

TAN CHONG MOTOR HOLDINGS BERHAD
Registration No. 197201001333 (12969-P)
(Incorporated in Malaysia)

MINUTES OF 52ND ANNUAL GENERAL MEETING OF TAN CHONG MOTOR HOLDINGS BERHAD (“TCMH” OR “THE COMPANY”) HELD AT THE BROADCAST VENUE AT TRICOR BUSINESS CENTRE, GEMILANG ROOM, UNIT 29-01, LEVEL 29, TOWER A, VERTICAL BUSINESS SUITE, AVENUE 3, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 29 MAY 2024 AT 2.30 P.M.

PRESENT

Directors

Present at the broadcast venue:

Mr. Lee Min On (*Chairman of the Meeting*) (*Senior Independent Non-Executive Director*)
Dato’ Tan Heng Chew (*President*)
Mr. Ho Wai Ming a.k.a. Mr. Daniel Ho (*Group Chief Executive Officer*)
Mr. Ng Chee Hoong (*Independent Non-Executive Director*)
Dato’ Ng Mann Cheong (*Non-Independent Non-Executive Director*)
Dato’ Chan Choun Sien a.k.a. Dato’ Christopher Chan (*Independent Non-Executive Director*)
Dr. Nesadurai Kalanithi a.k.a. Dr. Kala (*Independent Non-Executive Director*)
Ms. Chia Tuang Mooi a.k.a. Ms. Carol Chia (*Executive Vice President*)

Members, Corporate Representatives and Proxies

Joined online via Tricor’s TIIH Online:

As per Attendance List attached

In Attendance

Present at the broadcast venue:

Mr. Chong Choon Yeng (*Chief Financial Officer/Company Secretary*)
Ms. Chin Yoon Leng a.k.a. Ms. Sharon Chin (*Joint Company Secretary*)
Mr. Lee Hean Kok of KPMG PLT (*engagement partner of External Auditors*)

Joined via video-conferencing:

Representatives of KPMG PLT (*External Auditors*)
Representatives of Tricor Investor & Issuing House Services Sdn. Bhd. (*Poll Administrator*)
Representative of Scrutineer Solutions Sdn. Bhd. (*Scrutineer*)
Members of Senior Management as per Attendance List attached

Mr. Lee Min On, a Senior Independent Non-Executive Director, presided as Chairman of the Meeting.

1. Chairman's Address

On behalf of the Board of Directors, Mr. Lee Min On welcomed all members who participated remotely either in person or by corporate representative or by proxy ("Members") to the Company’s 52nd Annual General Meeting ("AGM" or "the Meeting"). He informed the Members that the Directors had elected him to chair the 52nd AGM.

The Chairman informed that:

- (i) The AGM was conducted virtually through live streaming and online remote voting using remote participation and voting facility (“RPV”) in accordance with Section 327 of the Companies Act 2016.

- (ii) Attendance at the Meeting was restricted to shareholders, duly appointed proxies and authorised representatives of corporate shareholders who had registered to join the Meeting remotely;
- (iii) As all discussions that transpired at the Meeting were deemed confidential and only for the knowledge of such relevant parties, all visual or audio recording whilst the Meeting was ongoing was strictly prohibited unless the prior written consent of the Company had been obtained; and
- (iv) While the Company endeavoured to ensure a smooth live streaming, the quality of the broadcast might be affected by the audience's internet bandwidth connection.

The Chairman proceeded to introduce the Board of Directors, the Chief Financial Officer cum Company Secretary, the Joint Company Secretary and Mr. Lee Hean Kok, the engagement partner of the External Auditors, KPMG PLT who were present with him at the broadcast venue.

2. Quorum

The Chairman informed that the Company Secretaries had confirmed that there was a requisite quorum present, and the Meeting was then called to order.

3. Notice

With the consent of the Members, the notice convening the Meeting ("Notice of Meeting") was taken as read.

4. Voting Requirements

The Chairman also informed the Members of the following:

- (i) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Meeting would be put to vote by poll;
- (ii) As Chairman of the Meeting, he demanded for a poll to be taken on all the resolutions as set out in the Notice of Meeting, pursuant to Article 66 of the Company's Constitution, to be conducted by way of electronic polling;
- (iii) The Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") to administer the poll voting electronically and Scrutineer Solutions Sdn. Bhd. as Scrutineer to verify the poll results; and
- (iv) The e-voting session was available until closure of the voting session to be announced later and Members could cast their votes then or later after all the resolutions had been read out. The results of the poll voting would be announced after the Scrutineers had verified the poll results upon closure of the voting session.

Upon invitation by the Chairman, the representative of Tricor, the Poll Administrator, briefed the Members on the voting procedures.

5. Meeting Procedures

The Chairman welcomed the Members to raise questions on real time by transmitting questions via the query box which would be opened throughout the whole Meeting, and to vote on the resolutions in the agenda of the Meeting. He informed that questions received would be moderated to avoid repetition, and lengthy questions would be summarised for brevity.

Before proceeding further, the Chairman highlighted that the Company had received questions in advance from Members prior to the AGM. The Chairman would address those, as well as questions received live via the query box after concluding all the items on the agenda of the Meeting.

6. Audited Financial Statements, and Reports of the Directors and Auditors

The Audited Financial Statements of the Group and the Company for the financial year ended 31 December 2023, together with the Reports of the Directors and Auditors, which had been earlier circulated to the Members within the prescribed period and, with the permission of the Members, were taken as read.

Upon the Chairman's invitation, Mr. Daniel Ho gave a presentation on the overview of the financial performance of the Group for the financial year ended 31 December 2023 and the strategies going forward.

The Chairman then informed the Members that the Audited Financial Statements were laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They did not require shareholders' approval and hence, would not be put for voting. Accordingly, the Chairman declared that the Audited Financial Statements of the Group and the Company for the financial year ended 31 December 2023, together with the Reports of the Directors and Auditors thereon, laid at the Meeting in accordance with Section 340(1)(a) of Companies Act 2016 be duly received.

7. Directorate

7.1 Re-election of Dr. Nesadurai Kalanithi as Director

The Members were informed that in accordance with Article 82 of the Company's Constitution, Dr. Nesadurai Kalanithi, Independent Non-Executive Director, would retire from the Board and being eligible, had offered herself for re-election.

The Chairman put the motion relating to the re-election of Dr. Nesadurai Kalanithi as Director of the Company in accordance with Article 82 of the Company's Constitution (Proposed Ordinary Resolution 1) to the Meeting for consideration.

7.2 Re-election of Ms. Chia Tuang Mooi as Director

The Members were informed that in accordance with Article 82 of the Company's Constitution, Ms. Chia Tuang Mooi, Executive Director, would retire from the Board and being eligible, had offered herself for re-election.

