



TPC PLUS BERHAD

Registration No. 200301012910 (615330-T)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the 17th Annual General Meeting (“AGM”) of the Company will be held at Ogcc Golfer Tavern, Orna Golf & Country Club, Batu 16, Jalan Gapam, Ladang Gapam, Bemban, 77200 Hang Tuah Jaya, Melaka on **Wednesday, 22 July 2020 at 10:00 a.m.** for the purpose of transacting the following business:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors’ and Auditors’ Reports thereon.
Please refer to Explanatory Note (a)
2. To approve the payment of Directors’ Fees amounting to RM226,800.00 for the financial year ended 31 December 2019. Resolution 1
3. To approve the payment of Directors’ benefits (other than Directors’ fees) to Non-Executive Directors for the period from 23 July 2020 until the next Annual General Meeting to be held in 2021.
Please refer to Explanatory Note (b) Resolution 2
4. To re-elect the following Directors who are retiring in accordance with Clause 21.5 of the Company’s Constitution:
 - 4.1 YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop Resolution 3
 - 4.2 Mr Lim Yew Kwang Resolution 4
 - 4.3 Mr Lim Yew Piau Resolution 5
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. Resolution 6

As Special Business

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

6. **ORDINARY RESOLUTION** Resolution 7
Proposed renewal of shareholders’ mandate on recurrent related party transactions of a revenue or trading nature

“THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the mandate to Teck Ping Chan Agriculture Sdn Bhd, a wholly-owned subsidiary of the Company, to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.5.1 of the Circular to Shareholders dated 30 June 2020 with the related parties mentioned therein which are necessary for its day-to-day operations provided that the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

AND THAT such mandate shall commence with retrospective effect from 30 June 2020 and continue to be in force until:

- a. the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse unless by a resolution passed at the meeting the mandate is renewed;
- b. the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- c. revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be empowered to complete and do all such acts and things as they may consider expedient or necessary to give effect to the mandate and transactions contemplated and authorised by this resolution.”

7. **ORDINARY RESOLUTION**
Proposed new shareholders’ mandate on recurrent related party transactions of a revenue or trading nature

Resolution 8

“THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Teck Ping Chan Agriculture Sdn Bhd, a wholly-owned subsidiary of the Company, to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.5.2 of the Circular to Shareholders dated 30 June 2020 with the related parties mentioned therein which are necessary for its day-to-day operations provided that the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

AND THAT such mandate shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it will lapse unless by a resolution passed at the meeting the mandate is renewed;
- b. the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- c. revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be empowered to complete and do all such acts and things as they may consider expedient or necessary to give effect to the mandate and transactions contemplated and authorised by this resolution.”

8. To transact any other business of the Company of which due notices shall have been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 17th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 18.7 of the Company’s Constitution, to issue a General Meeting Record of Depositors as at 15 July 2020. Only a depositor whose name appears on the Record of Depositors as at 15 July 2020 shall be entitled to attend the 17th AGM or appoint proxy(ies) to attend and vote on his behalf.

BY ORDER OF THE BOARD

ONG SOO LENG
Company Secretary
SSM PC No. 202008002605
(MAICSA 7018257)

Melaka
30 June 2020

Notes:

- i. A member entitled to attend the 17th AGM shall be entitled to appoint another person(s) as his proxy(ies) to exercise all or any of his rights to attend, speak and vote at the AGM. There shall be no restriction as to the qualification of the proxy(ies).
- ii. Where a member appoints more than one proxy, the proxies shall only be entitled to vote on poll and the appointment shall not be valid unless the member specifies the proportion of his holdings to be represented by each proxy.
- iii. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- iv. The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, the instrument shall be executed under its common seal or under the hand of an officer or attorney duly authorised.
- v. The duly completed proxy form must be deposited at the Company's registered office at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka or received by the Company via e-mail at proxyform@tpc.com.my not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- vi. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by poll.

Explanatory Notes:

(a) Agenda 1

The Audited Financial Statements are laid before the meeting in pursuance of Section 340(1)(a) of the Companies Act 2016 for discussion only and do not require shareholders' approval. Hence, this matter will not be put for voting.

(b) Resolution 2

Pursuant to Section 230 of the Companies Act 2016, the Company is seeking shareholders' approval for the payment of travelling allowance of RM400 per trip to its Non-Executive Directors for the period commencing 23 July 2020 until the day of the 18th Annual General Meeting to be held in 2021.

