



TAN CHONG MOTOR HOLDINGS BERHAD

Registration No.: 197201001333 (12969-P)

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Driving
Resilience

ANNUAL REPORT 2020



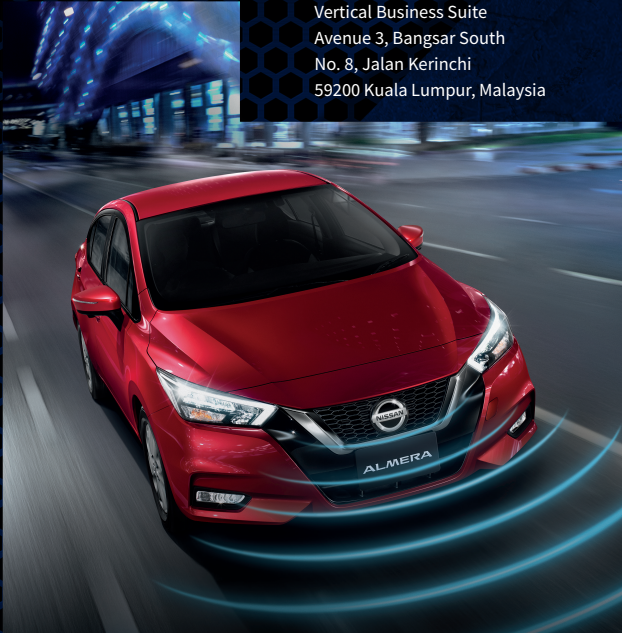
Notice of
49th
Annual
General Meeting

Date : Thursday, 3 June 2021

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



Notification to Shareholders 49th Annual General Meeting

Dear Shareholders,

49TH ANNUAL GENERAL MEETING OF TAN CHONG MOTOR HOLDINGS BERHAD

We are pleased to inform you that the 49th Annual General Meeting (“49th AGM”) of TAN CHONG MOTOR HOLDINGS BERHAD (“TCMH” or “the Company”) to be conducted fully virtual through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities will be held as follows:

Date & Time : Thursday, 3 June 2021, 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

To do this, please submit your request for the RPV facilities to our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”), via its website at <https://tiih.online> (“TIIH Online”) in accordance with the procedures as set out in the Administrative Guide enclosed latest by Tuesday, 1 June 2021 at 2.30 p.m.

The following documents of the Company are available at our website: <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 2020 (“AR”)
2. Corporate Governance Report 2020
3. Circular to Shareholders (“Circular”)
4. Notice of 49th 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 Tricor at fax number +603-2783 9222 or email to is.enquiry@my.tricorglobal.com. Alternatively, you may also make your request online via TIIH 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 (Tel: +603-2783 9232 / Email: Lay.Kiow.Lim@my.tricorglobal.com)

Ms. Siti Zalina Osmin (Tel: +603-2783 9247 / Email: Siti.Zalina@my.tricorglobal.com)

Mr. Lim Jia Jin (Tel: +603-2783 9246 / Email: Jia.Jin.Lim@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 49th AGM.

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

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

Company Secretaries

30 April 2021

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 49th Annual General Meeting (“AGM”) of TAN CHONG MOTOR HOLDINGS BERHAD will be held fully virtual at the broadcast 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, 3 June 2021 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 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To re-elect the following Directors who retire and being eligible, offer themselves for re-election in accordance with Article 82 of the Company’s Constitution, as Directors of the Company:
 - (i) Mr. Ng Chee Hoong **Ordinary Resolution 1**
 - (ii) Dato’ Chan Choun Sien **Ordinary Resolution 2**
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’ (Dr.) Khor Swee Wah @ Koh Bee Leng **Ordinary Resolution 3**
 - (ii) Mr. Ho Wai Ming **Ordinary Resolution 4**
4. To approve the payment of Directors’ fees of up to RM500,000 in aggregate to the Non-Executive Directors of the Company and up to RM32,400 in aggregate to the Non-Executive Directors of TC Trust Labuan Limited, a subsidiary of the Company, during the course of the period from 4 June 2021 until the next Annual General Meeting of the Company. **Ordinary Resolution 5**
5. To approve Directors’ benefits of up to RM344,600 in aggregate to the Non-Executive Directors of the Company and up to RM5,400 in aggregate to the Non-Executive Directors of TC Capital Resources Sdn. Bhd., a subsidiary of the Company, during the course of the period from 4 June 2021 until the next Annual General Meeting of the Company. **Ordinary Resolution 6**
6. To re-appoint KPMG PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

Special Business

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

7. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

“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 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;

