

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of **TAT SENG PACKAGING GROUP LTD** (the “**Company**”) will be held by way of electronic means on Wednesday, 27 April 2022 at 2.00 p.m. (Singapore time) for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2021 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final ordinary dividend (one tier tax-exempt) of S\$0.025 per ordinary share for the financial year ended 31 December 2021. **(Resolution 2)**
3. To re-elect the following Directors of the Company who are retiring pursuant to Regulations 91 and 97 of the Constitution of the Company:
 

(i)	Mr Loh See Moon – Regulation 91	<b>(Resolution 3)</b>
(ii)	Madam Cheong Poh Hua – Regulation 91	<b>(Resolution 4)</b>
(iii)	Dr Goi Seng Hui – Regulation 97	<b>(Resolution 5)</b>
(iv)	Mr Kong WeiLi – Regulation 97	<b>(Resolution 6)</b>
(v)	Mr Lim Swee Say – Regulation 97	<b>(Resolution 7)</b>

**[See Explanatory Note (i)]**

4. To approve the payment of additional Directors’ fees of S\$43,422 for the financial year ended 31 December 2021. **(Resolution 8)**

**[See Explanatory Note (ii)]**

5. To approve the payment of Directors’ fees of up to S\$220,000 for the financial year ending 31 December 2022 to be paid half yearly in arrears (FY2021: S\$273,422 inclusive of additional fee of S\$43,422). **(Resolution 9)**

**[See Explanatory Note (iii)]**

6. To re-appoint Messrs KPMG LLP, Certified Public Accountants, as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 10)**

7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolution with or without amendments as Ordinary Resolution:

### 8. Authority to issue shares

That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

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- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with 8(2)(a) or 8(2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments, whichever is earlier.

**(Resolution 11)**

**[See Explanatory Note (iv)]**

By Order of the Board

Siau Kuei Lian  
Company Secretary  
Singapore

12 April 2022

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## Explanatory Notes:

- (i) Mr Loh See Moon will, upon re-election as a Director of the Company, remain as Managing Director and Chief Executive Officer of the Company. Please refer to page 41 to page 46 of the Corporate Governance Report in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Madam Cheong Poh Hua will, upon re-election as a Director of the Company, remain as Executive Director of the Company. Please refer to page 41 to page 46 of the Corporate Governance Report in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Dr Goi Seng Hui will, upon re-election as a Director of the Company, remain as Executive Chairman of the Company. Please refer to page 41 to page 46 of the Corporate Governance Report in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Mr Kong WeiLi will, upon re-election as a Director of the Company, remain as Non-Executive and Independent Director of the Company, a member of the Audit and Risk Committee, Remuneration Committee and Nominating Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Kong WeiLi and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Please refer to page 41 to page 46 of the Corporate Governance Report in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Mr Lim Swee Say will, upon re-election as a Director of the Company, remain as Non-Executive and Independent Director of the Company, Chairman of the Nominating Committee, a member of the Audit and Risk Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Lim Swee Say and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Please refer to page 41 to page 46 of the Corporate Governance Report in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

- (ii) Resolution 8, in item 4 above is to meet the shortfall of Directors' fees for the financial year ended 31 December 2021 for the additional Directors.
- (iii) Resolution 9, in item 5 above is to allow the Company to pay Directors' fees to Non-Executive and Independent Directors in arrears on a half-yearly basis for the financial year ending 31 December 2022. In the event that the amount of the Directors' fees proposed is insufficient, approval will be sought at the next AGM of the Company for payments to meet the shortfall.
- (iv) Resolution 11, in item 8 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

## Notes:

- Pursuant to COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Annual General Meeting (the "**Meeting**") is being convened and will be held by electronic means. In view of the current COVID-19 situation and the Company's efforts to minimise physical interactions and the transmission risk to a minimum, the shareholders will not be able to attend the Meeting in person.
- A Member of the Company (including a Relevant Intermediary\*) entitled to vote at the Meeting must appoint Chairman of the Meeting to act as a proxy and direct the vote at the Meeting.
- The duly executed instrument appointing Chairman of the Meeting as a proxy ("**Proxy Form**") must be deposited at the office of the Company's Share Registrar, **M & C Services Private Limited, at 112 Robinson Road, #05-01 Singapore 068902**, or email to **gpe@mncsingapore.com** by 2.00 p.m. on 24 April 2022.
- The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and wishes to appoint the Chairman of the Meeting as their proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes by 5.00 p.m. on 15 April 2022.

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\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 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 for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

## **Personal data privacy:**

By submitting an instrument appointing the Chairman of the Meeting as the proxy/(ies) and/or representative(s) to attend and vote at the 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy/(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy/(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy/(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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## NOTICE OF RECORD AND DIVIDEND PAYMENT DATE

**NOTICE IS HEREBY GIVEN** that subject to the approval of the shareholders of Tat Seng Packaging Group Ltd (the “**Company**”) for the Final Ordinary Dividend being obtained at the Annual General Meeting (“**AGM**”), the Register of Members and Transfer Books of the Company will be closed on 14 May 2022 for the purposes of determining the shareholders’ entitlements to the proposed Dividend.

Duly completed registrable transfers of shares received by the Company’s Share Registrar, M & C Services Private Limited, of 112 Robinson Road, #05-01 Singapore 068902 up to 5.00 p.m. on 13 May 2022 will be registered to determine members’ entitlements to the said Dividends. Subject to the aforesaid, members whose Securities Account with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 13 May 2022 will be entitled to the proposed Dividend.

The proposed payment of the Dividend, if approved by the shareholders at the AGM will be paid on 27 May 2022.

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## IMPORTANT NOTICE TO SHAREHOLDERS ON THE ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The AGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed Annual Report together with the Notice of the AGM and Proxy Form will be sent to members. This Notice will be published on the Company’s website at <http://www.tspg.sg/investor-relations/company-announcements> and made available on the SGX website at <http://www.sgx.com/securities/company-announcements>.

Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the Meeting can be electronically accessed via live audio-visual or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions prior to, or at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company’s announcement published on 11 April 2022.

**Due to the current COVID-19 situation and the Company’s efforts to minimise physical interactions and the transmission risk to a minimum, the shareholders will not be able to attend the Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.**