

GENERAL MEETINGS: Notice of Meeting

TSH RESOURCES BERHAD

Type of Meeting	General
Indicator	Notice of Meeting
Description	Notice of 45th Annual General Meeting of TSH Resources Berhad
Date of Meeting	21 May 2025
Time	10:00 AM
Venue(s)	Ballroom 2, LG Level, Eastin Hotel 13, Section 16/11, Jalan Damansara 46350 Petaling Jaya Selangor Darul Ehsan Malaysia
Date of General Meeting Record of Depositors	13 May 2025

Resolutions

1. For Information

Description	To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
Shareholder's Action	For Information Only

2. Resolution 1

Description	To approve the payment of Directors' fees of RM312,000 for the financial year ended 31 December 2024.
Shareholder's Action	For Voting

3. Resolution 2

Description	To approve the payment of Directors' fees of RM374,000 from 1 January 2025 to the date of the next annual general meeting of the Company in 2026.
Shareholder's Action	For Voting

4. Resolution 3

Description	To approve the payment of Directors' benefits (excluding Directors' fees) of up to RM1,500,000 from the date immediately after the 45th AGM of the Company to the date of the next annual general meeting of the Company in 2026.
Shareholder's Action	For Voting

5. Resolution 4

Description	To re-elect Datuk Kelvin Tan Aik Pen who is retiring by rotation in accordance with Clause 100 of the Company's Constitution, and who being eligible, offers himself for re-election.
Shareholder's Action	For Voting

6. Resolution 5

Description	To re-elect Natasha binti Mohd Zulkifli who is retiring by rotation in accordance with Clause 100 of the Company's Constitution, and who being eligible, offers herself for re-election.
Shareholder's Action	For Voting

7. Resolution 6

Description	To re-elect Ina Hasniza binti Ibrahim who is retiring by rotation in accordance with Clause 97 of the Company's Constitution, and who being eligible, offers herself for re-election.
Shareholder's Action	For Voting

8. Resolution 7

Description	To reappoint BDO PLT as the Company's auditors and to authorise Directors to fix their remuneration.
Shareholder's Action	For Voting

9. Resolution 8

Description	Proposed Authority to Issue Shares and Waiver of Pre-Emptive Rights.
Shareholder's Action	For Voting

10. Resolution 9

Description	Proposed Renewal of the Authority for Share Buy-Back.
Shareholder's Action	For Voting

11. Resolution 10

Description	Retention of Dato' Jasmy bin Ismail as an Independent Non-Executive Director.
Shareholder's Action	For Voting

Please refer attachment below.



TSH RESOURCES BERHAD

Registration No. 197901005269 (49548-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Fifth Annual General Meeting (“45th AGM”) of the Company will be held at Ballroom 2, LG Level, Eastin Hotel, 13, Section 16/11, Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 21 May 2025 at 10.00 a.m. to transact the following business:

Ordinary Business

- | | |
|---|--|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of Directors’ fees of RM312,000 for the financial year ended 31 December 2024. | Resolution 1 |
| 3. To approve the payment of Directors’ fees of RM374,000 from 1 January 2025 to the date of the next annual general meeting of the Company in 2026. | Resolution 2 |
| 4. To approve the payment of Directors’ benefits (excluding Directors’ fees) of up to RM1,500,000 from the date immediately after the 45 th AGM of the Company to the date of the next annual general meeting of the Company in 2026. | Resolution 3 |
| 5. To re-elect the following Directors who are retiring by rotation in accordance with Clause 100 of the Company’s Constitution, and who being eligible, offer themselves for re-election:

(a) Datuk Kelvin Tan Aik Pen
(b) Natasha binti Mohd Zulkifli | Resolution 4
Resolution 5 |
| 6. To re-elect Ina Hasniza binti Ibrahim who is retiring in accordance with Clause 97 of the Company’s Constitution, and who being eligible, offers herself for re-election. | Resolution 6 |
| 7. To reappoint BDO PLT as the Company’s auditors and to authorise Directors to fix their remuneration. | Resolution 7 |

Special Business

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

- | | |
|---|---------------------|
| 8. ORDINARY RESOLUTION
PROPOSED AUTHORITY TO ISSUE SHARES AND WAIVER
OF PRE-EMPTIVE RIGHTS | Resolution 8 |
|---|---------------------|

“**THAT** subject always to the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered by the shareholders pursuant to Sections 75 and 76 of the Companies Act 2016 to issue new ordinary shares in the Company from time to time at such price, upon such terms and conditions, provided that the aggregate number of the new ordinary shares to be issued pursuant to

this resolution does not exceed 10% of the issued share capital of the Company for the time being.

THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 14 of the Constitution of the Company, approval be and is hereby given to waive the pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

THAT the Directors be and are empowered to obtain the approval from Bursa Malaysia Securities Berhad for listing of and quotation for the additional new ordinary shares to be issued.

THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.”

9. **ORDINARY RESOLUTION**
PROPOSED RENEWAL OF THE AUTHORITY FOR SHARE BUY-BACK

Resolution 9

“**THAT** subject to the Companies Act 2016, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Constitution of the Company and the approvals of other relevant authorities, the Company be and is hereby authorised to purchase and hold such number 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 in the interest of the Company provided that the aggregate number of shares purchased and held pursuant to this resolution does not exceed 10% of the issued share capital of the Company **AND THAT** the maximum amount of funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed its total retained profits of RM194,053,000 based on the latest audited financial statements as at 31 December 2024.

THAT such authority shall commence immediately upon passing of this ordinary resolution until the conclusion of the next annual general meeting of the Company unless earlier revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting or upon the expiration of the period within which the next annual general meeting is required by law to be held, whichever occurs first.

THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Share Buy-Back **AND FURTHER THAT** authority be and is hereby given to the Directors to deal with the shares so purchased in their absolute discretion in any of the following manner:

- (a) cancel the shares so purchased; or
- (b) retain the shares so purchased as treasury shares and held by the Company; or
- (c) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (d) distribute the treasury shares as dividends to shareholders and/or

resell on Bursa Securities and/or cancel all or part of them; or

- (e) transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; or

in any other manner as prescribed by the Companies Act 2016, rules, regulations and guidelines pursuant to the Companies Act 2016, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authority for the time being in force.”

**10. ORDINARY RESOLUTION
RETENTION OF DATO' JASMY BIN ISMAIL AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR**

Resolution 10

“**THAT** Dato' Jasmy bin Ismail who has served for a cumulative term of more than nine years, be and is hereby retained as an Independent Non-Executive Director until the conclusion of the next annual general meeting of the Company in accordance with the procedures under the Malaysian Code on Corporate Governance 2021.”

- 11. To transact any other business of which due notice shall have been given.

By Order of the Board

WONG MAY FUN, MAYEEN

Company Secretary

MAICSA 7018697/

SSM PC No. 202008002194

Kuala Lumpur

22 April 2025

NOTES:

1. Only depositors whose names appear in the Record of Depositors as at 13 May 2025 will be regarded as members and be entitled to attend, speak and vote at the meeting.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.
3. If the Proxy Form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit, and if no names are inserted in the space for the name of proxy, the Chairman of the meeting will act as proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the depositor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal. If you wish to appoint a proxy to attend and vote on your behalf at this meeting, you may deposit the duly completed and signed Proxy Form at the office of the Company's share registrar and poll administrator, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not later than 48 hours before the time appointed for holding this meeting or adjourned meeting. Alternatively, you may lodge your Proxy Form electronically through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not later than 48 hours before the time appointed

for holding this meeting or adjourned meeting. Please refer to the Administrative Guide for the procedures relating to lodgement of Proxy Form and revocation of proxy.

6. Pursuant to Paragraph 8.29A of the Listing Requirements of Bursa Securities, all resolutions set out in the Notice of 45th AGM will be put to vote by poll.

