

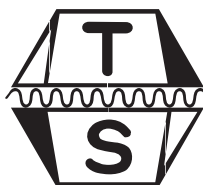
CIRCULAR DATED 4 APRIL 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Tat Seng Packaging Group Ltd (the "**Company**"), you should immediately forward this Circular to the purchaser, transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular.



TAT SENG PACKAGING GROUP LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 197702806M)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO:-

THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	23 April 2019 at 3.00 p.m.
Date and time of Extraordinary General Meeting	:	26 April 2019 at 3.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue)
Place of Extraordinary General Meeting	:	348 Jalan Boon Lay Singapore 619529

TABLE OF CONTENTS

CONTENTS	PAGE
DEFINITIONS.....	2
LETTER TO SHAREHOLDERS	4
1. INTRODUCTION	4
2. THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ..	5
3. EXTRAORDINARY GENERAL MEETING	6
4. ACTION TO BE TAKEN BY SHAREHOLDERS	7
5. DIRECTORS' RECOMMENDATION.....	7
6. DIRECTORS' RESPONSIBILITY STATEMENT	7
7. DOCUMENTS AVAILABLE FOR INSPECTION	7
APPENDIX A – PROPOSED AMENDMENTS TO THE CONSTITUTION.....	A-1
NOTICE OF EXTRAORDINARY GENERAL MEETING	N-1
PROXY FORM	

DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

“AGM”	:	An annual general meeting of the Company
“Amendment Act”	:	The Companies (Amendment) Act 2017 (No. 15 of 2017)
“Board”	:	The board of Directors of the Company
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 4 April 2019
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as may be amended, modified or supplemented from time to time
“Company”	:	Tat Seng Packaging Group Ltd
“Constitution”	:	The constitution of the Company, as may be amended, modified, or supplemented from time to time
“Directors”	:	The directors of the Company as at the Latest Practicable Date
“EGM”	:	The extraordinary general meeting of the Company
“FY2018”	:	Financial year ended on 31 December 2018
“Latest Practicable Date”	:	21 March 2019, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as may be amended or modified from time to time
“Notice of EGM”	:	The notice of the EGM as set out in pages N-1 to N-2 of this Circular
“Proxy Form”	:	The shareholder proxy form in respect of the EGM as set out in this Circular
“Regulations”	:	The regulations of the Company contained in the Constitution
“Rules”	:	The rules of the Listing Manual
“Securities Account”	:	The securities account maintained by a Depositor with CDP

DEFINITIONS

“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore, as may be amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with the Shares
“Shares”	:	Ordinary shares in the share capital of the Company
“Special Resolution”	:	The special resolution as set out in the Notice of EGM

The terms “**Depositor**”, and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

References to persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual, or any relevant laws of the Republic of Singapore or any statutory modification thereof and used in this Circular shall have the same meaning assigned to it under the Companies Act, the Listing Manual, or any relevant laws of the Republic of Singapore or any statutory modification thereof, as the case may be.

Any reference to a time of a day in this Circular shall be a reference to Singapore time unless otherwise stated.

LETTER TO SHAREHOLDERS

TAT SENG PACKAGING GROUP LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 197702806M)

Directors:

Dr Allan Yap

(Executive Chairman)

Dr John Chen Seow Phun

(Deputy Chairman, Non-Executive and Independent Director)

Mr Loh See Moon

(Managing Director/Chief Executive Officer)

Dr Tang Cheuk Chee

(Executive Director)

Mdm Cheong Poh Hua

(Executive Director)

Mr Lien Kait Long

(Non-Executive and Lead Independent Director)

Mr Lee Po On Mark

(Non-Executive and Independent Director)

Mr Kong WeiLi

(Non-Executive and Independent Director)

Mr Siu Wai Kam

(Non-Executive and Independent Director)

Mr Goh Yang Jun, Jasper

(Non-Executive and Independent Director)

Registered Office:

28 Senoko Drive

Singapore 758214

4 April 2019

To: **The Shareholders of Tat Seng Packaging Group Ltd**

Dear Sir/Madam,

THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**1. INTRODUCTION**

- 1.1 The Directors propose to convene an EGM to be held on 26 April 2019 to seek Shareholders' approval for the proposed amendments to the Constitution of the Company.
- 1.2 The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the proposed Special Resolution to be tabled at the EGM, and to seek Shareholders' approval for the resolution relating to the same. The EGM is to be held on 26 April 2019, immediately following the conclusion or adjournment of the AGM to be held at 3.00 p.m. (on the same day and at the same venue) or at any adjournment thereof.
- 1.3 The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular.
- 1.4 This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than the Shareholders) or for any other purpose.