The Chairman put the motion relating to the re-election of Ms. Chia Tuang Mooi as Director of the Company in accordance with Article 82 of the Company's Constitution (Proposed Ordinary Resolution 2) to the Meeting for consideration.

7.3 Re-election of Mr. Ng Chee Hoong as Director

The Members were informed that in accordance with Article 103 of the Company's Constitution, Mr. Ng Chee Hoong, Independent Non-Executive Director, would retire from the Board by rotation and, being eligible, had offered himself for re-election.

The Chairman put the motion relating to the re-election of Mr. Ng Chee Hoong as Director of the Company in accordance with Article 103 of the Company's Constitution (Proposed Ordinary Resolution 3) to the Meeting for consideration.

7.4 Re-election of Dato' Chan Choun Sien as Director

The Members were informed that in accordance with Article 103 of the Company's Constitution, Dato' Chan Choun Sien, Independent Non-Executive Director, would retire from the Board by rotation and, being eligible, had offered himself for re-election.

The Chairman put the motion relating to the re-election of Dato' Chan Choun Sien as Director of the Company in accordance with Article 103 of the Company's Constitution (Proposed Ordinary Resolution 4) to the Meeting for consideration.

8. Directors' Fees

The Members were informed that Proposed Ordinary Resolution 5 was to approve the payment of Directors' fees of up to RM770,000/- in aggregate to the Non-Executive Directors of the Company and up to RM32,400/- in aggregate to the Non-Executive Directors of TC Trust Labuan Limited, a subsidiary of the Company, during the course of the period from 30 May 2024 until the next Annual General Meeting of the Company.

The Chairman put the said motion to the Meeting for consideration.

9. Directors' Benefits

The Members were informed that Proposed Ordinary Resolution 6 was to approve the payment of Directors' benefits of up to RM500,000/- in aggregate to the Non-Executive Directors of the Company, up to RM10,800/- in aggregate to the Non-Executive Directors of TC Capital Resources Sdn. Bhd., up to RM7,200/- in aggregate to the Non-Executive Directors of Tan Chong & Sons Motor Company Sdn. Bhd., and up to RM3,600/- in aggregate to the Non-Executive Directors of TMC Services Sdn. Bhd., subsidiaries of the Company, during the course of the period from 30 May 2024 until the next Annual General Meeting of the Company.

The Chairman put the said motion to the Meeting for consideration.

10. Re-appointment of Auditors

The Members were informed that the External Auditors, KPMG PLT, represented by the engagement partner, Mr. Lee Hean Kok, had indicated their willingness to continue in office.

The Chairman put the motion relating to the re-appointment of KPMG PLT as Auditors of the Company for the financial year ending 31 December 2024 (Proposed Ordinary Resolution 7), to hold office until the conclusion of the next Annual General Meeting, with their remuneration to be fixed by the Directors, to the Meeting for consideration.

11. Proposed Renewal of Authority for the Company to Purchase Its Own Shares

The Members were informed that the Proposed Ordinary Resolution 8 was relating to the renewal of authority for the Company to purchase its own shares from time to time provided that the aggregate number of shares purchased and/or held did not exceed 10% of the total number of issued shares of the Company as set out in the Notice of Meeting.

The Chairman put forward the motion to the Meeting for consideration.

12. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Members were informed that the Proposed Ordinary Resolutions 9, 10, 11 and 12 related to shareholders' mandates for recurrent related party transactions. The Chairman reminded those Members who had interests in the recurrent related party transactions to abstain from voting on the relevant motions and to ensure that persons connected with them also abstained from voting.

12.1 Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Warisan TC Holdings Berhad and its Subsidiaries and Jointly-Controlled Entities

The Chairman put forward the motion relating to the "Proposed shareholders' mandate for recurrent related party transactions with Warisan TC Holdings Berhad and its subsidiaries and jointly- controlled entities" (Proposed Ordinary Resolution 9) as set out in the Notice of Meeting, to the Meeting for consideration.

12.2 Proposed Shareholders' Mandate for Recurrent Related Party Transactions with APM Automotive Holdings Berhad and its Subsidiaries and Joint Ventures

The Chairman put forward the motion relating to the "Proposed shareholders' mandate for recurrent related party transactions with APM Automotive Holdings Berhad and its subsidiaries and joint ventures" (Proposed Ordinary Resolution 10) as set out in the Notice of Meeting, to the Meeting for consideration.

12.3 Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Tan Chong International Limited and its Subsidiaries

The Chairman put forward the motion relating to the "Proposed shareholders' mandate for recurrent related party transactions with Tan Chong International Limited and its subsidiaries" (Proposed Ordinary Resolution 11) as set out in the Notice of Meeting, to the Meeting for consideration.

12.4 Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Auto Dunia Sdn. Bhd.

The Chairman put forward the motion relating to the "Proposed shareholders' mandate for recurrent related party transactions with Auto Dunia Sdn. Bhd." (Proposed Ordinary Resolution 12) as set out in the Notice of Meeting, to the Meeting for consideration.

13. Any Other Business

The Chairman confirmed that no notice was received for transacting any other business.

14. Questions & Answers

The Chairman dealt with the questions received prior to the AGM. The list of those questions and the responses were appended as **Annexure I**.

The Chairman then proceeded to deal with the remaining questions that were received via the query box during the AGM. He reiterated that any unanswered questions, together with those that had already been responded to, would be uploaded on the Company's website, as soon as practicable after the Meeting. The list of the aforesaid questions received via the query box and the responses were appended as **Annexure II**.

15. E-Polling Process

There being no other business to be transacted at the Meeting, the Chairman allowed 10 minutes for those who had not casted their votes to do so. Meanwhile the Poll Administrator briefed the Members on the e-polling process.

On the closing of the voting session, the poll results were handed to the Scrutineer for validation which took about 30 minutes.

16. Announcement of Poll Results

At 5.00 p.m. the Chairman informed the Meeting that the poll results, attached as **Annexure III**, duly validated by the Scrutineer were available, as shown on the screen and announced by the Scrutineer.

Based on the poll results, the Chairman declared Ordinary Resolutions 1 to 12 carried/duly passed as follows:

Ordinary Resolution 1 - Re-election of Dr. Nesadurai Kalanithi as Director

RESOLVED:

THAT Dr. Nesadurai Kalanithi retiring in accordance with Article 82 of the Company's Constitution and being eligible, be re-elected a Director of the Company.

Ordinary Resolution 2 - Re-election of Ms. Chia Tuang Mooi as Director

RESOLVED:

THAT Ms. Chia Tuang Mooi retiring in accordance with Article 82 of the Company's Constitution and being eligible, be re-elected a Director of the Company.

