



TIONG SENG HOLDINGS LIMITED

(Incorporated in Singapore on 15 April 2008)
(Company Registration Number: 200807295Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of the members of Tiong Seng Holdings Limited (“Company”) will be held on 15 December 2023 at 9.30 a.m. at Bridge Room, Level 2, Raffles Marina Ltd, 10 Tuas West Drive, Singapore 638404 for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION 1

THE PROPOSED DISPOSAL OF THE LEASEHOLD PROPERTY LOCATED AT 510 THOMSON ROAD, #08-00, SLF BUILDING, SINGAPORE 298135 TO QUINTESSENTIAL WINE PURVEYORS PTE. LTD. FOR AN AGGREGATE CONSIDERATION OF S\$10,000,000 AS A MAJOR TRANSACTION

That:

- approval be and is hereby given for the disposal by Tiong Seng Contractors (Private) Limited (“TSC”), a wholly-owned subsidiary of the Company, of the leasehold property located at 510 Thomson Road, #08-00, SLF Building, Singapore 298135, for an aggregate consideration of S\$10,000,000, on the terms and subject to the conditions of the option granted by TSC on 12 September 2023 (the “SLF Property Option”) (the “Proposed SLF Property Disposal”);
- the directors of the Company (the “Directors”) and each of them be and are/is hereby authorised to approve, perform, complete and do all such acts and things (including, without limitation, approving, amending, modifying, supplementing and executing all such documents as may be required in connection with the Proposed SLF Property Disposal) as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to the Proposed SLF Property Disposal, the SLF Property Option and this ordinary resolution; and
- any acts, matters and things done or performed, or documents signed, executed, sealed and/or delivered by any Director in connection with the Proposed SLF Property Disposal and this ordinary resolution be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 2

THE PROPOSED ADOPTION OF THE DISPOSAL MANDATE FOR THE PROPOSED DISPOSAL OF (A) THE LEASEHOLD PROPERTY LOCATED AT 21 FAN YOONG ROAD, SINGAPORE 629796 (THE “FAN YOONG PROPERTY”), (B) THE LEASEHOLD PROPERTY LOCATED AT 6 TUAS SOUTH STREET 11, TIONG SENG @ TUAS SOUTH, SINGAPORE 637094 (THE “TUAS PROPERTY”) AND (C) TWO (2) CONTIGUOUS PLOTS OF VACANT FREEHOLD MEDIUM INDUSTRIAL LAND OF LOT NOS. LOT 15759 AND LOT 15760, BOTH LOCATED AT MUKIM OF RIMBA TERJUN, DISTRICT OF PONTIAN, STATE OF JOHOR, MALAYSIA (THE “PONTIAN LAND PARCELS”) (THE “DISPOSAL MANDATE”)

That:

- for purposes of Chapter 10 of the Listing Manual, approval be and is given to the Company and/or the respective subsidiaries for the disposal of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels to the extent mandated and according to the terms under the Disposal Mandate as described in the circular to shareholders of the Company dated 30 November 2023; and
- the Directors and any one of them be and is authorised and empowered to approve, complete and do all such acts and things (including without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the proposed disposals of the Fan Yoong Property, the Tuas Property and the Pontian Land Parcels pursuant to the Disposal Mandate and this resolution, and the transactions contemplated by the Disposal Mandate and/or authorised by this resolution, or for all the foregoing purposes.

By Order of the Board

Lai Foon Kuen
Company Secretary
Singapore, 30 November 2023

Notes:

- The members of the Company are invited to attend physically at the EGM. There will be no option for members to participate virtually.** Printed copies of this Notice of EGM together with the Proxy Form and the Circular will be sent to members. These documents are also available to members by electronic means via publication on the SGX website at <https://www.sgx.com/securities/company-announcements>. A member will need an internet browser and PDF reader to view these documents.
- Arrangements for participation in the EGM physically**
Members (including CPF and SRS Investors) may participate in the EGM by:
 - attending the EGM in person;
 - submitting questions to the Chairman of the EGM in advance of, or at, the EGM; and/or
 - voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies). CPF and SRS Investors who wish to appoint the Chairman of the EGM (and not third party proxy(ies)) as proxy are to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 6) below for details.
- A member who is not a relevant intermediary, entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the EGM.
- For any member who acts as a relevant intermediary pursuant to Section 181(6) of the Companies Act 1967 who is either:
 - a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of CPF Investors,you are entitled to **appoint one or more proxies** to attend and vote at the EGM. The proxy need not be a member of the Company. Please note that if any of your shareholdings are not specified in the list provided by the relevant intermediary to the Company, the Company may have the sole discretion to allow the said participation of the said proxy at the EGM.
- Where a member appoints more than one proxy, the member shall specify the proportion of his Shares to be represented by each such proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of Shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named or at the Company's option to treat the instrument of proxy as invalid.
- CPF/SRS Investors who hold Shares through CPF Agent Banks/SRS Operators:
 - may vote at the EGM if they are appointed as proxies by their representative CPF Agent Banks/SRS Operators, and should contact their representative CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by 9.30 a.m. on 13 December 2023.
- The instrument appointing a proxy or proxies must be deposited at 21 Fan Yoong Road, Tiong Seng Building, Singapore 629796, or sent via email to agm@tionseng.com.sg, in each case by 9.30 a.m. on 13 December 2023 (being not less than 48 hours before the time appointed for holding the EGM). The Company shall be entitled to and will treat any valid instrument appointing a proxy as a valid instrument for the member's proxy to attend, speak and vote at the EGM.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- A member can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory.
If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the Chairman of the EGM will vote or abstain from voting at his discretion.
- A member may ask question relating to the items on the agenda of the EGM by:
 - submitting questions via mail to 21 Fan Yoong Road, Tiong Seng Building, Singapore 629796; or
 - email to agm@tionseng.com.sg; or
 - if a member is attending the EGM in person, live at the EGM.

All questions being submitted ahead of the EGM must be submitted by no later than 9.30 a.m. on 7 December 2023. When submitting the questions via mail or email, please provide the following details, for verification purposes:

- full name;
- NRIC number;
- current residential address;
- contact number; and
- number of Shares held.

Please also indicate the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will address substantial and relevant questions relating to the resolutions to be tabled for approval by 10 December 2023 (“Responses to Q&A”).

The Company will endeavour to address (i) subsequent clarifications sought, (ii) follow-up questions, or (iii) subsequent substantial and relevant questions which are received after its Responses to Q&A at the EGM itself. Where substantially similar questions are received, such questions will be consolidated and consequently not all questions may be individually addressed.

The Company will, within one month after the date of the EGM, publish the minutes of the EGM on SGXNet, and the minutes will include the responses to the questions which are addressed during the EGM, if any.

- The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to vote thereat unless his name appears on the Depository Register 72 hours before the time appointed for the EGM.
- Important reminder.** Members are reminded to check SGXNet for any latest updates on the status of the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company or their respective agents or service providers (“Relevant Persons”) for the purpose of the processing and administration by the Relevant Persons of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Relevant Persons, the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Relevant Persons of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.

Photographic, sound and/or video recordings of the EGM may be made by the Relevant Persons for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Relevant Persons for such purpose.