LETTER TO SHAREHOLDERS

2. THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

- 2.1 **Companies (Amendment) Act 2017.** The Companies (Amendment) Act 2017, which was passed in Parliament on 10 March 2017 and took effect in phases on 31 March 2017, 23 May 2017 and 11 October 2017, introduced further changes to the Companies Act, which aim to ensure that the corporate regulatory regime in Singapore remains robust. One of the key changes includes the removal of the requirement for a company to have a common seal.
- 2.2 **Amendments to Listing Rules.** On 6 August 2018, the Monetary Authority of Singapore issued the revised Code of Corporate Governance (the “**2018 Code**”), which supersedes the previous Code of Corporate Governance that was issued in May 2012 (the “**2012 Code**”). Important requirements stipulated in the 2012 Code have been shifted to the Listing Manual, rendering compliance with the requirements mandatory. The SGX-ST announced amendments to the Listing Manual to incorporate these requirements. Save for certain amendments, for which a longer transition period of three (3) years has been provided, the amendments to the Listing Manual took effect on 1 January 2019.
- 2.3 **Proposed Amendments to the Constitution.** The Company is proposing to incorporate amendments to the Constitution so as to take into account the changes to the Companies Act introduced pursuant to the Amendment Act, as well as to ensure consistency with the prevailing listing rules of the SGX-ST as revised further to the 2018 Code, in compliance with Rule 730(2) of the Listing Manual.
- 2.4 **Summary of Amendments.** The following are the provisions of the Constitution which have been amended. For shareholders’ ease of reference, Appendix A sets out the proposed amendments of the Constitution, with additions underlined and deletions marked with a strikethrough.

2.4.1 **Companies Act**

Regulations 116, 117, and 118. Regulations 116, 117 and 118, which relate to the common seal of the Company, have been revised pursuant to the Amendment Act to state that the provisions apply where the Company has a common seal. This is in line with Section 41A of the Companies Act (as introduced by the Amendment Act), which provides that a company may have a common seal but need not have one.

2.4.2 **Listing Manual**

Rule 730(2) of the Listing Manual provides that if an issuer amends its articles of association or other constituent documents, they must be made consistent with all the listing rules prevailing at the time of amendment. The following regulations have been updated for consistency with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in accordance with Rule 730(2) of the Listing Manual:–

- (a) **Regulations 87 and 91.** Regulations 87 and 91, which relate to the retirement, removal and resignation of the Chief Executive Officer or Managing Director and provide, amongst others, that the Chief Executive Officer or Managing Director shall not be subject to retirement by rotation, have been amended to reflect the requirement of Rule 720(5) of the Listing Manual, which requires all directors to submit themselves for re-nomination and re-appointment at least once every three (3) years.

LETTER TO SHAREHOLDERS

- (b) **Regulation 139A.** On 31 March 2017, amendments to the listing rules came into effect to permit listed issuers to send documents to shareholders electronically under the new regimes under the Companies Act, subject to the Listing Manual, and to any other additional safeguards for the use of the deemed consent and implied consent regimes under Rules 1209 to 1212 of the Listing Manual. Accordingly, Regulations 139A(1), 139A(4), and 139A(5) which relate to the service of notice to Shareholders, have been amended, and new Regulation 139A(7) has been included. The SGX-ST has amended Chapter 12 of the Listing Manual to permit the use of electronic communications to transmit documents, including circulars and annual reports, to shareholders, but shareholders may request for a physical copy of the documents from the issuer. Regulation 139A(3) has been revised for compliance with Rule 1210 of the Listing Manual, which requires an issuer to send the following documents to shareholders by way of physical copies:–
- (i) Forms or acceptance letters that shareholders may be required to complete;
 - (ii) Notice of meetings, excluding circulars or letters referred in that notice;
 - (iii) Notices and documents relating to takeover offers and rights issues;
 - (iv) Notices under Rule 1211 of the Listing Manual to inform shareholders how to request for a physical copy of a document that has been sent to shareholders by electronic communications; and
 - (v) If the issuer uses website publication as the form of electronic communications, notices under Rule 1212 of the Listing Manual to inform shareholders of the following:-
 - (aa) The publication of the document on the website;
 - (bb) If the document is not available on the website on the date of notification, the date on which it will be available;
 - (cc) The address of the website;
 - (dd) The place on the website where the document may be accessed; and
 - (ee) How to access the document.