EXPLANATORY NOTES:

1. The Audited Financial Statements are meant for discussion only as it does not require shareholders' approval under the provision of Section 340(1)(a) of the Companies Act 2016. Hence, it will not be put forward for voting.
2. Resolution 1, the Company is seeking shareholders' approval for payment of Directors' fees totalling RM312,000 for financial year 2024, which include the fees payable to certain Independent Directors who are members of the Audit Committee.
3. Resolution 2, the proposed payment of Directors' fees to Independent Directors totalling RM374,000 for the period 1 January 2025 to the date of the next annual general meeting of the Company in 2026 are computed based on the existing fee structure, which has not changed since the last annual general meeting in 2024.

The resolution if passed, will facilitate the payment of Directors' fees on a quarterly basis or as and when required. The Board is of the view that Directors should be paid the fees upon them discharging their responsibilities and rendering their services to the Company.

4. Resolution 3, the benefits are payable to eligible Non-Executive Directors and comprise amongst others, allowance for attending meetings of the Board and Board Committees and other benefits-in-kind including company car and driver as well as other emoluments.

Non-Executive Directors who are shareholders of the Company will abstain from voting on Resolution 3 concerning their remuneration at the 45th AGM.

5. Resolutions 4 to 5 are in relation to re-election of the Directors who retire by rotation in accordance with Clause 100 of the Company's Constitution.

For the purpose of determining the eligibility of the retiring Directors to stand for re-election at the 45th AGM, the Board had through its Nomination Committee, assessed the performance and contribution of the retiring Directors. In addition, the Chairman of the Nomination Committee had also conducted an evaluation of the retiring Directors in accordance with the criteria set out in TSH Group Directors' Fit and Proper Policy. Based on the results of the respective Directors' performance and fit and proper evaluations conducted, the Board is satisfied with the retiring Directors' performance and level of contribution to the Board through their knowledge, skills and commitment as well as their abilities to act in the best interests of the Company. Besides, the Independent Director standing for re-election has also provided her annual confirmation of independence.

The retiring Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant meeting of the Board and the Nomination Committee.

The Director named in Resolution 4 who is the major shareholder of the Company, will abstain from voting on the resolution in respect of his own re-election at the 45th AGM.

6. Resolution 6 is in respect of re-election of Ina Hasniza binti Ibrahim who was appointed to the Board on 1 September 2024 and retires in accordance with Clause 97 of the Company's Constitution. The Board had through the Nomination Committee assessed her performance and contribution. The Chairman of the Nomination Committee had also assessed Ina Hasniza based on the Group Directors' Fit and Proper Policy. Based on the results of Ina Hasniza's performance and fit and proper evaluation conducted, the Board is satisfied with her performance and the level of her contribution to the Board through her knowledge, skills and commitment as well as her ability to act in the best interest of the Company. In addition, Ina Hasniza has also provided her annual confirmation of independence. Accordingly, the Board has accepted the Nomination Committee's recommendation for Ina Hasniza's re-election at the 45th AGM of the Company.
7. Resolution 8 is a renewal of the general mandate empowering the Directors of the Company pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares to be issued pursuant to the general mandate does not exceed 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting.

As at the date of the notice of the 45th AGM, the Company did not issue any new shares pursuant to the general mandate granted to the Directors at the last annual general meeting held on 20 May 2024.

The renewal of the general mandate will provide flexibility to the Company for any possible fund-raising activities without the need to convene a separate general meeting to specifically approve such issuance of shares and thereby, reducing administrative time and costs associated with the convening of such meeting. However, at this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

By voting in favour of Resolution 8, the shareholders of the Company will agree to waive their pre-emptive rights under Section 85 of the Companies Act 2016 and Clause 14 of the Constitution of the Company, to be offered new shares to be issued by the Company pursuant to this resolution.

8. For Resolution 9, the information in respect of the Proposed Renewal of the Authority for Share Buy-Back is set out in the Share Buy-Back Statement dated 22 April 2025.
9. Resolution 10, if passed, will allow Dato' Jasmy bin Ismail to be retained as an Independent Non-Executive Director until the conclusion of the next annual general meeting of the Company. Following the relevant assessment, the Board recommended that Dato' Jasmy be retained as an Independent Non-Executive Director of the Company based on the justifications stated in the Corporate Governance Overview Statement set out in the Annual Report 2024.

