

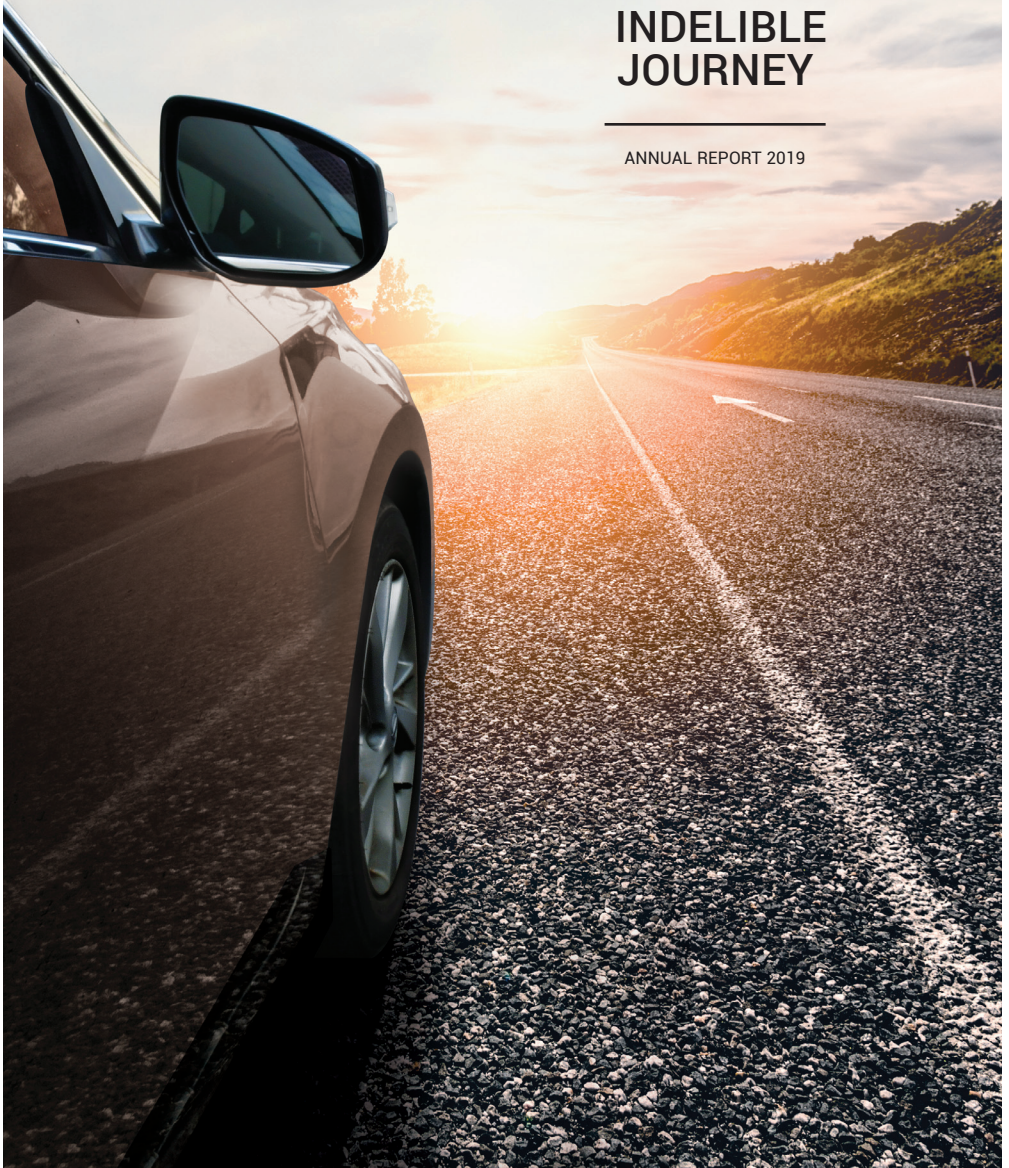


TAN CHONG MOTOR HOLDINGS BERHAD

Registration No.: 197201001333 (12969-P)

THE INDELIBLE JOURNEY

ANNUAL REPORT 2019



NOTICE OF

48TH ANNUAL GENERAL MEETING

Date : Thursday, 6 August 2020

Time : 2.30 p.m.