Should the Company make use of the new regimes to transmit documents electronically to Shareholders, the Company will need to comply with the Act, the applicable listing rules of the SGX-ST and other applicable regulations or procedures.

3. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-2 of this Circular, will be held on 26 April 2019 at 348 Jalan Boon Lay, Singapore 619529, at 3.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the AGM to be convened on the same day and at the same venue) for the purpose of considering, and if thought fit, passing the special resolution set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

4. ACTION TO BE TAKEN BY SHAREHOLDERS

- 4.1 If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the Proxy Form enclosed with this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902, not less than seventy-two (72) hours before the time appointed for holding of the EGM.
- 4.2 The completion and lodgement of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes. In such an event, the Proxy Form will be deemed to be revoked. A Depositor will not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears in the Depository Register at least seventy-two (72) hours before the time fixed for the EGM, as certified by CDP to the Company.

5. DIRECTORS' RECOMMENDATION

The Directors are of the view that the proposed amendments to the Constitution are in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the Special Resolution relating to the proposed amendments to the Constitution of the Company as set out in the Notice of EGM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

- 6.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed amendments to the Constitution, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.
- 6.2 Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

7. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Constitution of the Company is available for inspection at the registered office of the Company during normal business hours from the date hereof up to and including the date of the EGM.

Yours faithfully

For and on behalf of the Board of Directors of
TAT SENG PACKAGING GROUP LTD

Dr Allan Yap
Executive Chairman

APPENDIX A – PROPOSED AMENDMENTS TO THE CONSTITUTION

Appendix A sets out the proposed amendments to the Constitution, with additions underlined and deletions marked with a strikethrough.

1. Regulations 87 and 91

87. A Chief Executive Officer or Managing Director shall ~~not~~ while he continues to hold that office be subject to retirement by rotation and he shall ~~not~~ be taken in account in determining the rotation of retirement of Directors ~~but~~and he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause, he shall ipso facto and immediately cease to be a Chief Executive Officer or Managing Director.
91. At each Annual General Meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office at least every three years and shall be eligible for re-election. ~~No~~A Director holding office as Managing or Joint Managing Director or Chief Executive Officer shall be subject to retirement by rotation ~~or to~~and shall be taken into account in determining the number of Directors to retire.

Retirement, removal and resignation of Chief Executive Officer or Managing Director.

Retirement of Directors by rotation.

2. Regulations 116, 117, and 118

116. Where the Company has a seal, ~~the~~ Directors shall provide for the safe custody of the Seal which shall not be used without the authority of the Directors or of a committee authorised by the Directors in that behalf. The general powers given by this Regulation shall not be limited or restricted by any special authority or power given to the Directors by any other Regulation.
117. Subject to the provisions of the Relevant Laws, ~~Every~~ instrument to which the Seal shall be affixed shall be signed autographically by one Director and the Secretary or by two Directors save that as regards any certificates for shares or debentures or other securities of the Company, the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature or other method approved by the Directors.
118. (1) Where the Company has a seal, ~~the~~ Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and such powers shall be vested in the Directors.
- (2) Where the Company has a seal, ~~the~~ Company may exercise the powers conferred by the Act with regard to having a duplicate Seal as referred to in Section 124 of the Act which shall be a facsimile of the Seal with the addition on its face of the words "Share Seal".

Seal.

Affixing seal.

Official seal.

Share seal.