(c) Resolutions 7 and 8

Ordinary Resolutions 7 and 8, if passed, will allow Teck Ping Chan Agriculture Sdn Bhd, a wholly-owned subsidiary of the Company, to enter into recurrent related party transactions in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This approval shall continue to be in force until the conclusion of the 18th Annual General Meeting or the expiration of the period within which the 18th Annual General Meeting is required by the law to be held or revoked/varied by a resolution passed by the shareholders in a general meeting.



TPC PLUS BERHAD

Registration No. 200301012910 (615330-T)
(Incorporated in Malaysia)
PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka
Tel. No. 06-2686315 Fax No. 06-2686327

ADMINISTRATIVE GUIDE FOR THE 17TH ANNUAL GENERAL MEETING (“AGM”)

Date & Time of AGM : Wednesday, 22 July 2020 at 10:00 a.m.

Venue of AGM : Ogcc Golfer Tavern, Orna Golf & Country Club
Batu 16, Jalan Gapam, Ladang Gapam, Bemban
77200 Hang Tuah Jaya, Melaka

Depends on the COVID-19 situation in Malaysia, we may be required to change the arrangements of the 17th Annual General Meeting (“AGM”) at short notice. Kindly visit Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com or the Company’s website at www.tpc.com.my for the latest updates on the status of the AGM should there be any changes made.

1. **Annual Report 2019 and Circular to Shareholders dated 30 June 2020**

1.1 Together with us in conserving the environment and improving sustainability, you may download the Company’s Annual Report 2019 and/or the Circular to Shareholders dated 30 June 2020 in relation to the proposed renewal of the existing shareholders’ mandate and proposed new shareholders’ mandate for recurrent related party transactions of a revenue or trading nature (“Circular”) from:

- (a) Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com; or
- (b) The Company’s website at www.tpc.com.my

1.2 Nevertheless, if you wish to receive a printed copy of the Annual Report 2019 and/or the Circular, please complete and return the Request Form attached to the Company’s Share Registrar. A printed copy of the Annual Report 2019 and/or the Circular will be sent to you as soon as reasonably practicable upon receipt of your Request Form.

The Share Registrar
Bina Management (M) Sdn Bhd
Lot 10, The Highway Centre
Jalan 51/205, 46050 Petaling Jaya, Selangor
Telephone No. : 03-7784 3922
Fax No. : 03-7784 1988
Email : binawin@binamg168.com

2. **Safety and precautionary measures in relation to COVID-19 pandemic**

2.1 In view of the Coronavirus Disease (“COVID-19”) pandemic and for the well-being of all attendees, members or proxies will **NOT** be allowed to enter the venue of the AGM if:

- (a) Your temperature is 37.5°C and higher.
A compulsory body temperature screening will be carried out at the entrance of the venue of the AGM.
- (b) You are not feeling well and have cough and/or flu-like symptoms.
- (c) You are a patient under investigation (PUI) or person under surveillance (PUS).



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- (d) You have, in the last 14 days of the AGM:
- (i) Been in physical contact with a confirmed case of COVID-19.
 - (ii) Visited COVID-19 infected places.
 - (iii) A history of traveling or residing overseas.

A self-declaration form in respect of the above will be provided for you to complete at the entrance of the venue of the AGM.

- 2.2 Wearing a face mask in advance is highly encouraged although face masks and hand sanitiser will be provided.
- 2.3 Members or proxies are advised to observe or maintain social distancing throughout the AGM.
- 2.4 To avoid crowding, no refreshment will be served at the AGM.

3. **Participation at the 17th AGM**

- 3.1 The Company will, in accordance with Clause 18.7 of the Company's Constitution, request Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 15 July 2020 ("ROD") to determine who shall be entitled to attend the 17th AGM. Only a depositor whose name appears on the ROD shall be entitled to attend the AGM or appoint proxy(ies) to attend and vote on his behalf.
- 3.2 Members are strongly encouraged to appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM. Members are to indicate with an 'X' in the space provided in the Proxy Form attached how you wish your votes to be cast. If no specific direction as to voting is given, the Chairman as your proxy will vote or abstain from voting at his discretion.

However, if you wish to attend the meeting in person, kindly fill in the Advance Registration Form attached to allow us to make all necessary arrangement.