Broadcast Venue : Tricor Business Centre
Manuka 2 & 3 Meeting Room
Unit 29-01, Level 29, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

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NOTIFICATION TO SHAREHOLDERS

48TH ANNUAL GENERAL MEETING

Dear Shareholders,

48TH ANNUAL GENERAL MEETING OF TAN CHONG MOTOR HOLDINGS BERHAD

We are pleased to inform you that the 48th Annual General Meeting (“48th AGM”) of TAN CHONG MOTOR HOLDINGS BERHAD (“TCMH” or “the Company”) to be conducted fully virtual will be held as follows:

Date & Time : Thursday, 6 August 2020, 2.30 p.m.

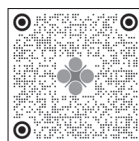
Broadcast Venue : Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

In line with the Government’s initiative to contain the spread of COVID-19 by observing social distancing, hence to prevent any form of crowding in the meeting venue, the Company has decided to conduct its 48th AGM entirely through live streaming and voting using the Remote Participation and Voting (“RPV”) facilities.

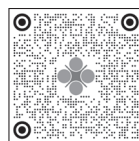
To do this, please submit your request for the RPV facilities to our Share Registrar, Tricor, via TIIH Online website (<https://tiah.online>) in accordance with the procedures as set out in the Administrative Guide enclosed latest by Tuesday, 4 August 2020 at 2.30 p.m.

The following documents of the Company are available at our website at <https://www.tanchonggroup.com> and Bursa Malaysia’s website at <https://www.bursamalaysia.com> or you may scan the QR Code for your viewing and/or downloading of the Annual Report and Circular:

1. Annual Report 2019 (“AR”)
2. Corporate Governance Report 2019
3. Circular to Shareholders (“Circular”)
4. Notice of 48th AGM
5. Proxy Form
6. Administrative Guide



Annual Report



Circular

If you need a copy of the printed AR and/or Circular, please fax or email your request to our Share Registrar, Tricor at fax number +603-2783 9222 or email to is.enquiry@my.tricorglobal.com. Alternatively, you may also make your request online via Tricor’s TIIH Online website at <https://tiah.online>. A printed copy of the AR and/or Circular will be sent to you by ordinary post soonest practicable upon receipt of your request.

Should you require any assistance and clarification on the above, please contact the following persons at Tricor during office hours:

General Line : +603-2783 9299

Contact Persons : Ms. Lim Lay Kiow (Email: Lay.Kiow.Lim@my.tricorglobal.com)

Puan Siti Zalina Osmin (Email: Siti.Zalina@my.tricorglobal.com)

We thank you for your continued support and look forward to connecting with you on the RPV facilities on the date of the 48th AGM.

HO WAI MING (MIA 12986) (SSM PC No. 201908002199)

WONG POH CHUN (MAICSA 7013841) (SSM PC No. 201908002090)

Company Secretaries

23 June 2020

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 48th Annual General Meeting (“AGM”) of TAN CHONG MOTOR HOLDINGS BERHAD will be held fully virtual at the broadcasting venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 6 August 2020 at 2.30 p.m. to transact the following businesses:

AGENDA

Ordinary Business

1. To lay the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To declare a final single tier dividend of 2 sen per share for the financial year ended 31 December 2019. **Ordinary Resolution 1**
3. To re-elect the following Directors who retire by rotation and being eligible, offer themselves for re-election in accordance with Article 103 of the Company’s Constitution, as Directors of the Company:
 - (i) Dato’ Tan Heng Chew **Ordinary Resolution 2**
 - (ii) Mr Siew Kah Toong **Ordinary Resolution 3**
4. To approve the payment of Directors’ fees of up to RM500,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 7 August 2020 until the next Annual General Meeting of the Company. **Ordinary Resolution 4**
5. To approve Directors’ benefits of up to RM294,600 in aggregate to the Independent Non-Executive Directors of the Company and up to RM5,400 in aggregate to the Independent Non-Executive Directors of TC Capital Resources Sdn Bhd, a subsidiary of the Company, during the course of the period from 7 August 2020 until the next Annual General Meeting of the Company. **Ordinary Resolution 5**
6. To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

Special Business

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

7. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**
 - (i) “THAT approval be and is hereby given for Dato’ Ng Mann Cheong who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, to continue to be designated as an Independent Non-Executive Director of the Company.” **Ordinary Resolution 7**

- (ii) “THAT approval be and is hereby given for Mr Siew Kah Toong who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years, to continue to be designated as an Independent Non-Executive Director of the Company.”

Ordinary Resolution 8

8. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

“THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount 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 Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that:

- (i) the aggregate number of shares purchased and/or held pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company at any point in time of the purchase; and
- (ii) the Directors shall resolve at their discretion pursuant to Section 127 of the Act whether to cancel the shares so purchased, to retain the shares so purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares or in any other manner as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force.

THAT an amount not exceeding the Company’s retained profits be allocated by the Company for the Proposed Share Buy-Back.

THAT the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

NOTICE OF ANNUAL GENERAL MEETING

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT the Directors of the Company be 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 Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities.”

Ordinary Resolution 9

9. **PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH WARISAN TC HOLDINGS BERHAD AND ITS SUBSIDIARIES AND JOINTLY-CONTROLLED ENTITIES**

“THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“TCMH Group”) to enter into all arrangements and/or transactions with Warisan TC Holdings Berhad and its subsidiaries and jointly-controlled entities involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group (“Related Parties”) including those as set out in Paragraph 3.2.1.1 of the Company’s Circular to Shareholders dated 23 June 2020 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders (“Shareholders’ Mandate”).

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be 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 Shareholders’ Mandate.”

Ordinary Resolution 10

10. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH APM AUTOMOTIVE HOLDINGS BERHAD AND ITS SUBSIDIARIES AND JOINT VENTURES**

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with APM Automotive Holdings Berhad and its subsidiaries and joint ventures involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties") including those as set out in Paragraph 3.2.1.2 of the Company's Circular to Shareholders dated 23 June 2020 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340 (2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be 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 Shareholders' Mandate."

Ordinary Resolution 11

11. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH TAN CHONG INTERNATIONAL LIMITED AND ITS SUBSIDIARIES**

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with Tan Chong International Limited and its subsidiaries involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group

NOTICE OF ANNUAL GENERAL MEETING

("Related Parties") including those as set out in Paragraph 3.2.1.3 of the Company's Circular to Shareholders dated 23 June 2020 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be 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 Shareholders' Mandate."

Ordinary Resolution 12

12. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS WITH AUTO DUNIA SDN BHD**

"THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with Auto Dunia Sdn Bhd involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties") including those as set out in Paragraph 3.2.2 of the Company's Circular to Shareholders dated 23 June 2020 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

NOTICE OF ANNUAL GENERAL MEETING

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be 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 Shareholders’ Mandate.”

Ordinary Resolution 13

13. To transact any other business of the Company of which due notice shall have been received.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that subject to the approval of the shareholders at the 48th Annual General Meeting of Tan Chong Motor Holdings Berhad, a final single tier dividend of 2 sen per share for the financial year ended 31 December 2019 will be paid on 18 September 2020 to shareholders whose names appear in the Register of Members on 21 August 2020.

