



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

PROXY FORM

CDS Account No.		
Contact No.	Shareholder:	
	Proxy Holder 1:	Proxy Holder 2:

I/We _____ ^NRIC/Company No. _____
(FULL NAME IN CAPITAL LETTERS)

of _____
(FULL ADDRESS)

being *a member/members of TSH RESOURCES BERHAD hereby appoint _____
(FULL NAME IN CAPITAL LETTERS)

_____ ^NRIC /Passport No. _____

Email Address : _____ of _____
(FULL ADDRESS)

and/or ^failing him/her _____ ^NRIC /Passport No. _____
(FULL NAME IN CAPITAL LETTERS)

Email address: _____ of _____
(FULL ADDRESS)

or failing ^him/her, THE CHAIRMAN OF THE MEETING as ^my/our proxy to attend, speak and vote for ^me/us on ^my/our behalf at the 42nd Annual General Meeting ("42nd AGM") of the Company to 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 and any adjournment thereof and to vote as indicated below:

		*FOR	*AGAINST
Resolution 1	To approve payment of Directors' fees of RM252,936 for the financial year ended 31 December 2021		
Resolution 2	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 3	To re-elect the following Directors who are retiring in accordance with Clause 100 of the Company's Constitution: a) Natasha binti Mohd Zulkifli		
Resolution 4	b) Yap Boon Teck		
Resolution 5	c) Chew Siew Yeng		
Resolution 6	d) Tan Aik Yong		
Resolution 7	To re-appoint Messrs BDO PLT as the Company's Auditors and to authorise Directors to fix their remuneration		
Resolution 8	Proposed Authority to Issue Shares		
Resolution 9	Proposed Renewal of the Authority for Share Buy-Back		
Resolution 10	Proposed Renewal of the Existing Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature		

* Please indicate with an "X" in the space provided for each resolution. Unless voting instructions are indicated in the space above, the proxy will vote or abstain as he/she thinks fit and if no name is inserted in the space for the name of proxy, the Chairman of the meeting will act as proxy.

^ Strike out whichever is inapplicable.

Signed this _____ day of _____ 2022

Signature/Common Seal of Appointor

No. of shares held

% of shareholdings to be represented by the proxies:		
	No. of shares	%
Proxy 1		
Proxy 2		
Total		100%

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.

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**AFFIX
STAMP
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Boardroom Share Registrars Sdn. Bhd.
11th Floor, Menara Symphony
No. 5 Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor

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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.