Ordinary Resolution 3 - Re-election of Mr. Ng Chee Hoong as Director

RESOLVED:

THAT Mr. Ng Chee Hoong retiring in accordance with Article 103 of the Company's Constitution and being eligible, be re-elected a Director of the Company.

Ordinary Resolution 4 - Re-election of Dato' Chan Choun Sien as Director

RESOLVED:

THAT Dato' Chan Choun Sien retiring in accordance with Article 103 of the Company's Constitution and being eligible, be re-elected a Director of the Company.

Ordinary Resolution 5 - Directors' Fees

RESOLVED:

THAT Directors' fees of up to RM770,000/- in aggregate to the Non- Executive Directors of the Company and up to RM32,400/- in aggregate to the Non-Executive Directors of TC Trust Labuan Limited, a subsidiary of the Company, during the course of the period from 30 May 2024 until the next Annual General Meeting of the Company, be approved.

Ordinary Resolution 6 – Directors' Benefits

RESOLVED:

THAT Directors' benefits of up to RM500,000/- in aggregate to the Non-Executive Directors of the Company, up to RM10,800/- in aggregate to the Non-Executive Directors of TC Capital Resources Sdn. Bhd., up to RM7,200/- in aggregate to the Non-Executive Directors of Tan Chong & Sons Motor Company Sdn. Bhd., and up to RM3,600/- in aggregate to the Non-Executive Director of TMC Services Sdn. Bhd., subsidiaries of the Company, during the course of the period from 30 May 2024 until the next Annual General Meeting of the Company, be approved.

Ordinary Resolution 7 - Re-appointment of Auditors

RESOLVED:

THAT KPMG PLT be re-appointed Auditors of the Company for the financial year ending 31 December 2024 and to hold office until the conclusion of the next Annual General Meeting and that their remuneration be fixed by the Directors.

Ordinary Resolution 8 - Proposed Renewal of Authority for the Company to Purchase its Own Shares

RESOLVED:

THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount 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 and expedient in the interest of the Company, provided that:

- (i) the aggregate number of shares purchased and/or held pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company at any point in time of the purchase; and

- (ii) the Directors shall resolve at their discretion pursuant to Section 127 of the Act whether to cancel the shares so purchased, to retain the shares so purchased as treasury shares or to retain part of the shares so purchased as treasury shares and cancel the remainder of the shares or in any other manner as may be permitted and prescribed by the Act, rules, regulations, guidelines, requirements and/or orders pursuant to the Act and/or the rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force.

THAT an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Share Buy-Back.

THAT the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities.

Ordinary Resolution 9 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Warisan TC Holdings Berhad and its Subsidiaries and Jointly-Controlled Entities

RESOLVED:

THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with Warisan TC Holdings Berhad and its subsidiaries and jointly-controlled entities involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties"), including those as set out in Paragraph 3.2.1.1 of the Company's Circular to Shareholders dated 30 April 2024 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.

Ordinary Resolution 10 - Proposed Shareholders’ Mandate for Recurrent Related Party Transactions with APM Automotive Holdings Berhad and its Subsidiaries and Joint Ventures

RESOLVED:

THAT subject to the Companies Act 2016 (“Act”), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries (“TCMH Group”) to enter into all arrangements and/or transactions with APM Automotive Holdings Berhad and its subsidiaries and joint ventures involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group (“Related Parties”), including those as set out in Paragraph 3.2.1.2 of the Company’s Circular to Shareholders dated 30 April 2024 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders (“Shareholders’ Mandate”).

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.

Ordinary Resolution 11 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Tan Chong International Limited and its Subsidiaries

RESOLVED:

THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with Tan Chong International Limited and its subsidiaries involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties") including those as set out in Paragraph 3.2.1.3 of the Company's Circular to Shareholders dated 30 April 2024 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders' Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate.

Ordinary Resolution 12 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions with Auto Dunia Sdn. Bhd.

RESOLVED:

THAT subject to the Companies Act 2016 ("Act"), the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("TCMH Group") to enter into all arrangements and/or transactions with Auto Dunia Sdn. Bhd. involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the TCMH Group ("Related Parties"), including those as set out in Paragraph 3.2.2 of the Company's Circular to Shareholders dated 30 April 2024 provided that such arrangements and/or transactions are recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders ("Shareholders' Mandate").

THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time such approval will lapse, unless by an ordinary resolution passed at a general meeting of the Company, the authority of the Shareholders’ Mandate is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first.

THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.

17. Closure of Meeting

There being no other business, the Meeting closed at 5.03 p.m. with a vote of thanks to the Chairman of the Meeting.

SIGNED AS A CORRECT RECORD

LEE MIN ON
Chairman of the Meeting

Kuala Lumpur
Dated: 11 July 2024

**1. Shareholder/Proxy : (i) Employees Provident Fund Board
(ii) Permodalan Nasional Berhad**

Question 1 : Does the company have any designated action plan or a specific timeframe to increase the representation of female directors?

Response : TCMH Board welcomes boardroom diversity among the Members. The Board also believes appointment of any new director should be based on merits so that the person can contribute to the Company's growth and shareholder value creation. While there is no specific timeframe for the 30% target women director representation, TCMH will endeavour to give due consideration to this matter. As you would note, TCMH recent two (2) new directors appointed were women directors.

Question 2 : Could you please share details regarding any change in the fee structure for directors' payments and benefits from the forthcoming AGM to the subsequent AGM of the company?

Question 3 : Could you also specify the date of the most recent review of the fee structure?

Question 4 : Can you provide explanation on why there is an increase in total remuneration of about 20% from FY22 to FY23?

Question 5 : Can we also acquire information on the historical and proposed directors' fee structure for FY24?

Response : In view of the increasing responsibilities of the Directors TCMH had reviewed the fee structure in March 2023. The quantum which TCMH is seeking for the shareholders' approval in this upcoming AGM (2024 AGM) are same as that of last year, i.e., no change.

The increase in Directors' Fees in FY2023 (RM586,200/-) compared to FY2022 (RM496,200/-) was due to the appointment of an additional NED on 1 July 2023, namely Dr. Nesadurai Kalanithi. For FY2024, TCMH is seeking shareholders' approval for an aggregate amount of Directors' Fees of RM770,000/-.

The increase is to cater for the existing 5 NEDs and an additional NED who may be appointed when a suitably qualified NED is identified, for Board diversity and growth strategy.

The historical remunerations of the NEDs are as presented below:

		Directors' Remuneration (RM)		
		2023	2022	2021
		Chairman/ Members	Chairman/ Members	Chairman/ Members
Fees approved by Shareholders	Board and Board Committees	770,000	500,000	500,000
Fees paid out	Board and Board Committees	586,200	496,200	423,000

2. Shareholder/Proxy : Employees Provident Fund Board

Question 1 : The Company has KPMG as its auditor. To gain further clarity, has the KPMG partner been the company's audit partner for more than 7 years?