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

- (1) shares transferred into the depositor’s securities account before 4.30 p.m. on 21 August 2020 in respect of ordinary transfers;
- (2) shares deposited into the depositor’s securities account before 12.30 p.m. on 18 August 2020 in respect of shares exempted from mandatory deposit; and
- (3) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis in accordance with the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

HO WAI MING (MIA 12986) (SSM PC No. 201908002199)
WONG POH CHUN (MAICSA 7013841) (SSM PC No. 201908002090)
Company Secretaries

Kuala Lumpur
23 June 2020

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

1. *In line with the Government's initiative to contain the spread of COVID-19 by observing social distancing, the 48th AGM of the Company will be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities. Please follow the procedures set out in the Administrative Guide for the 48th AGM to register, participate and vote remotely via the RPV facilities.*
2. *The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to attend the 48th AGM in person at the Broadcast Venue on the day of the meeting.*
3. *A depositor whose name appears in the Record of Depositors of the Company as at 30 July 2020 ("Record of Depositors") shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 48th AGM.*
4. *Members may submit questions to the Board of Directors prior to the 48th AGM via Tricor's TIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than 4 August 2020 at 2.30 p.m., or may use the query box to transmit questions to the Board of Directors via RPV facilities during the live streaming of the 48th AGM.*
5. *A member, other than a member who is also an Authorised Nominee (as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA")) or an Exempt Authorised Nominee who is exempted from compliance with the provisions of Section 25A(1) of SICDA, shall be entitled to appoint not more than two (2) proxies to participate and vote at the meeting. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. A proxy appointed shall have the same rights as the member to participate and vote at the meeting.*
6. *Subject to Note 9 below, where a member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.*
7. *Subject to Note 9 below, where a member is a Depositor who is also an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as reflected in the Record of Depositors, 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. *Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:*
 - (i) *the securities account number;*
 - (ii) *the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and*
 - (iii) *where two (2) proxies are appointed, the proportion of shareholdings, or the number of shares to be represented by each proxy.*
9. *Any beneficial owner who holds shares in the Company through more than one (1) securities account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities accounts and/or omnibus accounts to appoint not more than two (2) persons to act as proxies for the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of shares in the Company held through more than one (1) securities account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.*
10. *The instrument appointing a proxy and the power of attorney or other authority if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited in the manner set out below and must be received by the Company via its Share Registrar, Tricor, not less than 48 hours before the time appointed for the 48th AGM or no later than 4 August 2020 at 2.30 p.m. If the appointer is a corporation, the instrument appointing a proxy must be executed under seal or under the hand of an officer or attorney duly authorised.*

NOTICE OF ANNUAL GENERAL MEETING

- (i) In hard copy form
The Form of Proxy must be deposited at the office of the Company's Share Registrar, Tricor, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel: 03-2783 9299), or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
- (ii) By email
The Form of Proxy must be received via email at Tricor's email address at is.enquiry@my.tricorglobal.com.
- (iii) By facsimile
The Form of Proxy must be received via facsimile at Tricor's fax no. 03-2783 9222.

For options (ii) and (iii) above, the original Form of Proxy must be deposited to Tricor before the commencement of the 48th AGM.

EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. Item 1 of the Agenda - Audited Financial Statements for financial year ended 31 December 2019

The laying of the Audited Financial Statements under Item 1 of the Agenda in accordance with Section 340(1)(a) of the Companies Act 2016 is for the purposes of presenting the Audited Financial Statements to the shareholders and does not require approval of the shareholders.

2. Ordinary Resolution 4 and 5 - Directors' Fees and Benefits

The Company pays Directors' fees and benefits and TC Capital Resources Sdn Bhd, a subsidiary of the Company, pays benefits to the Independent Non-Executive Directors. The Executive Directors do not receive fees and benefits as Directors but they are remunerated with salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders.