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

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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 30 April 2021 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 30 April 2021 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 (“Related Parties”) including those as set out in Paragraph 3.2.1.3 of the Company’s Circular to Shareholders dated 30 April 2021 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

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- (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 30 April 2021 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 13

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

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
30 April 2021

NOTES:

- The 49th AGM of the Company will be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities. Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") has been appointed as the Poll Administrator for the AGM to facilitate the RPV via TIIH Online website at <https://tjih.online>. A depositor whose name appears in the Record of Depositors of the Company as at 25 May 2021 ("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 AGM. Please follow the procedures set out in the Administrative Guide for the AGM to register, participate and vote remotely via the RPV facilities. The Administrative Guide is available on the Company's website at <https://www.tanchonggroup.com> and Bursa Malaysia's website at <https://www.bursamalaysia.com>.*
- 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 AGM in person at the Broadcast Venue on the day of the meeting.*
- 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.*
- Subject to Note 7 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.*
- Subject to Note 7 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.*
- 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:*
 - the securities account number;*
 - the name of the beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and*
 - 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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7. 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.
8. The instrument appointing a proxy (the "Form of Proxy") and the Power of Attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority (collectively, the "Proxy Authorisation Documents") for the AGM shall be deposited or submitted in the following manner not less than 48 hours before the time appointed for the AGM or no later than 1 June 2021 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 hard copy form
Either by hand or post to 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: +603-2783 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 electronic means via TIIH Online
By electronic means to the electronic address at Tricor's TIIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for the procedures and requirements relating to the submission of proxy forms; and
 - (iii) By electronic means via email
By electronic mail (email) to Tricor's email address at is.enquiry@my.tricorglobal.com to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor's office address stated in paragraph 8(i) above before the commencement of the AGM.

EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

1. Item 1 of the Agenda - Audited Financial Statements for financial year ended 31 December 2020

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 5 and 6 - Directors' Fees and Benefits

The Company pays Directors' fees and benefits, TC Trust Labuan Limited, a subsidiary of the Company, pays Directors' fees and TC Capital Resources Sdn. Bhd., another subsidiary of the Company, pays benefits to the 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 benefits payable to the Non-Executive Directors of the Company include meeting allowance, petrol allowance and provision of driver, notably:

- (a) Meeting allowance
 - As Chairman of meeting @ RM1,500 per meeting
 - As member @ RM1,200 per meeting
- (b) Petrol allowance @ RM800 per month each
- (c) Company driver @ RM5,000 per month (average) for Senior Independent Non-Executive Director

The Board recommends that shareholders approve a maximum aggregate amount of RM532,400 for the payment of Directors' fees to the Non-Executive Directors of the Company (i.e. RM500,000) and its subsidiary, TC Trust Labuan Limited (i.e. RM32,400) during the course of the period from 4 June 2021 until the next AGM of the Company.

The Board also recommends that shareholders approve a maximum aggregate amount of RM350,000 for the payment of benefits to the Non-Executive Directors of the Company (i.e. RM344,600) and its subsidiary, TC Capital Resources Sdn. Bhd. (i.e. RM5,400) during the course of the period from 4 June 2021 until the next AGM of the Company.

3. Ordinary Resolution 8 - Continuing in Office as Independent Non-Executive Director

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.

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

- (a) He fulfill the independence criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, is able to bring independent and objective judgment both as Board member and in his role as Board Committees' member, and he has discharged his duties diligently;
- (b) Dato' Ng's relevant experience and expertise in legal and regulatory requirements as well as his diverse business environment enables him to provide invaluable contribution to the Board and Board Committees; and
- (c) Dato' Ng's long service with the Company enhances his knowledge and understanding of the business operations of the Group which enables him 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 30 April 2021 ("Circular"), which is available at the Company's website at <https://www.tanchonggroup.com>.

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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), the Proxy Authorisation Documents, a Power of Attorney and/or other documents appointing representative(s) to attend, participate, speak and vote at the 49th Annual General Meeting of the Company ("AGM") and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and such individual'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, attorneys 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 any of the aforesaid document discloses the personal data of the member's proxy(ies), attorney(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), attorney(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), attorney(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 49th Annual General Meeting

Day/Date	: Thursday, 3 June 2021
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. The 49th Annual General Meeting (“49th 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/attorneys/authorised representatives will be allowed to attend the 49th AGM in person at the Broadcast Venue on the day of the meeting.

ENTITLEMENT TO ATTEND AND VOTE

Only shareholders whose name appears in the Record of Depositors as at **5.00 p.m. on 25 May 2021** (“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 49th AGM in respect of the number of shares registered in their name at that time.