APPENDIX A – PROPOSED AMENDMENTS TO THE CONSTITUTION

3. Regulations 139A(1), 139A(2), 139A(3), 139A(4), and 139A(5)

- 139A. (1) Without prejudice to the provisions of Regulation 139 this Constitution, but subject otherwise to any applicable rules on electronic communication and the listing rules of the Stock Exchange, any notice or document (including, without limitations, any accounts, financial statements, balance-sheet or report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by the Directors, to a Member or officer or Auditor of the Company may be given, sent or served using electronic communication to the current address of that person or by making it available on a website, sending of data storage devices, including, without limitation, CD-ROMs and USB flash drives to the current address of that person, or such other form of electronic communication as the Directors deem fit, in accordance with the provisions of this Constitution, or as otherwise provided by, the Act and/or any other applicable regulations—or—procedures laws on electronic communication, and the listing rules of the Stock Exchange. Such notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the current address of such person or as otherwise provided under the Act, Relevant Laws, and/or any other applicable regulations or procedures.
- Electronic communication.
- (a) For the purposes of Regulation 139A(1), a Member shall be deemed to have agreed to receive such notice or document by way of such electronic communication and shall not have a right to elect to receive a physical copy of such notice or document, unless otherwise provided under the Act or the listing rules of the Stock Exchange.
- Implied Consent.
- (b) Notwithstanding Regulation 139A(1), the Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communication or as a physical copy, and a Member shall be deemed to have consented to receive such notice or document by way of electronic communication if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document, unless otherwise provided under the Act or the listing rules of the Stock Exchange, provided always that a Member shall be entitled to revoke his consent or deemed consent to receive such notice or document by way of electronic communication by giving such revocation by notice in writing to the Company, and until such fresh election in writing is received by the Company, the election that is communicated to the Company last in time shall prevail over all previous elections as such Member's valid and subsisting election in relation to all notices and documents to be sent. The Directors will abide by the Act, the listing rules and other applicable regulations or procedures in the exercise of their discretion to give a Member the opportunity to elect.
- Deemed Consent.

APPENDIX A – PROPOSED AMENDMENTS TO THE CONSTITUTION

- (2) Any election or deemed election by a Member pursuant to Regulation 139A(1) above is a standing election, but the Member may make a fresh election at any time, provided that until the Member makes a fresh election, the election or deemed election that is conveyed to the Company last in time prevails over all previous elections as that Member's valid and subsisting election in relation to all documents and notices to be sent pursuant to Regulation 139A(1) above.
- (3) Regulations 139A(1) and 139A(2) above shall not apply to such notices or documents that are excluded from being given, sent or served by electronic communication or means pursuant to the Act and any regulations made under the Act relating to electronic communication and any listing rules of the Stock Exchange or the rules and/or bye-laws governing the Stock Exchange, including but not limited to:
- Exclusions.
- (a) forms or acceptance letters that members may be required to complete;
 - (b) notices of meetings, excluding circulars or letters referred to in that notice;
 - (c) notices and documents relating to takeover offers and rights issues;
 - (d) notices under the listing rules of the Stock Exchange to inform shareholders how to request for a physical copy of a document that has been sent to shareholders by electronic communication; and
 - (e) if the Company uses website publication as the form of electronic communication, notices under the listing rules of the Stock Exchange to inform shareholders of the following:
 - (i) the publication of the document on the website;
 - (ii) if the document is not available on the website on the date of notification, the date on which it will be available;
 - (iii) the address of the website;
 - (iv) the place on the website where the document may be accessed; and
 - (v) how to access the document.
- (4) Unless otherwise provided under the Act or the listing rules of the Stock Exchange, and/or any other applicable regulations or procedures, Where a notice or document is given, sent or served by electronic communication:
- When notice given by electronic communication deemed served.

APPENDIX A – PROPOSED AMENDMENTS TO THE CONSTITUTION

- (a) to the current address of a person pursuant to Regulation 139A(1), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or “returned mail” reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), ~~unless otherwise provided under the Act and/or any other applicable regulations or procedures;~~ and
 - (b) by making it available on a website pursuant to Regulation 139A(1) it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, ~~or unless otherwise provided under the Act and/or any other applicable regulations or procedures.~~
- (5) Where a notice or document is given, sent or served to a member by making it available on a website pursuant to Regulation 139A(1), the Company shall, subject to the listing rules of the Stock Exchange, give separate notice to the Member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one or more of the following means:
- (a) by sending such separate notice to the member personally or through the post pursuant to Regulation 139;
 - (b) by sending such separate notice to the member using electronic communication to his current address pursuant to Regulation 139A(1);
 - (c) by way of advertisement in the daily press; and/or
 - (d) by way of announcement to the Stock Exchange.
- (6) For the avoidance of doubt, the usage of electronic communication for notices and/or documents shall only be allowed if the listing rules of the Stock Exchange subsequently allow for it.
- (7) When the Company uses electronic communication to send a document to a shareholder, the Company shall inform the shareholder as soon as practicable of how to request a physical copy of that document from the issuer. The Company shall provide a physical copy of that document upon such request.