The current benefits payable to the Independent Non-Executive Directors of the Company include meeting allowance, petrol allowance and provision of driver, notably:

- | | | |
|-----|------------------------------------|------------------------------------|
| (a) | Meeting allowance | |
| | - As Chairman of the meeting | @ RM1,500 per meeting |
| | - As Board/Board Committee members | @ RM1,200 per meeting |
| (b) | Petrol allowance | @ RM800 per month each |
| (c) | Company driver | @ RM5,000 per month (average) each |

The Board recommends that shareholders approve a maximum aggregate amount of RM500,000 for the payment of Directors' fees to the Independent Non-Executive Directors of the Company during the course of the period from 7 August 2020 until the next AGM of the Company.

The Board also recommends that shareholders approve a maximum aggregate amount of RM300,000 for the payment of benefits to the Independent Non-Executive Directors of the Company (i.e. RM294,600) and its subsidiary, TC Capital Resources Sdn Bhd (i.e. RM5,400) during the course of the period from 7 August 2020 until the next AGM of the Company.

3. Ordinary Resolution 7 and 8 - Continuing in Office as Independent Non-Executive Directors

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event that the Company intends to retain an independent director who has served in that capacity for more than nine (9) years.

NOTICE OF ANNUAL GENERAL MEETING

Following an assessment and recommendation by the Nominating and Remuneration Committee, the Board recommended that Dato' Ng Mann Cheong and Mr Siew Kah Toong who have served as Independent Non-Executive Directors ("INEDs") of the Company for a cumulative term of more than nine (9) years to continue to be designated as INEDs of the Company based on the following key justifications:

- (a) They fulfill the independence criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, are able to bring independent and objective judgment both as Board members and in their roles as Board Committee members, and they have discharged their duties diligently;
- (b) Dato' Ng's relevant experience and expertise in legal and regulatory requirements and Mr Siew's relevant experience and expertise in auditing, financial reporting and corporate advisory as well as their respective diverse business environments enable them to provide invaluable contribution to the Board and Board Committees; and
- (c) Their long service with the Company enhances their knowledge and understanding of the business operations of the Group which enables them to contribute actively and effectively during deliberations at Board and Board Committees' meetings.

4. **Ordinary Resolution 9 - Proposed Renewal of Authority for the Company to Purchase Its Own Shares**

Ordinary Resolution 9, if passed, will empower the Directors of the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company at any point in time of the purchase ("Proposed Share Buy-Back") by utilising the funds allocated which shall not exceed the retained profits of the Company. This authority shall continue to be in force until the conclusion of the next AGM of the Company, or at the expiration of the period within which the next AGM of the Company is required by law to be held, or revoked or varied by an ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back is set out in the Circular to Shareholders dated 23 June 2020 ("Circular"), which is available at the Company's website at <https://www.tanchonggroup.com>.

5. **Ordinary Resolutions 10, 11, 12 and 13 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions**

Ordinary Resolutions 10, 11, 12 and 13, if passed, will enable the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of related parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

Further information on these proposed Ordinary Resolutions are set out in the Circular, which is available at the Company's website at <https://www.tanchonggroup.com>.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate at the 48th Annual General Meeting of the Company ("AGM") and/or any adjournment thereof, the member (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) 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 or service providers), 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 or service providers) 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.

ADMINISTRATIVE GUIDE FOR 48TH ANNUAL GENERAL MEETING

Date : Thursday, 6 August 2020

Time : 2.30 p.m.

Broadcast Venue : Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

MODE OF MEETING

1. In view of the COVID-19 pandemic and the Malaysian Government's official guidance on social distancing, the 48th Annual General Meeting ("AGM") will be conducted fully virtual through live streaming from the Broadcast Venue.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. **NO** shareholders/proxies will be allowed to be physically present at the 48th AGM.

ENTITLEMENT TO ATTEND AND VOTE

Only shareholders whose name appears in the Record of Depositors as at 5.00 p.m. on 30 July 2020 ("General Meeting Record of Depositors") shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 48th AGM in respect of the number of shares registered in their name at that time.