DOOR GIFT/FOOD VOUCHER

There will be no door gifts or food vouchers for participating at the 49th AGM. However, attractive promotions for our products/services will be offered to the shareholders.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited during the 49th AGM.

APPOINTMENT OF PROXY & REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

1. Shareholders are to participate remotely at the 49th AGM using RPV facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its website at <https://tjih.online> (“TIH Online”).
2. Shareholders who are unable to attend and who appoint proxy(ies) to participate via RPV facilities at the 49th AGM must ensure that the appointment of proxy (duly completed “Form of 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 (collectively, the “Proxy Authorisation Documents”) for the 49th AGM are deposited or submitted in the following manner not less than 48 hours before the time appointed for the 49th AGM or no later than **1 June 2021 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 hard copy form
Either by hand or post to 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: +603-2783 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 electronic means via email
By electronic mail (email) to Tricor’s email address at js.enquiry@my.tricorglobal.com to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor’s office address stated in paragraph 2(i) above before the commencement of the 49th AGM; and
 - (iii) By electronic means via TIH Online
By electronic means via TIH Online. The steps to submit the Form of Proxy are summarised below:

Administrative Guide for 49th Annual General Meeting

Procedure	Action
STEPS FOR INDIVIDUAL SHAREHOLDERS	
Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.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 TIIH Online, you are not required to register again.
Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: “TAN CHONG MOTOR 49TH AGM (Submission of Proxy Form)”. Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide on your votes. Review and confirm your proxy(ies) appointment. Print the Form of Proxy for your record.
STEPS FOR CORPORATION OR INSTITUTIONAL SHAREHOLDERS	
Register as a user with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online. Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder select “Create Account by Representative of Corporate Holder”. Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user first in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact Tricor if you need clarifications on the user registration.</p>
Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online. Select the corporate exercise name: “TAN CHONG MOTOR 49TH AGM (Submission of Proxy Form)”. Agree to the Terms and Conditions and Declaration. Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxy(ies) by inserting the required data. Submit the proxy appointment file. Login to TIIH Online, select corporate exercise name: “TAN CHONG MOTOR 49TH AGM (Submission of Proxy Form)”. Proceed to upload the duly completed proxy appointment file. Select “Submit” to complete your submission. Print the confirmation report of your submission for your record.

3. Corporate representatives of corporate shareholders must deposit their original certificate of appointment of corporate representative which should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member;
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be executed by an officer or attorney duly authorised.

Administrative Guide for 49th Annual General Meeting

4. Attorneys appointed by power of attorney are to deposit their power of attorney. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
5. **Alternatively, shareholders who are unable to participate in the 49th AGM may appoint the Chairman of the Meeting as his/his proxy and indicate the voting instructions in the Form of Proxy.**

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions to the Board in advance of the 49th AGM via TIH Online by selecting “**e-Services**” to login, pose questions and submit electronically no later than **Tuesday, 1 June 2021 at 2.30 p.m.** The Board will endeavour to answer the questions received at the 49th AGM.

PROCEDURES FOR RPV FACILITIES

Shareholders/proxies/corporate representatives/attorneys who wish to participate at the 49th 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” select “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. • Registration as a user will be approved within one (1) working day and you will be notified via e-mail. <p>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.</p>
(b) Submit your registration for RPV facilities	<ul style="list-style-type: none"> • Registration is open from Friday, 30 April 2021 until such time before the voting session ends at the 49th AGM on Thursday, 3 June 2021. • Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) TAN CHONG MOTOR 49TH 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 25 May 2021, the system will send you an e-mail after 1 June 2021 to approve or reject your registration for remote participation. (Note: Please allow sufficient time for approval of new user of TIH Online and registration for the RPV).
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 49th AGM at any time from 2.00 p.m. i.e. 30 minutes before the commencement of the 49th AGM on Thursday, 3 June 2021 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 49th AGM” to engage in the proceedings of the 49th 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 49th 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 use. • 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 011-4080 5616/ 011-4080 3168/ 011-4080 3169/ 011-4080 3170 or e-mail to tjih.online@my.tricorglobal.com for assistance.

Administrative Guide for 49th Annual General Meeting

ON THE DAY OF THE AGM (continued)		
(e)	Online remote voting	<ul style="list-style-type: none">• Voting session commences from 2.30 p.m. on Thursday, 3 June 2021 until a time when the Chairman announces the completion of the voting session of the 49th AGM.• Select the corporate event: “(REMOTE VOTING) TAN CHONG MOTOR 49TH AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the query box.• 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 49th AGM, the live streaming will end.

