



## **TSH RESOURCES BERHAD**

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

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("**EGM**") of TSH Resources Berhad ("**TSH**" or the "**Company**") will be held on a fully virtual basis via the online meeting platform at <https://meeting.boardroomlimited.my/> (Domain Registration No. with MYNIC-D6A357657) on Wednesday, 29 June 2022 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution by way of poll:

#### **ORDINARY RESOLUTION**

**PROPOSED DISPOSAL BY PT BULUNGAN CITRA AGRO PERSADA ("BCAP" OR THE "SELLER"), A 90%-OWNED SUBSIDIARY OF TSH, OF BCAP'S OIL PALM PLANTATION MEASURING 13,214.90 HECTARES, TOGETHER WITH THE UNCERTIFIED LAND ADJOINING THE PLANTATION MEASURING 683.36 HECTARES, ALL SITUATED AT TANAH KUNING VILLAGE AND MANGKUPADI VILLAGE, EAST TANJUNG PALAS DISTRICT, BULUNGAN REGENCY, NORTH KALIMANTAN, INDONESIA ("SALE LAND") TO PT KAWASAN INDUSTRI KALIMANTAN INDONESIA AND PT KALIMANTAN INDUSTRIAL PARK INDONESIA FOR A TOTAL DISPOSAL CONSIDERATION OF RP2,428.86 BILLION (EQUIVALENT TO APPROXIMATELY RM731.09 MILLION) TO BE SATISFIED ENTIRELY BY CASH ("DISPOSAL CONSIDERATION") ("PROPOSED DISPOSAL")**

**"THAT** subject to the approvals of all relevant authorities and/or parties being obtained (where required) approval be and is hereby given to BCAP to dispose of the Sale Land at the Disposal Consideration, subject to the terms and conditions set out in the conditional sale, purchase and compensation of land agreement dated 4 April 2022 in relation to the Proposed Disposal.

**THAT** the proceeds arising from the Proposed Disposal be utilised for the purposes set out in Section 2.8 of the Circular to shareholders in relation to the Proposed Disposal dated 7 June 2022, and the Board of Directors of the Company ("**Board**") be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company.

**AND THAT** the Board be and is hereby authorised to take all steps, to do all acts, deeds and things and to execute all such documents and enter into all such arrangements, agreements, deeds and/or undertakings with any parties as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed Disposal, with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary to implement, finalise and give full effect to the Proposed Disposal."

By Order of the Board

**Chow Yeen Lee (MAICSA 7047480)**  
(SSM PC No. 202008001593)  
Company Secretary

Kuala Lumpur  
7 June 2022

**Notes:**

1. *The Extraordinary General Meeting ("EGM") 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, attend, participate and vote remotely.*
2. *With the RPEV facilities, you may exercise your right as a member of the Company to attend, participate (including posing questions to the Company) and vote at the EGM. If you are unable to attend, participate and vote, you are strongly encouraged to appoint the Chairman of the meeting as your proxy to attend, participate and vote on your behalf at the EGM.*
3. *Only depositors whose names appear in the Record of Depositors as at 22 June 2022 will be regarded as members and be entitled to attend, participate and vote at the meeting.*
4. *A member of the Company entitled to attend, participate and vote at the meeting is entitled to appoint not more than 2 proxies to attend, participate and vote on his behalf. 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.*
5. *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.*
6. *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.*
7. *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 appointer is a corporation, under its common seal. If you wish to appoint a proxy to attend, participate and vote on your behalf at the EGM, you may deposit the duly completed and signed Proxy Form to the Company's share registrar, Boardroom Share Registrars Sdn. Bhd. at 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. For individual shareholder, you may also lodge your Proxy Form electronically through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting "E-Proxy Lodgement" no later than 48 hours before the time appointed for holding this meeting.*
8. *Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice of EGM will be put to vote on a poll.*

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate and vote at the EGM, 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 EGM, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, 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.

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## **EXTRAORDINARY GENERAL MEETING**

### **ADMINISTRATIVE GUIDE**

Online Meeting Platform	:	<b><u><a href="https://meeting.boardroomlimited.my/">https://meeting.boardroomlimited.my/</a></u></b> (Domain Registration No. with MYNIC - D6A357657)
Day, Date & Time	:	<b>Wednesday, 29 June 2022, 10.00 a.m.</b>

Dear Shareholders,

The Securities Commission Malaysia had on 7 April 2022, 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 Extraordinary General Meeting (“EGM”) of TSH Resources Berhad (“TSH” or 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 of Directors of the Company (“Board”), senior management and shareholders are to participate in the meeting online.