DOOR GIFT/FOOD VOUCHER

There will be **NO distribution** of door gifts or food vouchers for the 48th AGM as the meeting will be conducted fully virtual. TCMH would like to thank all its shareholders for their kind co-operation and understanding in these challenging times.

REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

1. Shareholders are to participate remotely at the 48th AGM using RPV facilities provided by Tricor via its TIIH Online website at <https://tiih.online>.
2. Shareholders who appoint proxies to participate via RPV facilities in the 48th AGM must ensure that the duly executed proxy forms are deposited in hard copy to Tricor not later than **Tuesday, 4 August 2020 at 2.30 p.m.**
3. Corporate representatives of corporate shareholders must deposit their original certificate of appointment of corporate representative to Tricor not later than **Tuesday, 4 August 2020 at 2.30 p.m.** to participate via RPV facilities in the 48th AGM.
4. Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor not later than **Tuesday, 4 August 2020 at 2.30 p.m.** to participate via RPV facilities in the 48th AGM.
5. **A shareholder who has appointed a proxy or attorney or authorised representative to participate at the 48th AGM via RPV facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPV facilities at TIIH Online website at <https://tiih.online>.**
6. **As the 48th AGM will be conducted fully virtual, shareholders who are unable to participate in the AGM may appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy forms.**

ADMINISTRATIVE GUIDE FOR 48TH ANNUAL GENERAL MEETING

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions to the Board in advance of the 48th AGM via Tricor's TIH Online website at <https://tjih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Tuesday, 4 August 2020 at 2.30 p.m.** The Board will endeavour to answer the questions received at the 48th AGM.

PROCEDURES FOR RPV FACILITIES

Shareholders/proxies/corporate representatives/attorneys who wish to participate at the 48th AGM remotely using the RPV facilities are to follow the requirements and procedures below:

	Procedure	Action
BEFORE THE AGM DAY		
(a)	Register as a user with TIH Online	<ul style="list-style-type: none"> Access the website at https://tjih.online. Register as a user under the "e-Services". Refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIH Online.
(b)	Submit your registration for RPV facilities	<ul style="list-style-type: none"> Registration is open from 2.30 p.m. Tuesday, 23 June 2020 up to 2.30 p.m. Tuesday, 4 August 2020. Login with your user ID and password and select the corporate event: "(REGISTRATION) TAN CHONG MOTOR HOLDINGS BERHAD 48TH AGM". Read and agree to the Terms & Conditions and confirm the Declaration. Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 30 July 2020, the system will send you an e-mail to approve or reject your registration for remote participation.
ON THE DAY OF THE AGM		
(c)	Login to TIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 48th AGM at any time from 2.00 p.m. i.e. 30 minutes before the commencement of the AGM on Thursday, 6 August 2020 at 2.30 p.m.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: "(LIVE STREAM MEETING) TAN CHONG MOTOR HOLDINGS BERHAD 48th AGM" to engage in the proceedings of the 48th AGM remotely. If you have any question for the Chairman/ Board, you may use the query box to transmit your question. The Chairman/ Board will endeavour to respond to the questions submitted by remote participants during the 48th AGM. The quality of your connection to the live streaming is dependent on the bandwidth and stability of the internet connection at your location and the device you are using. In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting on the meeting day, please call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tjih.online@my.tricorglobal.com for assistance.

ADMINISTRATIVE GUIDE FOR 48TH ANNUAL GENERAL MEETING

	Procedure	Action
(e)	Online Remote Voting	<ul style="list-style-type: none"> • Voting session commences from 2.30 p.m. on Thursday, 6 August 2020 until a time when the Chairman announces the completion of the voting session of the 48th AGM. • Select the corporate event: “(REMOTE VOTING) TAN CHONG MOTOR HOLDINGS BERHAD 48TH AGM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the 48th AGM, the live streaming will end.