Question 2 : When is the last rotation of partners been made?

Response : Pursuant to the revised Section 540.5 of the MIA By-Law, which was updated on 2 January 2024, it is required that an audit engagement partner who is involved in an audit of a public listed company (PLC) shall not exceed a period of more than 7 cumulative years. Prior to the change in the By-Law, TCMH observed that KPMG PLT practised audit partner rotation every 5 years for Tan Chong's audit engagement. For FY2023, Mr. Lee Hean Kok is TCMH's audit engagement partner for the third year.

Question 3 : RRPT with Warisan TC Holdings Berhad ("WTCH") – increase transaction for revenue (from RM135m to RM269m) and transaction for expenses (from RM198m to RM612m).

RRPT with APM Automotive Holdings Berhad ("APM") – increase in transaction for revenue (from RM32.3m to RM72.5m) and transaction for expenses (from RM62.5m to RM72.5m).

The company is seeking an increase in mandate on transaction with revenue/expenses as mentioned above, is there any justification for that?

Question 4 : Just to confirm, does this imply that TCMH is undergoing significant capital expenditure in FY24, such as refurbishing plants or factories?

Question 5 : Concerning the RRPT with WTCH, could you explain why TCMH is requesting an increase in the RRPT mandate despite the lower utilisation rate for the actual amount?

Response : The estimated RRPT values are computed based on projected business volume so as to cater for new business opportunities that are expected to materialise in FY2024. Also, TCMH has taken into consideration the change of economic and competitive environments which could affect the RRPT values.

We do not expect any material capital expenditure under RRPT as the existing assets will be utilised. The increase in the RRPT with Warisan TC Holdings Berhad ("WTCH") is mainly due to the increase in purchases for trucks and motor vehicles from WTCH for sale in 2024. These transactions will enable TCMH to generate additional revenue through new business opportunities.

- 3. Shareholder/Proxy : Cheang Heng Hung, Chew Gaik Kim & Lee Chew Foong**
- Question 1** : Kindly consider distributing door gift to delight the shareholders.
- Response** : As in previous years, there is no door gift for virtual meeting. We would like to reward our shareholders by creating more value.
- Nonetheless, as a token of appreciation for your participation, there are exclusive rewards and special offers just for our shareholders. You will find the information on these exclusive rewards on the screen during the vote casting session.
- We truly appreciate your participation in this Meeting.
- 4. Shareholder/Proxy : Yap Wee Seong & Kow Lih Shi**
- Question 1** : What is the company's plan to increase overall sales revenue to bring more nett profit, mainly Malaysia market and export?
- Bursa Report Q1 2024, Page 13: How the company responds to stiff competition? FYI, I hardly seen any TC offer promotion publicly to clear old stocks. And, TIV in general is still growing.
- Question 2** : Is TCMH doing anything to bring back the level of sales revenue prior to COVID-19 pandemic?
- Response** : We are working on those measures as shared in the Group CEO presentation to help our Group navigate the challenges with a view to return to profitability. Among the key drivers for the Group to return to a sustainable growth path and ensure profitable position are: -
- **improving competitiveness** in the market with new products & innovative technology (e-power) based on good brand value proposition, stable supply chain, leverage on the wider sales & service network, elevating customer experience and customer-focused engagements, building long-term relationship with customers;
 - **efficient financial management** focusing on cost optimisation, prudent cash control & investment management, improving business productivity and efficiency; and
 - **strengthening regional business** to improve with better assets utilisation and leveraging on the sales & service network to deliver products to meet consumers' needs.

5. Shareholder/Proxy : Kow Lih Shi

Question 1 : Many other competitors have recently had bad news releases and recalled their vehicles. What is the company's risk management plan in Tan Chong Motor Holdings Berhad ("TCMH") should a vehicle recall occur?

Response : The Management has always given the highest priority to product and engineering quality, and has always complied with the stringent quality and safety measures imposed by our Principals and is in full compliance with the stringent requirements.

In the event of an unlikely product recall, the Group will be guided by the stringent SOPs imposed by our principals and has in place adequate mitigation plans to ensure the interests of our customers are safeguarded.

Question 2 : EV market are huge and many Nissan concept cars were showcased in Japan. Are these vehicles coming to Malaysia?

Response : To-date, many units of Nissan Leaf have been sold since the launching in 2013.

The Group was a pioneer player in EV market when we introduced the Nissan Leaf EV into Malaysia in 2013 and Renault Zoe EV in 2015. The updated Nissan Leaf and Renault Zoe launched in 2023 are based on proven electrified technology and strong track record. These models offer good brand value proposition to the market and appeals to discerning EV buyers preferring proven Japanese and European engineering quality and safety standards.

Furthermore, Nissan has developed an "EV bridging technology" called **e-power technology** that can broaden the vehicle range. The e-power technology vehicles are powered by electric motor without the need for conventional plug-in charging, i.e., drive like an EV but without the "range-anxiety" concern as experienced in an EV. The innovative e-power technology models will be introduced in Malaysia in stages starting in the second half 2024.

The Group will continue to evaluate suitable models with the latest technology and engage with our principals to introduce into Malaysia.

Question 3 : Nissan have huge experience in Hybrid technology. Will TCMH bring more of these vehicles to be locally assembled and will it be profitable?

Response : We are taking measures to stay competitive and ensure our products line-up offers strong brand value proposition to our customers.

In addition to the fully electric vehicle, Nissan Leaf, we have also introduced hybrid models into the line-up of Nissan energy-efficient vehicles. The Hybrid models which are currently available in our showrooms are the Nissan Serena S-Hybrid and Nissan X-Trail Hybrid. Serena S-Hybrid is one of our core models and the best-seller

in the mid-size MPV segment.

Question 4 : Is TCMH bringing back vehicle models that were proven to be fuel efficient?

Response : In the sedan vehicle segment, we offer the Nissan Almera Turbo, a fuel-efficient sedan vehicle with turbo torque while achieving an exceptional fuel economy of 18.4km/L (5.4L/100km).

This is the technology that keeps you a step ahead as part of Nissan Intelligent Mobility.

The Group will continue to evaluate the suitability and market potential of new vehicle models to be introduced to penetrate the market. Nissan has developed an “EV bridging technology” called **e-power technology**.

The e-power technology vehicles are powered by electric motor without the need for conventional plug-in charging. The new models with this innovative e-power technology will be our main catalysts to drive sales in the years ahead.

Question 5 : Does Hydrogen vehicle will be new market trend rather than EV?

Response : We will work with our principals, such as Nissan and Renault, whenever there is any new vehicle technology to be introduced into the markets; including hydrogen vehicle technology, when it is commercially available.

