



TIONG SENG HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Co. Reg. No: 200807295Z)

INSTRUCTIONS TO SHAREHOLDERS FOR AGM IN 2020

1. INTRODUCTION

The Board of Directors (the “Board”) of Tiong Seng Holdings Limited (the “Company”) refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (b) its announcements of 2 & 6 April 2020 on the extension of time granted by SGX RegCo and ACRA to the Company to hold the Company’s Annual General Meeting (“AGM”) by 29 June 2020 at the latest;
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Order”) as amended from time to time (the Alternative Arrangements Order”) which sets out the alternative arrangements in respect of, inter alia, general meetings of companies.

2. DATE OF ANNUAL GENERAL MEETING

The Board wishes to inform shareholders that the AGM will be held by way of electronic means on 19 June 2020 at 9.30 a.m. (Singapore time). The physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means

The Company has on today uploaded the following documents in connection with the AGM on SGXNET and the corporate website at <http://investors.tiongseng.com.sg/newsroom-0>:

- (a) the notice of the AGM dated 27 May 2020 (the “Notice of AGM”);
- (b) the proxy form; and
- (c) updated statistic of shareholdings as at 30 April 2020

The annual report 2019 and the appendix to shareholders have been published via SGXNET on 15 April 2020 and the corporate website at <http://investors.tiongseng.com.sg/newsroom-0>.

3. NO DESPATCH OF PRINTED COPIES OF DOCUMENTS

In line with the provisions under the Alternative Arrangements Order, no printed copies of the Notice of AGM and the proxy form will be despatched to shareholders.

4. ALTERNATIVE ARRANGEMENTS FOR AGM

(a) No physical attendance

Pursuant to the Alternative Arrangements Order, shareholders will not be allowed to attend the AGM in person.

Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:

- (i) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio only stream. Shareholders who wish to participate as such will have to pre-register in the manner outlined in paragraph 4(b) below:
- (ii) submitting questions in advance of the AGM. Please refer to paragraph 4(c) below for further details; and
- (iii) appointing the chairman of the meeting of the Company (the "Chairman of the Meeting") as proxy to attend, speak and vote on their behalf at the AGM. Please refer to paragraph 4(d) for further details.

(b) "Live" audio-visual webcast and "live" audio-only stream

The AGM proceedings will be conducted via electronic means. Shareholders will be able to (i) observe these proceedings through a "live" audio-visual webcast via their mobile phones, tablets or computers, or (ii) listen to these proceedings through a "live" audio-only stream via telephone. In order to do the above, shareholders will have to follow these steps:

- (i) Shareholders who wish to observe or listen to the "live" audio-visual webcast or "live" audio-only stream must pre-register via the following link: https://us02web.zoom.us/webinar/register/WN_ckX7TSSUSxeU3HszhPrx-w ("**Pre-registration Website**"), no later than 9.30 a.m. on 16 June 2020 ("the **Registration Deadline**")

Authenticated shareholders will receive an email containing a unique link to access the live audio-visual webcast via zoom application or their web browser. In the unlikely event that the link provided does not work, shareholders can access the live audio-visual webcast by way of entering the webinar ID and password in the Zoom platform. The webinar ID and password will be provided within the same email.

As an alternate option, shareholders are also given a telephone number with webinar ID and password to access the live audio-only stream of the AGM proceedings.

- (ii) Shareholders who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 9.30 a.m. on 18 June 2020 should contact Easy Video via email at shaun@easyvideo.sg.

Shareholders MUST NOT forward the unique link to other persons who are not Shareholders and who are not entitled to attend the AGM.

(c) Submission of questions

Shareholders may also submit questions related to the resolutions to be tabled for approval at the AGM.

All questions must be submitted no later than 9.30 a.m. on 16 June 2020 (the “**Submission Deadline**”) via the pre-registration website at https://us02web.zoom.us/webinar/register/WN_cKX7TSSUSxeU3HszhPrx-w.

The Company will endeavour to address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM.

Please note that shareholders will not be able to ask questions at the AGM and accordingly, it is important for shareholders to submit their questions by the Submission Deadline.

d) Voting by proxy

Shareholders will not be able to vote online at the AGM. Instead, if shareholders (whether individuals or corporates) wish to exercise their votes, they must submit a proxy form to appoint the chairman of the AGM (the “**AGM Chairman**”) to vote on their behalf.

Shareholders (whether individuals or corporates) appointing the AGM Chairman as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment and votes will be treated as invalid.

The proxy form must be submitted to the Company no later than 9.30 a.m. on 17 June 2020 through any one of the following means:

- (i) by depositing a physical copy at the registered office of the Company’s address, at 21 Fan Yoong Road, Singapore 629796; or
- (ii) by sending a copy by email to agm@tioneseng.com.sg.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

Shareholders who hold their shares through relevant intermediaries¹ (including CPFIS Members or SRS investors) and who wish to exercise their votes by appointing the AGM Chairman as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions at least seven (7) working days prior to the date of the AGM.

In summary, the key dates/deadlines which shareholders should take notes of are set out in the table below:

| Key Dates | Actions |
|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| From 27 May 2020 (Wednesday) | Shareholders may begin to: i) pre-register and submit their questions (if any) at https://us02web.zoom.us/webinar/register/WN_cKX7TSSUSxeU3HszhPrx-w for the live audio-visual webcast or live audio-only stream of the AGM proceedings; and ii) submit their proxy form either electronically to agm@tioneseng.com.sg or by mail to 21 Fan Yoong Road, Singapore 629796. |
| 5.00 p.m. on 9 June 2020 (Tuesday) | Deadline for CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. |
| 9.30 a.m. 16 June 2020 (Tuesday) | Deadline for shareholders to: i) pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings; and ii) submit questions in advance |
| 9.30 a.m. 17 June 2020 (Wednesday) | Deadline for shareholders to submit proxy forms. |
| 9.30 a.m. 18 June 2020 (Thursday) | Authenticated shareholders will receive an email containing a unique link to access the live audio-visual webcast via zoom application or their web browser. In the unlikely event that the link provided does not work, shareholders can access the live audio-visual webcast by way of entering the webinar ID and password in the Zoom platform. The webinar ID and password will be provided within the same email. |

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| | <p>As an alternate option, shareholders are also given a telephone number with webinar ID and password to access the live audio-only stream of the AGM proceedings. (the "Confirmation Email").</p> <p>Shareholders who do not receive the Confirmation Email by 9.30 a.m. on 18 June 2020, but have registered by 9.30 a.m. on 16 June 2020 deadline should contact EasyVideo via email at shaun@easyvideo.sg.</p> |
| Date and time of AGM – 19 June 2020 at 9.30 a.m. (Singapore time) (Friday) | <p>i) Click on the unique link in the Confirmation Email to access the live audio-visual webcast via zoom application or web browser; or</p> <p>ii) Call the telephone number and enter the webinar ID and password in the Confirmation Email to access the live audio-only stream of the AGM proceedings.</p> |

As the COVID-19 situation is still evolving, the Company has to implement measures to take into account the requirements, guidelines and recommendations of regulatory bodies and government agencies from time to time. Accordingly, the Company may be required to change its AGM arrangements at short notice.

Shareholders are advised to closely monitor announcements made by the Company on SGXNET.

The Company seeks the understanding and co-operation of all shareholders in enabling the Company to hold and conduct the AGM in compliance with the circuit breaker measures to stem the spread of COVID-19 infections.

¹ A relevant intermediary is:

(a) a banking corporation licensed under the Banking Act (Chapter 19 of Singapore) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

(b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act (Chapter 289 of Singapore) and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36 of Singapore), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.