

For the purpose of determining the eligibility of the Directors to stand for re-election at this AGM, the Board through its Nomination Committee had assessed the performance and contribution of each of the retiring Directors. Based on the results of the respective Directors' performance evaluation conducted, the Board is satisfied with the Directors' performance and the level of contribution to the Board through their knowledge, skills and commitment as well as their abilities to act in the best interest of the Company. In addition, each of the Independent Directors has also provided his/her annual declaration/confirmation of independence.

The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and Committee meetings.

Any Director referred to in Resolutions 3 to 6 who is a shareholder of the Company will abstain from voting on the resolution in respect of his/her re-election at the 42nd AGM.

6. Resolution 8 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 20 May 2021.

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. Should there 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.

7. For Resolutions 9 and 10, 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 26 April 2022.

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 42nd AGM of the Company.

2. Statement relating to general mandate for issue of securities

Please refer to Explanatory Note 6 of the Notice of 42nd AGM for information relating to general mandate for issue of securities.

TSH RESOURCES BERHAD

Registration no. 197901005269 (49548-D)
(Incorporated in Malaysia)

Forty-Second Annual General Meeting (“42nd AGM”)

ADMINISTRATIVE GUIDE

Online Meeting Platform	:	https://meeting.boardroomlimited.my/ (Domain Registration No. with MYNIC - D6A357657)
Date & Time	:	26 May 2022, 10.00 a.m.

Dear Shareholders,

The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions (“FAQ”) on the Conduct of General Meetings for Listed Issuers (“SC’s Guidance”) which encourage listed issuers to conduct virtual general meetings.

In line with the SC’s Guidance, a fully virtual 42nd AGM of the Company will be conducted through live streaming and online remote voting via the online meeting platform as stated above. All meeting participants including the Chairman of the meeting, members of the Board, senior management and shareholders are to participate in the meeting online.

We strongly encourage you to participate in the fully virtual AGM via the remote participation and electronic voting (“RPEV”) facilities provided to exercise your right as a member of the Company (including posing questions to the Company) and vote at the 42nd 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 42nd AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of your internet connection. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

POLL VOTING

The voting at the 42nd AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

TSH has appointed Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) as Poll Administrator to conduct the poll by way of electronic voting and GovernAce Advisory & Solutions Sdn. Bhd. as Scrutineers to verify the poll results.

ONLINE REGISTRATION PROCEDURE

Procedure		Action
Before the day of the AGM		
Step 1	Register Online with Boardroom Smart Investor Portal (For first time registration only)	<i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i> a. Access website https://investor.boardroomlimited.com b. Click << Register >> to sign up as a user. c. Complete registration with all required information. Upload and attach a softcopy of MyKad (front and back) or passport in JPEG, PNG or PDF format. d. Please enter a valid email address and wait for Boardroom’s email verification to complete the registration. e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2	Submit request for remote participation	<p>Registration for remote access will open on 27 April 2022. Please note that the closing time to submit your request is at 10.00 a.m. on Tuesday, 24 May 2022 (48 hours before the commencement of the 42nd AGM).</p> <p>Individual Members</p> <ol style="list-style-type: none"> Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select “TSH RESOURCES BERHAD 42ND ANNUAL GENERAL MEETING” from the list of Corporate Meetings and click “Enter”. Click on “Register for RPEV”. Read and accept the General Terms & Conditions and click “Next”. Enter your CDS account number and thereafter submit your request. <p>Appointment of Proxy – Individual Members</p> <ol style="list-style-type: none"> Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select “TSH RESOURCES BERHAD 42ND ANNUAL GENERAL MEETING” from the list of Corporate Meetings and click “Enter”. Click on “Submit eProxy Form”. Read and accept the General Terms and Conditions by clicking “Next” Enter your CDS account number and number of securities held. Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies). Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy appointment. Click “Apply”. Download or print the eProxy form as acknowledgement. <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <ul style="list-style-type: none"> - Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of the member and CDS account number, accompanied by the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case may be) and submit the request. - Please provide a copy of the Corporate Representative’s or Proxy’s MyKad (front and back) or passport in JPEG, PNG or PDF format as well as his/her email address.
Step 3	Email notification	<ol style="list-style-type: none"> You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified. Upon system verification against the General Meeting Record of Depositories as at 18 May 2022, you will receive an email from Boardroom approving your registration for remote participation together with the Meeting ID and your remote access user ID and password. You will also be notified in the event your registration is rejected.

On the day of the AGM		
Step 4	Login to Online Meeting Platform	<p>a. The Online Meeting Platform will open for login one (1) hour before the commencement of the AGM.</p> <p>b. The Online Meeting Platform can be accessed via one of the following:</p> <ul style="list-style-type: none"> ➤ Scan the QR Code provided in the email notification; or ➤ Navigate to the website at https://meeting.boardroomlimited.my <p>c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.</p>
Step 5	Participate	<p><i>[Note: Please follow the User Guides provided in the confirmation email above to view the live webcast, submit questions and vote.]</i></p> <p>a. If you would like to view the live webcast, select the  broadcast icon.</p> <p>b. If you would like to submit question(s), select the  messaging icon.</p> <p>c. Type your message within the chat box and once completed, click the send button.</p>
Step 6	Voting	<p>a. Polling will commence after announcement of poll open by the Chairman of the meeting. The polling icon will appear with the resolutions and your voting choices until the Chairman of the meeting declares the end of the voting session.</p> <p>b. To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received.</p> <p>c. To change your vote, re-select your voting preference.</p> <p>d. If you wish to cancel your vote, please press “Cancel”.</p>
Step 7	End of Participation	Upon the announcement by the Chairman of the meeting on the closure of the AGM, the live webcast will end.

MODE OF COMMUNICATION

If you have any question for the Chairman/Board of Directors during the AGM, you may submit your question using the messaging window facility which will open concurrently with the Online Meeting Platform one (1) hour before the scheduled commencement of the AGM i.e from **9.00 a.m. on Thursday, 26 May 2022**.

The Chairman/Board of Directors will endeavour to respond to relevant questions during the Questions and Answers Session at the AGM. If there is time constraint, the responses to relevant questions will be emailed to you at the earliest possible, after the AGM.

LODGEMENT OF HARDCOPY FORM OF PROXY

Please ensure that the hardcopy of the original form of proxy is deposited with the Company’s Share Registrar, Boardroom at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by Tuesday, 24 May 2022 at 10.00 a.m.

REVOCATION OF PROXY

If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in the fully virtual AGM by yourself, you may register your intention to participate remotely via <https://investor.boardroomlimited.com> (refer to *Online Registration Procedure Steps 2 and 3 above*). Alternatively, please write to BSR.Helpdesk@boardroomlimited.com to revoke your earlier proxy appointment no later than Tuesday, 24 May 2022 at 10.00 a.m..

On revocation, your proxy(ies) will not be allowed to participate in the meeting. In such event, you should advise your proxy(ies) accordingly.

NO DOOR GIFT OR E-VOUCHER OR FOOD VOUCHER

There will be no distribution of door gifts, e-vouchers or food vouchers to shareholders/proxies/ corporate representatives who participate at the fully virtual AGM.

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

ENQUIRY

If you have any enquiry prior to the AGM, please contact the following during office hours (8.30 a.m. to 5.30 p.m.) from Mondays to Fridays (except public holidays):

Boardroom Share Registrars Sdn. Bhd.

Tel: +603 7890 4700

Email: BSR.Helpdesk@boardroomlimited.com

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.