Question 6 : What is company’s plan to stay competitive in the domestic automotive market? What is the company’s future plans?

Response : We have shared some of the action plans in the Group CEO presentation. Among which are: -

- the NRC and network improvements to elevate customers’ experience;
- rolling out new products with innovative technology that offer strong brand value proposition;
- more customer-centric engagement programmes to build trust and confidence;
- leverage on digital technology for better customer connectivity; and
- Our strong products portfolio targeting key customer segments will be further enhanced with e-power technology.

Question 7 : What would be the company's key competitive advantage in the domestic market? What are the focus areas that TCMH is exploring?

Are there any specific area that TCMH is focussing to drive revenue for the Group?

Response : On the customers touch points, the Group has been focusing on elevating customer experience via an upgraded and modern sales and service outlets, whilst leveraging on digital innovation and providing mobility solutions to enhance our customers' experience. More customer-centric engagement programmes will be rolled out in our efforts to further strengthen customers' trust and confidence in our products and services.

Our main focus in the domestic market will be on accelerating the market penetration through the campaign of "Nissan. Discover Excitement" via strengthening of our product line-up with a rejuvenated brand image, driven by a cutting-edge e-power technology.

Overall, the Group's aim is to be an integrated automotive player spanning across manufacturing and assembly, distribution and after-sales services for both passenger and commercial vehicles, covering the growth markets in Malaysia and Indo-China.

Question 8 : Will the domestic commercial vehicles division become the main revenue for TCMH?

Response : The division will continue to be one of the main income sources for the Group. We have broadened the product line-up to cater to the fast-growing logistics and transportation sector.

With the introduction of the new Euro 5 UD Quester and UD Kroner in Quarter 4 2023, we continue to receive healthy bookings in 2024.

As shared in the Group CEO's presentation, we have also developed commercial vehicles such as light trucks and buses for Vietnam market. We will continue to leverage on our wide network of sales and after-sales outlets to serve our customers.

With a wider regional footprint, the Group can tap into a broader customer base and market. Our commercial vehicles sales and service network plus wide product offerings would enable the Group to leverage on the robust demand for commercial vehicles in line with economic growth.

Question 9 : Is the company still practicing cost rationalisation (i.e. same as during COVID-19 pandemic period)?

Response : The Group has implemented on-going cost control and productivity improvement measures to mitigate the costs of doing business.

Moving ahead, the Group will continue to intensify the initiatives to improve efficiency and productivity in our business operations. In addition, stringent controls over new investments and more efficient management of working capital are expected to better conserve the cash within the Group.

Through these principles of prudent resources management, the Group expects to navigate through the challenging times ahead arising from higher material costs as well as the strong US Dollar and strive to deliver long term operational and financial sustainability.

Question 10 : Has TCMH implemented Artificial Intelligence (“AI”) into its business operations?

Response : Over the years, TCMH Group has adopted new technology into our business.

For example, we introduced robotics and automation processes in certain assembly production as well as digital technology in our business eco-system ranging from cars sales, after-sales service, and subscription to insurance services. Nissan vehicles today are equipped with Nissan Intelligent Mobility, a suite of integrated technology designed to increase safety, comfort and control while driving.

We understand AI in the automotive business offers numerous benefits, from enhancing manufacturing efficiency and product development to improving customer experience and vehicle safety. By leveraging on AI technologies, automotive companies can stay competitive, innovate continuously, and meet the evolving needs of their customers.

However, companies need to invest in the necessary infrastructure, talent, and partnerships, ensuring that they are well-positioned to harness the full potential of AI in their operations.

Question 11 : How many customers still return to Nissan Service Centres to have their post-warranty vehicles serviced?

Response : We noticed a marginal decline in the number of post-warranty vehicle owners, especially since the COVID-19 pandemic in 2020.

We continue to initiate promotions and campaigns to retain our customers. At the same time, the Group has invested in our sales and service network to elevate customer experience.

We will continue to encourage these Nissan owners to return to our after-sales service centre by offering strong brand value proposition and providing excellent customer service standard.

We also offer extended warranty programmes to encourage the car owners to come back so that they can enjoy the extended warranty care. We are positive that the intakes of post-warranty vehicles will increase over time as we continue to target this segment of customers with good value propositions.

Question 12 : Does the local Nissan models get all the latest technology that are available in the Japanese market?

Response : Our existing models have advanced automotive technologies like those available in the Japanese market.

For example, the advanced technology Nissan Intelligent Mobility are found in many Nissan models available in Malaysia. Certain technology may require further study before introduction due to local regulatory environment, technical conditions or suitability.

The Company will continue to evaluate to bring in the models to meet the demand of domestic market. This year, we will be introducing E-power models with the latest and proprietary technology of Nissan to Malaysian and Indochina markets.

Question 13 : Does company less inventory Research and Development (“R&D”)?

Response : The Company has allocated dedicated resources in R&D activities. The investment in the R&D activities are carried out with a long-term view. We will report the progress of this initiative at a more appropriate juncture when more materials results have been achieved in the future.

6. Shareholder/Proxy : Ho Chee Meng

Question 1 : Renault Cars are a French brand. Since France is world renowned for its fashion and perfumes. If marketing promotion activities are directed to the expatriate community in Malaysia. There is a chance of some Marginal improvement in Sales? Any comments from the Marketing director?

Response : The Malaysian automotive market is highly competitive and the brand familiarity is a key factor. Renault sees the opportunity for Malaysia. The brand has been focusing on key attributes namely quality, performance, smart technology, safety, and stylish design, all of which are important to Malaysia audiences.

The Group has introduced Renault Subscription Programme since 2019 to enable more customers to experience the driving of Renault car in Malaysia. To-date, we have more than 3,000 active users under our various subscription programmes. There are also more Renault cars on the road today.

7. Shareholder/Proxy : Yap Wee Seong

Question 1 : TC share price is hitting almost historical low and Price-to-Book value (“P/B”) of 0.21 times. What action will the board take to bring back share price?

Response : We conduct regular briefings to provide latest business update and corporate developments to the analysts and other stakeholders.

However, the share price is highly dependent on market sentiments and other external factors which are not within the control of the Company. The Company will continue with the business improvement measures to deliver better performance.

Question 2 : Sales is lagging and as a result in Q1 2024 Quarterly Results (“QR”), TC reported an operating loss of RM4.3 million. What are the other reasons for these losses other than depreciate charge? How the board going to turnaround the company?

Response : As announced on Bursa Malaysia on 24 May 2024, the Group recorded a lower revenue due to softer consumer sentiments and highly competitive business landscape in the local and overseas markets. We are taking actions to stay competitive as presented in the Group CEO presentation.