POLL VOTING

1. The voting at the 49th 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/attorneys/authorised representatives can proceed to vote on the resolutions at any time from the commencement of the 49th AGM at **2.30 p.m.** on **3 June 2021** 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.
3. Upon completion of the voting session for the 49th 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 8.30 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/Tel: +603-2783 9232/Email: Lay.Kiow.Lim@my.tricorglobal.com

Ms. Siti Zalina Osmin/Tel: +603-2783 9247/Email: Siti.Zalina@my.tricorglobal.com

Mr. Lim Jia Jin/Tel: +603-2783 9246/Email: Jia.Jin.Lim@my.tricorglobal.com

PERSONAL DATA PRIVACY

Please refer to the Company's compliance with the Personal Data Protection Act 2010 notice as found in the Company's Annual Report 2020.



TAN CHONG MOTOR HOLDINGS BERHAD
Registration No. 197201001333 (12969-P)
(Incorporated in Malaysia)

FORM OF PROXY

CDS Account No.	
Number of Shares Held	
Shareholder's Email Address	

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

Telephone no. _____ being a member(s) of TAN CHONG MOTOR HOLDINGS BERHAD,
hereby appoint _____

_____ (name of proxy as per NRIC, in capital letters) _____ (old)

Telephone no. _____ and _____
(name of proxy as per NRIC, in capital letters)

NRIC no. _____ (new) _____ (old)
Telephone 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 49th Annual General Meeting of the Company to be held fully virtual at the broadcast 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, 3 June 2021 at 2.30 p.m., and at any adjournment thereof, as indicated below:

No.	Resolutions	For	Against
Ordinary Resolution 1	Re-election of Mr. Ng Chee Hoong as Director		
Ordinary Resolution 2	Re-election of Dato' Chan Choun Sien as Director		
Ordinary Resolution 3	Re-election of Dato' (Dr.) Khor Swee Wah @ Koh Bee Leng as Director		
Ordinary Resolution 4	Re-election of Mr. Ho Wai Ming as Director		
Ordinary Resolution 5	Directors' fees		
Ordinary Resolution 6	Directors' benefits		
Ordinary Resolution 7	Re-appointment of KPMG PLT as Auditors		
Ordinary Resolution 8	Continuing in office of Dato' Ng Mann Cheong 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 of Member(s)/Attorney of Member(s)

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%

Common Seal of Member, if applicable
(if the appointer is a corporation)

Notes:

1. The 49th AGM of the Company will be conducted fully virtual through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities. Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") has been appointed as the Poll Administrator for the AGM to facilitate the RPV via TIII Online website at <https://tiii.online>. A Depositor whose name appears in the Record of Depositors of the Company as at 25 May 2021 ("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 AGM. Please follow the procedures set out in the Administrative Guide for the AGM to register, participate and vote remotely via the RPV facilities. The Administrative Guide is available on the Company's website at <https://www.tantrionggroup.com> and Bursa Malaysia's website at <https://www.burسامalaysia.com>.
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 AGM in person at the Broadcast Venue on the day of the meeting.
3. 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.

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4. Subject to Note 7 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.
5. Subject to Note 7 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.
6. 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.
7. 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.

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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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8. The instrument appointing a proxy (the "Form of 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 (collectively, the "Proxy Authorisation Documents") for the AGM shall be deposited or submitted in the following manner not less than 48 hours before the time appointed for the AGM or no later than 1 June 2021 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 hard copy form

Either by hand or post to 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: +603 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 electronic means via TIII Online

By electronic means to the electronic address at Tricor's TIII Online website at <https://tiii.online>. Please refer to the Administrative Guide for the procedures and requirements relating to the submission of proxy forms; and

- (iii) By electronic means via email

By electronic mail (email) to Tricor's email address at is.enquiry@my.tricorglobal.com to be followed by the deposit of a hard copy of the Form of Proxy and the Proxy Authorisation Documents at Tricor's office address stated in paragraph 8(i) above before the commencement of the AGM.

9. **Personal Data Privacy**

By submitting an instrument appointing a proxy(ies), the Proxy Authorisation Documents, a Power of Attorney and/or other documents appointing representative(s) to attend, participate, speak and vote at the 49th Annual General Meeting of the Company ("AGM") and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and such individual'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, attorneys 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 any of the aforesaid document discloses the personal data of the member's proxy(ies), attorney(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), attorney(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), attorney(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.

<https://www.tanchonggroup.com>

TAN CHONG MOTOR HOLDINGS BERHAD

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