APPOINTMENT OF PROXY

1. The 48th AGM will be conducted fully virtual. If you are unable to attend the meeting via RPV facilities on 6 August 2020, you may appoint proxy and indicate your voting instructions in the Form of Proxy.
2. The appointment of proxy may be made in the following manner and must be received by the Company via its Share Registrar, Tricor, not less than 48 hours before the time appointed for the 48th AGM or no later than **4 August 2020 at 2.30 p.m.:**
 - (i) In hard copy form
The Form of Proxy must be deposited at the office of the Company’s Share Registrar, Tricor, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel: 03-2783 9299), or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) By email
The Form of Proxy must be received via email at Tricor’s email address at is.enquiry@my.tricorglobal.com.
 - (iii) By facsimile
The Form of Proxy must be received via facsimile at Tricor’s fax no. 03-2783 9222.

For options (ii) and (iii) above, the original Form of Proxy must be deposited to Tricor before the commencement of the 48th AGM.

POLL VOTING

1. The voting at the 48th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting) and Asia Securities Sdn. Berhad as Scrutineers to verify the poll results.
2. Shareholders/proxies/corporate representatives/attorneys can proceed to vote remotely on the resolutions at any time from the commencement of the 48th AGM at 2.30 p.m. on 6 August 2020 but before the end of the voting session which will be announced by the Chairman of the meeting. Please refer to item (e) of “**Procedures for RPV facilities**” above for guidance on how to vote remotely from TIH Online website at <https://tiah.online>.

ADMINISTRATIVE GUIDE FOR 48TH ANNUAL GENERAL MEETING

3. Upon completion of the voting session for the 48th AGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603-2783 9299

Fax No. : +603-2783 9222

Email : is.enquiry@my.tricorglobal.com

Contact Persons : Ms. Lim Lay Kiow

Email: Lay.Kiow.Lim@my.tricorglobal.com

Puan Siti Zalina Osmin

Email: Siti.Zalina@my.tricorglobal.com

TAN CHONG MOTOR HOLDINGS BERHAD

Registration No. 197201001333 (12969-P)
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.

I/We _____ (name of shareholder as per NRIC, in capital letters)
NRIC no./Company no. _____ (new) _____ (old) of _____ (old) of _____ (old)

_____ (full address) _____ (tel. no.) being a member of TAN CHONG MOTOR HOLDINGS BERHAD, hereby appoint _____ (name of proxy as per NRIC, in capital letters) NRIC no. _____ (new) _____ (old) and _____ (name of proxy as per NRIC, in capital letters) NRIC no. _____ (new) _____ (old) _____ (tel. no.) or failing him/her, *the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the 48th Annual General Meeting of the Company to be held fully virtual at the broadcasting venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Thursday, 6 August 2020 at 2.30 p.m., and at any adjournment thereof, as indicated below:

	For	Against
Ordinary Resolution 1	Final single tier dividend	
Ordinary Resolution 2	Re-election of Dato' Tan Heng Chew as Director	
Ordinary Resolution 3	Re-election of Mr Siew Kah Toong as Director	
Ordinary Resolution 4	Directors' fees	
Ordinary Resolution 5	Directors' benefits	
Ordinary Resolution 6	Re-appointment of KPMG PLT as Auditors	
Ordinary Resolution 7	Continuing in office of Dato' Ng Mann Cheong as Independent Non-Executive Director	
Ordinary Resolution 8	Continuing in office of Mr Siew Kah Toong as Independent Non-Executive Director	
Ordinary Resolution 9	Proposed renewal of authority for the Company to purchase its own shares	
Ordinary Resolution 10	Proposed Shareholders' Mandate for recurrent related party transactions with Warisan TC Holdings Berhad and its subsidiaries and jointly-controlled entities	
Ordinary Resolution 11	Proposed Shareholders' Mandate for recurrent related party transactions with APM Automotive Holdings Berhad and its subsidiaries and joint ventures	
Ordinary Resolution 12	Proposed Shareholders' Mandate for recurrent related party transactions with Tan Chong International Limited and its subsidiaries	
Ordinary Resolution 13	Proposed Shareholders' Mandate for recurrent related party transactions with Auto Dunia Sdn Bhd	

* To delete if not applicable.