Personal Data Privacy:

By submitting an instrument appointing a proxy/proxies and/or representative/representatives to attend and vote at the annual general meeting 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 its agents) for the purpose of the processing and administration by the Company (or its agents) of the proxies and representatives appointed for the annual general meeting (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "Purposes");
- b. warrants that where the member discloses the personal data of the member's proxy/proxies and/or representative/representatives to the Company (or its agents), the member has obtained the prior consent of such proxy/proxies and/or representative/representatives for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy/proxies and/or representative/representatives 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.

TSH RESOURCES BERHAD

Registration no. 197901005269 (49548-D)
(Incorporated in Malaysia)

FORTY-FIFTH ANNUAL GENERAL MEETING (“45TH AGM”)

ADMINISTRATIVE GUIDE

The 45th AGM of TSH Resources Berhad (“Company”) will be held at Ballroom 2, LG Level, Eastin Hotel, 13, Section 16/11, Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 21 May 2025 at 10.00 a.m..

MEMBERS ENTITLED TO ATTEND, SPEAK AND VOTE

Only depositors whose names appear in the Record of Depositors as at 13 May 2025 will be regarded as members and be entitled to attend, speak and vote at the meeting or appoint proxies or representatives to attend, speak and vote on their behalf.

LODGEMENT OF PROXY FORM

1. Shareholders who are unable to attend the 45th AGM in person and wish to appoint their proxy/proxies to vote on their behalf, the instrument appointing proxy/proxies may be made in the following manner:
 - i. **In hardcopy form**
Deposit the Proxy Form at the office of the share registrar and poll administrator, Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time of holding the 45th AGM i.e. before Monday, 19 May 2025 at 10.00 a.m.. Any alteration to the Proxy Form must be initialled.
 - ii. **By electronic means** (following the steps below)
 - a. Log in to <https://investor.boardroomlimited.com>.
 - b. Select “TSH RESOURCES BERHAD 45TH ANNUAL GENERAL MEETING” from the list of Meeting Event(s) and click “Enter”.
 - c. Click “Submit eProxy Form”.
 - d. For Corporate Shareholders, select the company that the representative/representatives would like to represent (if more than one).
Note: Boardroom Smart Investor Portal now facilitates the registration of Corporate Shareholders.
 - e. Enter the CDS account number and number of shares held. Read and accept the General Terms and Conditions by clicking “Next”.
 - f. Then, insert the details of proxy/proxies or representative/representatives and voting instructions. If the proxy/proxies or representative/representatives shall act upon his/her or their discretion, please indicate “Discretionary”.
 - g. Review and confirm the appointment of proxy/proxies or representative/representatives and click “Next”.
 - h. Download or print the eProxy Form as acknowledgement. eProxy Form must be lodged not less than 48 hours before the time of holding the 45th AGM, i.e. before Monday, 19 May 2024 at 10.00 a.m..

2. Shareholders who wish to personally participate in the 45th AGM, please do not submit any Proxy Form. They will not be allowed to participate in the 45th AGM together with the proxy appointed by them.
3. Shareholders whose shares are traded on Singapore Exchange Securities Trading Limited, please refer to the instructions set out in the Voting Instruction (Form A) and Foreign Depository Proxy Form (Form B).

REVOCATION OF PROXY

If shareholders have submitted their Proxy Form prior to the 45th AGM and subsequently decide to appoint another person or wish to personally participate in the 45th AGM, please write in to BSR.helpdesk@boardroomlimited.com or via electronic means (as the case may be) to revoke the earlier appointment of proxy/proxies at least 48 hours before the holding of the 45th AGM i.e. before Monday, 19 May 2025 at 10.00 a.m. or proceed to the help desk counter on the meeting day to do revocation of proxy. Upon revocation, the proxy/proxies will not be allowed to participate in the 45th AGM. In such event, shareholders should advise their proxy/proxies accordingly.