Physical
copies.

NOTICE OF EXTRAORDINARY GENERAL MEETING

TAT SENG PACKAGING GROUP LTD

(Incorporated in the Republic of Singapore)
(Company Registration No. 197702806M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Tat Seng Packaging Group Ltd (the “**Company**”) will be held at 348 Jalan Boon Lay, Singapore 619529 on Friday, 26 April 2019 at 3.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without modifications, the following special resolution:–

SPECIAL RESOLUTION:

THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

That:

- (a) the proposed amendments to the Constitution of the Company in the manner and to the extent set out in the Circular to the Shareholders of the Company dated 4 April 2019 be and is hereby approved; and
- (b) the Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including executing such documents as may be required, approving and making any subsequent amendment, alteration, or modification to the Constitution to comply with the requirements of the Companies Act, and sign and file and/or submit any notices, forms, and documents with or to the relevant authorities) as they and/or he may consider expedient or necessary to give effect to this Special Resolution.

By Order of the Board

Chew Kok Liang
Company Secretary
Singapore

Date: 4 April 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) Where a member (other than a Relevant Intermediary*) appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- (3) A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified).
- (4) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
- (5) The instrument appointing a proxy or proxies 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, not less than seventy-two (72) hours before the time appointed for holding the EGM.**

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) 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;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 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 (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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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.

TAT SENG PACKAGING GROUP LTD

Company Registration No. 197702806M
Incorporated in the Republic of Singapore

PROXY FORM

(Please read notes overleaf before completing this Form)

IMPORTANT:

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investors") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We* _____ (Name), NRIC/Passport/Co. Reg.* No. _____

of _____ (Address)

being a member/members* of Tat Seng Packaging Group Ltd (the "Company") hereby appoint:-

Name	NRIC/Passport* No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or*

Name	NRIC/Passport* No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her/them*, the Chairman of the Extraordinary General Meeting (the "EGM"), as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the EGM of the Company to be held at 348 Jalan Boon Lay, Singapore 619529 on Friday, 26 April 2019 at 3.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote "for" or "against" the Special Resolution proposed at the EGM as indicated hereunder. 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 proxy/proxies* will vote or abstain from voting at his/her/their* discretion. **If no person is named in the above boxes, the Chairman of the EGM shall be my/our* proxy to vote for or against the Special Resolution to be proposed at the EGM as indicated hereunder, for me/us* and on my/our* behalf at the EGM and at any adjournment thereof.**

Voting will be conducted by Poll. If you wish to exercise all your votes 'For' or 'Against', please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Special Resolution	No. of votes "For"	No. of votes "Against"
To approve the proposed amendments to the Constitution of the Company		

Dated this _____ day of _____ 2019

Total No. of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
and, Common Seal of Corporate Shareholder

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES ON THE REVERSE SIDE



Notes:-

- (1) Please insert the total number of Shares in the Company (the “**Shares**”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
- (2) A member of the Company (other than a Relevant Intermediary*), entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Where a member (other than a Relevant Intermediary*) appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number or class of shares shall be specified).
- (4) Subject to note 8, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
- (5) The instrument appointing a proxy or proxies 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, not less than seventy-two (72) hours before the time appointed for holding the EGM.**
- (6) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies 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.
- (7) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- (8) An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investors**”) and/or the Supplementary Retirement Scheme (“**SRS Investors**”) (as may be applicable) may attend and cast his vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
- (9) Unless a lesser number of shares is specified by the member on the form itself, the instrument appointing a proxy/proxies shall be deemed to relate to all the shares held by the member in the account for which this form was issued.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) 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;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), 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 a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 4 April 2019.

General

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her/their name(s) in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.