(Please indicate with an "X" in the spaces provided how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion.)

Signature/Common Seal _____

Number of shares held : _____

Date : _____

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

No. of Shares	Percentage
Proxy 1 _____	_____ %
Proxy 2 _____	_____ %
Total _____	_____ 100%

Notes:

1. In line with the Government's initiative to contain the spread of COVID-19 by observing social distancing, the 48th AGM of the Company will be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities. Please follow the procedures set out in the Administrative Guide for the 48th AGM to register, participate and vote remotely via the RPV facilities.
2. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to attend the 48th AGM in person at the Broadcast Venue on the day of the meeting.
3. A depositor whose name appears in the Record of Depositors of the Company as at 30 July 2020 ("Record of Depositors") shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "participate") remotely at the 48th AGM.
4. Members may submit questions to the Board of Directors prior to the 48th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than 4 August 2020 at 2:30 p.m., or may use the query box to transmit questions to the Board of Directors via RPV facilities during the live streaming of the 48th AGM.

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5. A member, other than a member who is also an Authorised Nominee (as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA")) or an Exempt Authorised Nominee who is exempted from compliance with the provisions of Section 254(1) of SICDA, shall be entitled to appoint not more than two (2) proxies to participate and vote at the meeting. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. A proxy appointed shall have the same rights as the member to participate and vote at the meeting.
6. Subject to Note 9 below, where a member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint not more than two (2) proxies in respect of each securities account the Authorised Nominee holds with shares in the Company standing to the credit of such securities account as reflected in the Record of Depositors.
7. Subject to Note 9 below, where a member is a Depositor who is also an Exempt Authorised Nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as reflected in the Record of Depositors, 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. Each appointment of proxy by a member including an Authorised Nominee or an Exempt Authorised Nominee shall be by a separate instrument of proxy which shall specify:
 - (i) the securities account number;
 - (ii) the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
 - (iii) where two (2) proxies are appointed, the proportion of shareholdings or the number of shares to be represented by each proxy.

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Tricor Investor & Issuing House Services Sdn Bhd Registration No. 197101000970 (11324-H)
Registrar for TAN CHONG MOTOR HOLDINGS BERHAD Registration No. 197201001333 (12969-P)
Unit 32-01, Level 32, Tower A, Vertical Business Suite
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

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9. Any beneficial owner who holds shares in the Company through more than one (1) securities account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such securities accounts and/or omnibus accounts to appoint not more than two (2) persons to act as proxies for the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of shares in the Company held through more than one (1) securities account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.
10. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarily certified copy of that power or authority shall be deposited in the manner set out below and must be received by the Company via its Share Registrar, Tricor, not less than 48 hours before the time appointed for the 48th AGM or no later than 4 August 2020 at 2:30 p.m. If the appointer is a corporation, the instrument appointing a proxy must be executed under seal or under the hand of an officer or attorney duly authorised.

(i) In hand copy form

The Form of Proxy must be deposited at the office of the Company's Share Registrar, Tricor, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (Tel: 03-2783 9299), or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By email

The Form of Proxy must be received via email at Tricor's email address at is.enquiry@my.ticorglobal.com.

- (iii) By facsimile
The Form of Proxy must be received via facsimile at Tricor's fax no. 03-2783 9222.
For options (ii) and (iii) above, the original Form of Proxy must be deposited to Tricor before the commencement of the 48th AGM.

11. Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate at the 48th Annual General Meeting of the Company ("AGM") and/or any adjournment thereof, the member (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) 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 or service providers), 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 or service providers) 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.

www.tanchonggroup.com

Tan Chong Motor Holdings Berhad

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