We strongly encourage you to participate in the fully virtual EGM via the remote participation and electronic voting (“RPEV”) facilities provided to exercise your right as a member of the Company to attend, participate (including posing questions to the Company) and vote at the EGM. If you are unable to attend, participate, and vote, you are strongly encouraged to appoint the Chairman of the meeting as your proxy to attend, participate and vote on your behalf at the EGM.

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 EGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

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
<b>Before the day of the EGM</b>		
Step 1	Register Online with Boardroom Smart Investor Portal  (For first time registration only)	<p>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</p> <ol style="list-style-type: none"> <li>Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a></li> <li>Click &lt;&lt;<b>Register</b>&gt;&gt; to sign up as a user.</li> <li>Complete registration with all required information. Upload and attach a softcopy of MyKad (front and back) or passport in JPEG, PNG or PDF format.</li> <li>Please enter a valid email address and wait for Boardroom's email verification to complete the registration.</li> <li>Your registration will be verified and approved within one (1) business day and an email notification will be provided.</li> </ol>
Step 2	Submit request for remote participation	<p>Registration for remote access will open on Tuesday, 7 June 2022. Please note that the closing time to submit your request is at 10.00 a.m. on Monday, 27 June 2022 (48 hours before the commencement of the EGM).</p> <p><b>Individual Members</b></p> <ol style="list-style-type: none"> <li>Log in to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li> <li>Select "<b>TSH RESOURCES BERHAD EXTRAORDINARY GENERAL MEETING</b>" from the list of Corporate Meetings and click "<b>Enter</b>".</li> <li>Click on "<b>Register for RPEV</b>".</li> <li>Read and accept the General Terms &amp; Conditions and click "<b>Next</b>".</li> <li>Enter your CDS account number and thereafter submit your request.</li> </ol> <p><b>Appointment of Proxy – Individual Members</b></p> <ol style="list-style-type: none"> <li>Log in to <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a> using your user ID and password from Step 1 above.</li> <li>Select "<b>TSH RESOURCES BERHAD EXTRAORDINARY GENERAL MEETING</b>" from the list of Corporate Meetings and click "<b>Enter</b>".</li> <li>Click on "<b>Submit eProxy Form</b>".</li> <li>Read and accept the General Terms and Conditions by clicking "<b>Next</b>".</li> <li>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).</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote.</li> <li>Review and confirm your proxy appointment.</li> <li>Click "<b>Apply</b>".</li> <li>Download or print the eProxy form as acknowledgement.</li> </ol> <p><b>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</b></p> <ul style="list-style-type: none"> <li>Write in to <a href="mailto:BSR.Helpdesk@boardroomlimited.com">BSR.Helpdesk@boardroomlimited.com</a> 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.</li> <li>Please provide a copy of the Corporate Representative's or Proxy's MyKad (front and back) or passport in JPEG, PNG or PDF format</li> </ul>

		as well as his/her email address.
Step 3	Email notification	<p>a. You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified.</p> <p>b. Upon system verification against the General Meeting Record of Depositories as at 22 June 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.</p>

On the day of the EGM		
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 EGM.</p> <p>b. The Online Meeting Platform can be accessed via one of the following:</p> <ul style="list-style-type: none"> <li>➤ Scan the QR Code provided in the email notification; or</li> <li>➤ Navigate to the website at <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a></li> </ul> <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 .</p> <p>b. If you would like to submit question(s), select the .</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 resolution 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 “<b>Cancel</b>”.</p>
Step 7	End of Participation	Upon the announcement by the Chairman of the meeting on the closure of the EGM, the live webcast will end.

### **MODE OF COMMUNICATION**

If you have any question for the Chairman/Board during the EGM, 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 EGM i.e from **9.00 a.m. on Wednesday, 29 June 2022**.

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

## **LODGEMENT OF HARDCOPY PROXY FORM**

Please ensure that the hardcopy of the original proxy form 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 Monday, 27 June 2022 at 10.00 a.m.

## **REVOCATION OF PROXY**

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the fully virtual EGM 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](mailto:BSR.Helpdesk@boardroomlimited.com) to revoke your earlier proxy appointment no later than Monday, 27 June 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 EGM.

## **NO RECORDING OR PHOTOGRAPHY**

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

## **ENQUIRY**

If you have any enquiry prior to the EGM, 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](mailto:BSR.Helpdesk@boardroomlimited.com)

## **Personal Data Privacy:**

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- (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 EGM, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, 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.