- 3.3 The duly completed Proxy Form must be deposited at the Company's registered office at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka or received by the Company via e-mail at proxyform@tpc.com.my not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- 3.4 If you have any questions in relation to any item of the Agenda of the 17th AGM, you may send them in advance via e-mail to proxyform@tpc.com.my not less than 7 working days before the time fixed for holding the meeting or any adjournment thereof. The Chairman of the Meeting will endeavor to respond to all questions received at the AGM. However, should there be a time constraint, the responses will be e-mailed back to you within 7 working days from the conclusion of the AGM.
- 3.5 No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

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(Incorporated in Malaysia)
PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka
Tel. No. 06-2686315 Fax No. 06-2686327

REQUEST FORM

To : Bina Management (M) Sdn Bhd
Lot 10, The Highway Centre
Jalan 51/205, 46050 Petaling Jaya, Selangor

Contact Person : Puan Nor Syahirah Binti Kamal Ibrahim

Telephone No. : 03-7784 3922

Facsimile No. : 03-7784 1988

Email : binawin@binamg168.com

Please send me/us a printed copy of TPC PLUS BERHAD * Annual Report 2019 / Circular to Shareholders dated 30 June 2020 in relation to the proposed renewal of the existing shareholders' mandate and proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature ("Circular").

(* strike out whichever is not applicable)

Particulars of Shareholder

Name : _____

NRIC / Company No. : _____

CDS Account No. : _____

Correspondence Address : _____

Telephone No. : _____

Signature

Date : _____

A printed copy of the Annual Report 2019 and/or Circular will be sent to you as soon as reasonably practicable upon receipt of your Request Form.



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The Share Registrar
Bina Management (M) Sdn Bhd
Lot 10, The Highway Centre
Jalan 51/205
46050 Petaling Jaya, Selangor

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TPC PLUS BERHAD

Registration No. 200301012910 (615330-T)

PROXY FORM

No. of shares held

*I/We, _____ of _____

being a member of **TPC Plus Berhad** hereby appoint _____ of _____

_____ or failing him/her _____

of _____ or failing him/her *the Chairman of the Meeting

as *my/our proxy to attend and vote on *my/our behalf at the 17th Annual General Meeting of the Company to be held at **Ogcc Golfer Tavern, Orna Golf & Country Club, Batu 16, Jalan Gapam, Ladang Gapam, Bemban, 77200 Hang Tuah Jaya, Melaka** on **Wednesday, 22 July 2020 at 10:00 a.m.** and at any adjournment thereof.

(Please indicate with an 'X' in the space provided below how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion)

		For	Against
Resolution 1	Approve the payment of Directors' fees		
Resolution 2	Approve the payment of Directors' benefits (other than Directors' fees)		
Resolution 3	Re-elect YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop as Director		
Resolution 4	Re-elect Mr Lim Yew Kwang as Director		
Resolution 5	Re-elect Mr Lim Yew Piau as Director		
Resolution 6	Re-appoint Crowe Malaysia PLT as Auditors		
Resolution 7	Renew existing mandate for recurrent related party transactions		
Resolution 8	Approve new mandate for recurrent related party transactions		

Dated this _____ day of _____ 2020

The proportion of my shareholding to be represented by my proxies is as follows:

First named proxy _____ %

Second named proxy _____ %

_____ 100%

Signature of shareholder or
Common seal of corporate shareholder

Notes:

- A member entitled to attend the 17th AGM shall be entitled to appoint another person(s) as his proxy(ies) to exercise all or any of his rights to attend, speak and vote at the AGM. There shall be no restriction as to the qualification of the proxy(ies).
- Where a member appoints more than one proxy, the proxies shall only be entitled to vote on poll and the appointment shall not be valid unless the member specifies the proportion of his holdings to be represented by each proxy.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the member is a corporation, the instrument shall be executed under its common seal or under the hand of an officer or attorney duly authorised.
- The duly completed proxy form must be deposited at the Company's registered office at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka or received by the Company via e-mail at proxyform@tpc.com.my not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the AGM Notice will be put to vote by poll.

* Strike out whichever is not desired



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The Company Secretary
TPC Plus Berhad
PT 1678, Mukim of Serkam
77300 Merlimau, Melaka

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PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka

Tel. No. 06-2686315 Fax No. 06-2686327

ADVANCE REGISTRATION FORM

Name : _____

NRIC No. : _____

CDS Account No. : _____

No. of Shares : _____

Correspondence Address : _____

Telephone No. : _____

I, whose particulars are as above and being a member of TPC Plus Berhad, hereby notify that I intend to attend the 17th Annual General Meeting of the Company to be held at Ogcc Golfer Tavern, Orna Golf & Country Club, Batu 16, Jalan Gapam, Ladang Gapam, Bemban, 77200 Hang Tuah Jaya, Melaka on Wednesday, 22 July 2020 at 10:00 a.m. and at any adjournment thereof.

Kindly register me for the meeting.

Signature of shareholder

Date : _____



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AFFIX
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The Company Secretary
TPC Plus Berhad
PT 1678, Mukim of Serkam
77300 Merlimau, Melaka

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