Question 3 : From Q1 2024 QR announcement, Vietnam reported EBITDA loss and had triple compared to 2023, can the board elaborate?

Response : Our Vietnam business segment recorded lower revenue and higher LBITDA due to the MG distributorship in Vietnam which ended after 30 June 2023 and forex loss recognised in Q1 2024. We have launched commercial vehicles (TQ Wuling and King Long Euro 5 bus) and are starting to gain traction. We also plan to commence operations to distribute GAC vehicles in 2H 2024 to improve performance.

Question 4 : X-Trail e-Power was launched in Laos and Cambodia, when this model will launch in Malaysia? How many new models especially Nissan brand is scheduled to be launched in 2024?

Response : As announced on Bursa Malaysia on 24 May 2024, the Group is on schedule to introduce new models with the e-Power technology towards the end of 2024 and early 2025.

As part of our marketing plans, we will provide further marketing communications on the new models launches at the appropriate time.

- Question 5** : Inventory stood at approximately RM0.8 billion. Compared to another listed company, its inventory stood at RM0.3 billion with similar revenue. Can you breakdown the inventory by age (below 3 months, 3-6 months, 6-12 months, more than 12 months). Any dead stock or slow-moving models? How the board address this?
- Response** : Our inventory mainly consist of new CBU vehicles, used vehicles, KD packs for CKD assembly and spare parts, all of these are high value items. During statutory audit for financial year ended 31 December 2023, the Management had already assessed the Group's inventory at year end and had made the appropriate impairment for slow-moving stocks and stock obsolescence. Our average inventory holding is 4 months.
- Question 6** : TCMH's property, plant and equipment ("PPE") is high at RM2.3 billion, do you plan to dispose some of the assets or non-core business to reduce company's debt and focusing on Automotive business?
- Response** : Part of the PPE also include assembly plants, office buildings, service centres and showrooms which are currently being used by the Group for our business activities. We have disposed of certain non-essential properties which are no longer required. The Management and the Board will continue to evaluate and assess any opportunities that may arise in order to optimise the usage of the Group's properties and to maximise shareholders' value.
- 8. Shareholder/Proxy : Yap Wee Seong & Ho Chee Meng**
- Question 1** : Sport cars like Nissan GTR has stopped production. Any plans to resume production or customised order?
- Referring to Nissan Fair Lady and other Nissan sports models that were legendary in their time. Will these models resume production anytime soon?
- Question 2** : Nissan Sylphy was a popular car in China for the last 5 years. Any possibility for Nissan Japan to introduce this model into the Malaysian market in the near future?
- Response** : TCMH is not in a position to comment on this matter as Nissan Motor Co. Ltd. is a separate public listed entity.
- However, the Company will continue to evaluate the suitability of new models that could be brought in to meet the demand of the domestic market.

1. Shareholder/Proxy : Lee Leong Tin

Question : What's the future of motorcar, electric car, Nissan car, and TCMH?
Summary reply requested from Management.

Response : To-date, many units of Nissan Leaf have been sold since the launch in 2013. The Group was a pioneer player in EV market when we introduced the Nissan Leaf EV into Malaysia in 2013 and Renault Zoe EV in 2015. The updated Nissan Leaf and Renault Zoe launched in 2023 are based on proven electrified technology and strong track record. These models offer good brand value proposition to the market and appeals to discerning EV buyers preferring proven Japanese and European engineering quality and safety standards. Furthermore, Nissan has developed an “EV bridging technology” called e-power technology that can broaden the vehicle range. The e-power technology vehicles are powered by electric motor without the need for conventional plug-in charging, i.e., drive like an EV but without the “range-anxiety” concern as experienced in an EV. The innovative e-power technology models will be introduced in Malaysia in stages starting in the second half 2024.

For the Group, we are taking actions to stay competitive in the market by:-

- improving competitiveness with new products based on good brand value proposition, leverage on the established nation-wide sales and service network, elevating customer experience and building long-term relationship with customers based on digital connectivity and innovation;
- offering innovative technology with e-power technology vehicles packed with Nissan Intelligent Mobility and proven engineering quality, reliability and safety technologies to cater to discerning customers;
- commitment to enhancing customers confidence and trust in Tan Chong’s solid industry reputation/experience with complete automotive eco-system;
- nation-wide touch points with service centres and showrooms that provide customers with worry-free vehicles ownership experience;
- regional expansion by tapping into growing automotive markets in Indochina; and
- sustainability initiatives in operations, from manufacturing to sales and service, will be key to meeting regulatory requirements and consumer expectations.

In summary, the future of motor vehicles, particularly EVs, is poised for significant growth and innovation. Nissan Motor Co., Ltd. and Tan Chong Motor Holdings Berhad, having a long standing relationship of more than 65 years, will play vital roles in this transformation by embracing new technologies, expanding our product offerings, and focusing on sustainability and customer satisfaction.

2. Shareholder/Proxy : Kow Lih Shi

Question : The diesel vehicle, soon less demand in domestic user in Malaysia due to subsidies, SME and solo operate might change to petrol or alternative, how was future business plan of Company?

Response : Diesel is still widely used in the commercial vehicles to serve the business purpose. The removal of subsidies may have short-term impact but we do not expect a complete elimination of its usage. The SMEs and small business operators will continue to enjoy the diesel subsidies given by the govt.

We will be introducing the e-power technology vehicles starting 2H 2024 which provide EV driving experience and fuel efficient solution to the customers.

3. Shareholder/Proxy : Leong Wai Leong

Question : Afternoon Board of Directors, please send a copy of annual report to me and please give e-wallet or e-vouchers to those attending this meeting. Thank you.

Response : We noted your request for the hard copy of the annual report and shall deliver the physical copy to your registered address.

Meanwhile, the annual report is also available in our corporate website www.tanchonggroup.com.

4. Shareholder/Proxy : Tai Phoo Siew @ Thay Phoo Siew & Tan Chai Heng

Question : Why the lower arms of Nissan Almera Auto model are so un-durable?

Response : Thank you for bringing your concern to our attention. We are committed to providing you with the best service possible.

Our service team will reach out to you to understand more about your vehicle complaint and assist you in resolving the issue. We appreciate your patience and look forward to addressing your concern promptly.

5. Shareholder/Proxy : Koh Chooi Peng

Question 1 : Remuneration paid to executive directors increased further to RM17.855 million despite the Group underperformed with lower revenue and increased in losses for the year. Note 24 - page 175 of AR states that remuneration paid to executive directors were by virtue of their contract of service or employment.

Can the Chairman of Board Nominating & Remuneration Committee explain the huge payout to the Executive Directors despite the losses suffered by the Group?