DIGITAL COPIES OF AGM DOCUMENTS

As part of the Company's continued commitment to environmental sustainability, the following documents can be accessed and downloaded from the Company's website at <https://tsh.com.my/investorrelations>:

1. Notice of 45th AGM and Administrative Guide
2. Proxy Form
3. Form A and Form B (for shareholders whose shares are traded on Singapore Exchange Securities Trading Limited)
4. Annual Report 2024
5. Corporate Governance Report 2024
6. Statement on Proposed Renewal of Authority for Share Buy-Back

SUBMISSION OF PRE-AGM QUESTION(S)

1. Shareholders may submit in advance questions about the resolutions to be approved at the 45th AGM and Annual Report 2024 commencing Tuesday, 22 April 2025, and in any event not later than 10.00 a.m. on Wednesday, 14 May 2025 via Boardroom's website at <https://investor.boardroomlimited.com> using the same user ID and password provided by Boardroom, and select "SUBMIT QUESTION".
2. The Board of the Company will endeavour to respond to questions raised prior to and during the 45th AGM.

REGISTRATION

1. Registration will start at 8:00 a.m., and remain open until the conclusion of the 45th AGM or such time as may be determined by the Chairman of the meeting.
2. Shareholders are required to produce their original MyKad/Identification Card or Passport (for foreigners) during registration. Only original MyKad/Identification Card or Passport will be accepted for the purpose of identity verification. After registration, shareholders are reminded to take back their MyKad/Identification Card or Passport.
3. No person will be allowed to register on behalf of another person with the original MyKad/Identification Card or Passport of that another person.
4. Upon verification and registration,
 - a. shareholders shall sign the Attendance List, and they shall be provided with an identification wristband at the registration counter;

- b. a special QR code will be generated for shareholders to scan and access to the e-polling system using their own smartphone or tablet;
 - c. if a shareholder is attending the 45th AGM as a shareholder and a proxy, he/she will be registered once and will only be given one identification wristband; and
 - d. no person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement identification wristband to be issued in case shareholders lose/misplace their identification wristband.
5. After registration, shareholders shall immediately vacate the registration area and proceed to the meeting hall.
 6. The registration counter will only handle verification of identity and registration of attendance.
 7. Help desk support is available for any other enquiries, assistance or revocation of appointment of proxy/proxies.

VOTING AT MEETING

1. Voting 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 Boardroom as the poll administrator to conduct the poll by way of electronic voting (“e-Voting”) and GovernAce Advisory & Solutions Sdn. Bhd. as the independent scrutineer to verify the poll results.
2. e-Voting for all the resolutions set out in the Notice of 45th AGM will take place concurrently after the relevant questions in respect of these resolutions have been addressed.
3. When the poll is opened by the Chairman, shareholders can start voting on the resolutions using their smartphone or tablet with a special QR code generated during registration.

NO DOOR GIFT OR E-VOUCHER OR FOOD VOUCHER

There will be no distribution of door gifts, e-vouchers or food vouchers to shareholders, proxies or representatives who attend the 45th AGM.

PARKING

Shareholders may park their vehicle at the basement car park of the hotel. Parking fee will be borne by the Company. Shareholders may validate the parking ticket at the concierge located at level 1 of the hotel.

HEALTH AND SAFETY MEASURES

1. Attendees are encouraged to wear a face mask during the 45th AGM despite the use of face mask indoor is now optional.
2. Shareholders or proxies or representatives who have symptoms of being unwell with sore throat, flu, fever, cough or other common symptoms of Covid-19 are advised not to attend the 45th AGM.

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the meeting proceedings is allowed without the prior written permission of the Company.

ENQUIRY

If shareholders or proxies or representatives have any enquiries prior to the 45th AGM, please contact Boardroom during office hours (from 8.30 a.m. to 5.30 p.m.) from Mondays to Fridays:

Boardroom Share Registrars Sdn. Bhd.

Tel: +603 7890 4700

Email: BSR.Helpdesk@boardroomlimited.com

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy/proxies and/or representative/representatives to attend and vote at the annual general meeting and/or any adjournment thereof, a member of the Company:

- i. consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the proxies and representatives appointed for the annual general meeting (including any adjournment thereof), and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "Purposes"),
- ii. warrants that where the member discloses the personal data of the member's proxy/proxies and/or representative/representatives to the Company (or its agents), the member has obtained the prior consent of such proxy/proxies and/or representative/representatives for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy/proxies and/or representative/representatives 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.