

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fifth Annual General Meeting ("5<sup>th</sup> AGM" or "Meeting") of Tashin Holdings Berhad ("the Company") will be held on a virtual basis at the Broadcast venue at Meeting Room of Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damaniale, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 8 June 2022 at 10:00 a.m. for the following purposes:-

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note No. 6)
2. To approve the payment of a single-tier final dividend of 3.0 sen per ordinary share for the financial year ended 31 December 2021. (Resolution 1)
3. To approve the payment of Directors' fees amounting to RM363,000.00 for the financial year ended 31 December 2021. (Resolution 2)
4. To approve an amount of up to RM40,000.00 as benefits payable to the Directors from 9 June 2022 until the next Annual General Meeting of the Company to be held in 2023. (Resolution 3)
5. To re-elect the following Directors who are retire pursuant to Clause 165 of the Company's Constitution, and being eligible, have offered themselves for re-election: (Resolution 4)
  - (a) Ms. Khaw Chooi Kee; (Resolution 5)
  - (b) Encik Rusdy bin Ishak; and (Resolution 6)
  - (c) Mr. Sim Puei Chun. (Resolution 7)
6. To re-appoint Messrs. BDO PLT as the Company's External Auditors until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)
7. As Special Businesses:

To consider and, if thought fit, with or without any modification, to pass the following resolutions which will be proposed as ordinary resolutions:

**(a) ORDINARY RESOLUTION 1**

**AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO THE COMPANIES ACT 2016**

"THAT subject always to the Companies Act 2016, the Constitution of the Company and the approvals of Bursa Malaysia Securities Berhad and any other relevant governmental and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered, pursuant to the Companies Act 2016, to issue and allot shares in the Company, at any time, at such price, to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; **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 Annual General Meeting of the Company." (Resolution 8)

**(b) ORDINARY RESOLUTION 2**

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**  
 "THAT subject to the provisions of Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given to the Company and/or its subsidiaries to enter into the existing recurrent related party transactions of a revenue or trading nature ("Recurrent Related Party Transactions") as described in the Circular to shareholders dated 29 April 2022 with the related parties mentioned therein subject further to the following:

- (i) the Recurrent Related Party Transactions are in the ordinary course of business which are necessary for day-to-day operations and are on normal commercial terms not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

**AND THAT** the authority conferred by such mandate upon the passing of this ordinary resolution shall continue to be in force until:-

- (a) the conclusion of the first Annual General Meeting ("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, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must 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; **AND THAT** the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution." (Resolution 9)

**(c) SPECIAL RESOLUTION**

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

"THAT approval be and is hereby given for the Company to amend its existing Clause 226 in the form and manner as set out in Appendix I of the Annual Report 2021; **AND THAT** the Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts and take all such steps as may be considered necessary to give effect to the foregoing." (Resolution 10)

8. To transact any other ordinary business for which due notice has been given.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN** that a single-tier final dividend of 3.0 sen per ordinary share in respect of the financial year ended 31 December 2021, if approved by shareholders, will be payable on 15 July 2022 to shareholders whose names appear in the Record of Depositors on 23 June 2022.

A depositor shall qualify for entitlement to the dividend only in respect of:

- (a) Securities transferred into the depositor's securities account before 4:30 p.m. on 23 June 2022 in respect of ordinary transfers; and
- (b) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Chua Siew Chuan (SSM PC No. 201908002648) (MAICSA No.: 0777689)  
 Chin Mun Yee (SSM PC No. 201908002785) (MAICSA No.: 7019243)  
 Company Secretaries

Kuala Lumpur  
 24 April 2022

**Explanatory Notes to Ordinary Business:**

1. **Resolution 2 - Payment of Directors' fees for the financial year ended 31 December 2021**

The Directors' fees payable for the financial year ended 31 December 2021 are inclusive of one-off additional payment of RM5,000.00 for each Director due to good financial results achieved by the Company for the financial year ended 31 December 2021.