Response : The remuneration of the Executive Directors was linked to corporate and individual performance in addition to retaining the committed Directors to lead the Group successfully. The Board takes into consideration the industry comparable remuneration packages in determining the remuneration packages for the Executive Directors.

During the COVID in 2020 - 2021, the remuneration of the EDs were reduced as part of the austerity measures undertaken by the Group.

The duties of the Executive Directors are expanded beyond the economic element. They are now required to oversee the performance of Environmental, Social and Governance as well. Furthermore, our Group's business operations covered a wide regional foot-print beyond Malaysia. In deciding the Executive Directors' remuneration packages, the Board also takes into consideration the heavier responsibilities shouldered by the Executive Directors in sustaining and expanding the performance of the Group and the investment return to the shareholders in the current competitive environment.

Question 2 : One of the main reason for the losses by the motor division is due to the lack of new models launched under the Nissan marques and having to sell uncompetitive models which is shown by its shrinking market share in all segments. This is very disappointing in view of the decades' long business relationship with Nissan Motor. There must be proactive steps to negotiate with Nissan Japan to get newer models to be launched in Malaysia.

Response : Over the years, the Group has continued to engage with Nissan on new models introduction. We have launched the new Almera Turbo, Navara, Serena Hybrid and Nissan Leaf to stay competitive.

The Group will be introducing new models with e-power technology starting in 2H 2024.

Question 3 : The Company investing RM73.824 million for the acquisition of intangible assets in FY2023 (Statement of Cash Flows - Page 116 of AR).

(1) Please elaborate on the type of intangible assets acquired.

(2) Why is the asset acquired classified as "intangible assets"?

Response : The acquisition of intangible asset was referring to the floating solar plant that was completed in 2023. The Group recognised such asset as an intangible asset, in accordance to the accounting standard IC12, Service Concession Arrangement.

Question 4 : The acquisition of property, plant & equipment in FY2023 increased further to RM118.580 million (Statement of Cash Flows - page 116 of AR).

Please provide the breakdown of the major PPE acquired and the basis for the expenditure.

- Response** : The acquisition of PPE during the year was for replacement of test drive and courtesy cars as well as cars for subscriptions, and for refurbishments and investments in other areas for business growth.
- Question 5** : The hearing of the application for leave to appeal to the Federal Court is fixed on 7 May 2024 in relation to the litigation involving Tan Chong industrial Equipment Sdn. Bhd.
- Please provide an update on this legal case.
- Response** : On 16 November 2023, the Court of Appeal allowed TCIE's appeal and set aside the High Court Judgement dated 15 July 2021. The Court of Appeal has also awarded RM120,000/- in costs to TCIE for the costs of the appeal and the costs of the High Court, subject to allocatur fees.
- The Plaintiffs are to file the notice of appeal against the decision of Court of Appeal of 16 November 2023 by 21 May 2024 and all appeal records by 5 August 2024. A date for the hearing of the appeal before the Federal Court will thereafter be fixed by the Registrar of the Federal Court.
- Question 6** : The Company has over the years entered into RRPT with Auto Dunia Sdn. Bhd. of which the total purchases for FY2023 amounted to RM476.517 million.
- (1) What is the nature of the RRPT with Auto Dunia which amount to RM476 million in FY2023?
- (2) How does this RRPT benefit TCMH which runs into a few hundred million ringgit a year?
- Response** : Auto Dunia is involved in the importation and sale of motor vehicles. Auto Dunia is an appointed authorized dealer of a subsidiary of TCMH for new Nissan motor vehicles in Malaysia. TCMH Group also procures CBU vehicles from Auto Dunia and as such is reflected in the transactions value.
- 6. Shareholder/Proxy : Yap Wee Seong**
- Question** : As Nissan cars has lose it appeal, as shown in both Malaysia and global sales, is Tan Chong continue to depend on Nissan cars for its major topline and bottom line? What is the projected contribution for 2024 by percentage? With lesser sales from cars sales, can we assume service segment would also affected significantly? Hence, what would the management do to react to the trend?
- Response** : Despite the lower sales, the automotive segment continues to deliver positive EBITDA to the Group in the last 3 years.
- The Group will be introducing the e-power technology vehicles, the unique advanced technology by Nissan, to the Malaysia and Indo-china markets this year. The e-power vehicle is expected to bring excitement to our customers with its fresh look and advanced technology.

7. **Shareholder/Proxy : Chiew Choy @ Chow Chin Hoi**
- Question** : My husband has been using Nissan Almera. He changes his car every four years and he had changed twice already. Now he is going to change his car again. Can the Directors give a special discount to shareholders? Few years ago, Tan Chong gave a discount of RM10,000/- when my husband changed his Almera.
- Response** : Please stay tuned to the exclusive offers for our shareholders during the voting session.
8. **Shareholder/Proxy : Lim Tiong Nam**
- Question** : Why Nissan vehicle selling prices is too high? Totally loss the market!
- Response** : Pricing strategy takes into consideration many factors and ultimately, the customers will decide if the price of the product is acceptable. We want to offer products that deliver value and enhance their ownership experience, for example, Nissan Intelligent Mobility technologies. When customers recognise the value proposition of the product offerings and accept the product, they will be prepared to pay for the value they recognised.
9. **Shareholder/Proxy : Chan Ngun Fong**
- Question** : When are you going to post the "goodies" for shareholders on this screen? Please allow a longer period of time for us to digest the good news. If you can show it now it will be great. Thank you.
- Response** : Please stay tuned to the exclusive offers for our shareholders during the voting session.
10. **Shareholder/Proxy : Stephen Lye Tuck Meng**
- Question** : Why is your Nissan car sales not doing well? What are you doing about it?
- Response** : We are working on those measures as shared in the Group CEO presentation to help our Group navigate the challenges with a view to return to profitability. Among the key drivers for the Group to return to a sustainable growth path and ensure profitable position are: -
- **improving competitiveness** in the market with new products & innovative technology (e-power) based on good brand value proposition, stable supply chain, leverage on the wider sales & service network, elevating customer experience and customer-focused engagements, building long-term relationship with customers;
 - **efficient financial management** focusing on cost optimisation, prudent cash control and investment management, improving business productivity and efficiency; and
 - **strengthening regional business** to improve with better assets utilisation and leveraging on the sales & service network to deliver products to meet consumers' needs.

We remain positive in the Group's ability to turn around once the initiatives begin to yield results. The Group's business fundamentals and financial position remain strong and is well-positioned to navigate the headwinds.

11. Shareholder/Proxy : Yap Wee Seong

Question : How many Nissan SUV models are expected to launch in 2024? What is sales target for such models?

Response : As announced to Bursa Malaysia on 24 May 2024, the Group is on schedule to introduce new models with the e-Power technology towards the end of 2024 and early 2025.

As part of our marketing plans, we will provide further marketing communications on the new models launches at the appropriate time.

