



TPC PLUS BERHAD

Registration No. 20030102910 (615330-T)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN THAT the 21st Annual General Meeting of TPC Plus Berhad ("the Company") will be held at the **Hang Li Po Meeting Room** at **AMES Hotel, Jalan PKAK 1 & PKAK 2, Pusat Komersial Ayer Keroh, 75450 Ayer Keroh, Melaka** on **Thursday, 30 May 2024** at **12:00 noon** for the purpose of transacting the following business:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon.
Please refer to Explanatory Note (a)
- To approve the payment of Directors' fees amounting to RM300,800.00 for the financial year ended 31 December 2023. Resolution 1
- To approve the payment of Directors' benefits (other than Directors' fees) to the Non-Executive Directors for the period from 31 May 2024 until the next Annual General Meeting to be held in 2025. Resolution 2
Please refer to Explanatory Note (c)
- To re-elect the following Directors who are retiring by rotation in accordance with Clause 21.5 of the Company's Constitution and, being eligible, have offered themselves for re-election: Resolution 3
4.1 Mr Chong Chee Siong
4.2 Mr Chong Peng Khang Resolution 4
- To re-elect the following Director who is retiring in accordance with Clause 22.1 of the Company's Constitution and, being eligible, has offered herself for re-election: Resolution 5
5.1 Ms Lim Chian Harn
- To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. Resolution 6

As Special Business

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

- 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 of the Circular to Shareholders dated 30 April 2024 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."
- To transact any other business of the Company of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 21st Annual General Meeting, the Company will 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 23 May 2024 ("the ROD"). Only a depositor whose name appears on the ROD shall be entitled to attend the 21st Annual General Meeting or appoint proxy(ies) to attend and/or vote on his behalf.

BY ORDER OF THE BOARD

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

Melaka
30 April 2024

Notes:

- A member entitled to attend and vote at the 21st Annual General Meeting ("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 received by the Company at its registered office located at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka or via e-mail at proxyform@tpc.com.my not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa"), all resolutions set out in this Notice will be put to vote by poll.

Explanatory Notes:

- 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.
- Resolution 1**
The Directors' fees amounting to RM300,800.00, if approved by shareholders, will be paid to the Directors who held office during the financial year ended 31 December 2023 in the following manner:

Directors' fees	
Executive Directors	RM3,800.00 per month
Non-executive Directors	RM4,000.00 per month

- Resolution 2**
The Company is seeking shareholders' approval for the payment of an attendance allowance of RM600.00 a day to Non-Executive Directors for attending meetings held during the period from 31 May 2024 until the day of the 22nd AGM to be held in 2025.
- Resolutions 3 and 4**
Pursuant to Clause 21.5 of the Company's Constitution, an election of Directors shall take place each year at the annual general meeting of the Company where 1/3 of the Directors for the time being or, if their number is not

3 or a multiple of 3, then the number nearest to 1/3 shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each 3 years but shall be eligible for re-election. Based on the results of the assessment carried out by the Nomination and Remuneration Committee ("NRC") and the Independent Directors' self-assessment checklist, the Board of Directors had endorsed the NRC's recommendation to seek shareholders' approval on the re-election of the Independent Directors, Mr Chong Chee Siong and Mr Chong Peng Khang, who are retiring by rotation at this 21st AGM. The Board collectively agreed with the NRC that there are no adverse findings on the retiring Directors and they are able to continue to act independently in the best interest of the Company.

Further information of Mr Chong Chee Siong and Mr Chong Peng Khang can be found in the Directors' Profile set out in the Company's Annual Report 2023.

- Resolution 5**
Pursuant to Clause 22.1 of the Company's Constitution, the Directors may at any time and from time to time appoint any person as Director of the Company and the Director so appointed shall hold office only until the next AGM of the Company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Ms Lim Chian Harn was appointed as Director of the Company with effect from 1 June 2023 and hence shall retire at the conclusion of the 21st AGM in accordance with Clause 22.1 of the Constitution.

The NRC and the Board had noted that Ms Lim Chian Harn is the niece of Mr Lim Yew Kwang and Datuk Lim Yew Piau, Executive Directors of the Company, and the daughter of Mr Lim Yeow Her, a substantial shareholder of the Company vide his direct and indirect interests in Huat Lai Resources Berhad.

The Board, through the assessment carried out by the NRC, is satisfied with the performance of Ms Lim Chian Harn in the discharge of her duties and responsibilities as an Executive Director of the Company and had accordingly endorsed the NRC's recommendation to seek for shareholders' approval on the re-election of Ms Lim Chian Harn.

Further information on Ms Lim Chian Harn can be found in the Directors' Profile set out in the Company's Annual Report 2023.

- Resolution 6**
The Audit Committee had assessed the Auditors, Crowe Malaysia PLT, and was satisfied with the performance, independence and capabilities of the Auditors. Hence the Audit Committee had proposed to the Board and the Board had endorsed the re-appointment of Crowe Malaysia PLT as the Company's Auditors for the financial year ending 31 December 2024 at the 21st AGM.

- Resolution 7**
Ordinary Resolution 7, 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 MMLR of Bursa. This approval shall continue to be in force until the conclusion of the 22nd AGM or the expiration of the period within which the 22nd AGM is required by the law to be held or revoked/varied by a resolution passed by the shareholders in a general meeting.