2. **Resolutions 4 to 6 - Re-election of Directors who retire by rotation pursuant to Clause 165 of the Company's Constitution Pursuant to Clause 165 of the Company's Constitution, one-third (1/3) of the Directors at the date of the notice convening the Annual General Meeting will retire from office unless elected or re-elected at the Annual General Meeting. The Directors retiring will be those longest in office since the last election. If Directors were elected on the same day, the Directors to retire will either be as agreed between those Directors or by lot. If the total number of the Directors is not three (3) or a multiple of it, the number nearest to 1/3 will retire. All Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. Hence, three (3) out of ten (10) Directors are to retire in accordance with Clause 165 of the Company's Constitution.**

For the purpose of determining the eligibility of the Directors to stand for re-election at the 5<sup>th</sup> AGM of the Company, the Board of Directors through its Nomination Committee undertakes a formal evaluation to determine the eligibility of each retiring Director in line with Practice 6.1 of the Malaysian Code on Corporate Governance, which include the following:

- i. Effectiveness of the Board as a whole and the Committees of the Board;
- ii. Contribution and performance of each individual Director; and
- iii. Independence of the Independent Non-Executive Directors. Based on the results of the abovementioned evaluations, the Board of Directors considered that the performance of Ms. Khaw Chooi Kee, Encik Rusdy bin Ishak and Mr. Sim Puei Chun (each referred to as "retiring Director") to be effective. The retiring Directors were able to meet the Board of Directors' expectation in terms of experience, expertise, integrity, competency, participation and contribution. Each retiring Director demonstrates commitment to the role and has sufficient time to meet his/her commitment to the Company. The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant.

**Notes:**

1. Meeting of deposited securities, only shareholders whose names appear in the Record of Depositors on 1 June 2022 shall be eligible to attend the Meeting.
2. A shareholder of the Company entitled to attend, participate, speak and vote at the Meeting is entitled to appoint one (1) or more proxies (who need not be a shareholder) to attend, participate, speak and vote on their behalf and where that shareholder appoints more than one (1) proxy, they must specify the proportion of their shareholdings represented by each proxy. As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and its subsequent amendments, the right to speak is not limited to verbal communication only but includes other modes of communication. Therefore, all shareholders, proxies and/or corporate representatives shall communicate with the main venue of the 5<sup>th</sup> AGM of the Company via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the 5<sup>th</sup> AGM of the Company as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders, proxies and/or corporate representatives may email their questions to [eservices@sshb.com.my](mailto:eservices@sshb.com.my) during the Meeting. The questions and/or remarks submitted by the shareholders, proxies and/or corporate representatives will be broadcasted and responded by the Chairman/Board of Directors/relevant advisers during the Meeting. In the event of any unattended questions and/or remarks submitted, the Company will respond to the said unattended questions and/or remarks after the Meeting via email.
3. The instrument appointing a proxy shall be in writing and in the case of an individual, shall be signed by the appointor or by his attorney; and in the case of a corporation, shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.
4. Where a shareholder of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omibus account it holds.
5. **Appointment of proxy and registration for remote participation and voting**  
 The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damaniale, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshb.net.my>. The lodging of the Form of Proxy will not preclude any shareholder from participating and voting remotely at the Meeting should any shareholder subsequently wishes to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damaniale, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than twenty-four (24) hours before the time stipulated for holding the 5<sup>th</sup> AGM of the Company or at any adjournment thereof. All resolutions set out in this Notice of Meeting are to be voted by poll. Should you wish to personally participate at the Meeting remotely, please register electronically via Securities Services e-Portal at <https://www.sshb.net.my> by the registration cut-off date and time. Please refer to the Administrative Guide for the 5<sup>th</sup> AGM for further details.
6. The Agenda item no. 1 is meant for discussion only, as the provisions of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements for the financial year ended 31 December 2021. Hence, this Agenda item is not put forward for voting.