12. Shareholder/Proxy : Goh Pek Hong & Koh Chooi Peng

Question 1 : Good afternoon, what are the strategies to add value to the company moving forward? Dividend (1sen) is too little to be considered as a Return on investment. Can the Board of Directors please reward shareholders attending this AGM remotely with e-vouchers as a token of appreciation?

Question 2 : In spite of the huge amount of investment into the Vietnam market, the Company report higher EBITDA losses amounted to (RM39.589 million) in FY2023 (Note 29(b) - Page 179 of the AR).
(1) What are the reason(s) for the lower revenue and increased losses from the Vietnam market?
(2) What are the steps taken to turnaround the Vietnam operations?

Response : Our Vietnam business segment recorded lower revenue and higher LBITDA due to the MG distributorship in Vietnam which ended after 30 June 2023 and forex loss recognised in Q1 2024. We have launched commercial vehicles (TQ Wuling and King Long Euro 5 bus) and are starting to gain traction. We also plan to commence operations to distribute GAC vehicles in 2H 2024 to improve performance.

Questions on hardcopy of Annual Report

1. Shareholder/Proxy : Koh Chooi Peng

Question : I have submitted the usual request for a printed copy of the 2023 Annual Report more than 2 weeks ago via Tricor portal as per the instructions in the AGM Administrative Guide. However, until today, I still have not received the annual report despite receiving confirmation of my request.

Please send a copy ASAP as the AGM is being held today. Thank you.

2. Shareholder/Proxy : Lee Zhen Hao

Question : Please send a print AR 2023 and SBB Statement to me. Thanks.

Other questions on door gifts, e-vouchers or e-wallets

- 1. Shareholder/Proxy : Tan Mei Teng**
Question : Got gift? What gift?
- 2. Shareholder/Proxy : Tan Boon Aik, Tan Boon Lye & Tee Que Eng**
Question : Got gift?
- 3. Shareholder/Proxy : Tai Phoo Siew @ Thay Phoo Siew & Tan Chai Heng**
Question : Why can't an e-Voucher or e-Wallet be given as a door gift in Physical meetings before while the expenditure costs in virtual AGMs had greatly reduced?
- 4. Shareholder/Proxy : Chan Chee Kong & Lum Peck Wan**
Question : Dear Honorable Chairman and Board of Directors,

Noted it is stated no door gifts again.

We appeal to your kindness and generosity to reward us your loyal shareholders with E-Wallets, E-Vouchers and /or Food Vouchers, for making the effort and taking the time to attend this AGM.

Greatly disappointed none were given in previous years! Hope to see you revert to old practice of giving good door gifts like those pre-COVID days! Do reconsider giving us door gifts this year.
- 5. Shareholder/Proxy : Cheang Heng Hung**
Question : Kindly distribute door gift to delight the shareholders. Thank you.
- 6. Shareholder/Proxy : Goh Teng Ching**
Question : A door gift is much appreciated.
- 7. Shareholder/Proxy : Chan Lai Yin**
Question : Hope the Board of Directors will reward us faithful and sincere shareholders shopping vouchers. Thanks.

Commentary

- 1. Shareholder/Proxy : Yap Wee Seong**
Commentary : Good afternoon to the Board, thanks for taking our (minority) shareholders' questions seriously. Much appreciate and hope we can see positive bottom line in 2024. Cheers.

TAN CHONG MOTOR HOLDINGS BERHAD
(12969-P)

52nd Annual General Meeting
Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite,
Avenue 3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia
On 29-May-2024 at 02:30PM

Result On Voting By Poll

Resolution(s)	Vote For				Vote Against				Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%
Ordinary Resolution 1	410,684,372	99.9958	265	82.8125	17,139	0.0042	55	17.1875	410,701,511	100.0000	320	100.0000
Ordinary Resolution 2	410,686,372	99.9963	267	83.4375	15,139	0.0037	53	16.5625	410,701,511	100.0000	320	100.0000
Ordinary Resolution 3	410,684,421	99.9956	265	82.5545	18,090	0.0044	56	17.4455	410,702,511	100.0000	321	100.0000
Ordinary Resolution 4	410,687,372	99.9963	268	83.4891	15,139	0.0037	53	16.5109	410,702,511	100.0000	321	100.0000
Ordinary Resolution 5	410,673,546	99.9939	256	80.0000	24,950	0.0061	64	20.0000	410,698,496	100.0000	320	100.0000
Ordinary Resolution 6	410,673,426	99.9939	255	79.6875	25,070	0.0061	65	20.3125	410,698,496	100.0000	320	100.0000
Ordinary Resolution 7	410,619,240	99.9613	271	83.9009	158,933	0.0387	52	16.0991	410,778,173	100.0000	323	100.0000
Ordinary Resolution 8	348,365,079	84.8061	266	82.3529	62,413,094	15.1939	57	17.6471	410,778,173	100.0000	323	100.0000
Ordinary Resolution 9	61,240,543	61.1448	251	80.7074	38,916,061	38.8552	60	19.2926	100,156,604	100.0000	311	100.0000
Ordinary Resolution 10	100,137,044	99.9805	254	81.6720	19,560	0.0195	57	18.3280	100,156,604	100.0000	311	100.0000
Ordinary Resolution 11	100,137,043	99.9805	253	81.3505	19,561	0.0195	58	18.6495	100,156,604	100.0000	311	100.0000
Ordinary Resolution 12	100,134,093	99.9795	251	80.9677	20,511	0.0205	59	19.0323	100,154,604	100.0000	310	100.0000



29/5/2024

Resolution(s)	Pre-determined Abstain *		Abstain / Spoilt #	
	No of Units	No of P/S	No of Units	No of P/S
Ordinary Resolution 1	0	0	101,762	5
Ordinary Resolution 2	0	0	101,762	5
Ordinary Resolution 3	0	0	100,762	4
Ordinary Resolution 4	0	0	100,762	4
Ordinary Resolution 5	0	0	104,777	5
Ordinary Resolution 6	0	0	104,777	5
Ordinary Resolution 7	0	0	25,100	2
Ordinary Resolution 8	0	0	25,100	2
Ordinary Resolution 9	310,357,702	11	288,967	3
Ordinary Resolution 10	310,357,702	11	288,967	3
Ordinary Resolution 11	310,357,702	11	288,967	3
Ordinary Resolution 12	310,357,702	11	290,967	4

Appendix 3

* These votes refer to holders who have pre-determined abstain from voting in proxy forms or holders refrained from voting due to conflict of interest.

These refer to:

- 1) Holders who have chosen not to vote (e-voting) or
- 2) Abstain / Spoilt votes as reflected in poll slips (poll slip voting)



Handwritten signature and date: 29/5/2024