



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the Members of the Company will be held at the Xocolatt Hall, Ground Floor, Hotel Emas, Jalan Utara, 91000 Tawau, Sabah on Thursday, 27th June 2024 at 9.00 a.m. to transact the following:-

AGENDA

AS ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the year ended 31 January 2024 together with the Reports of the Directors and Auditors thereon. **(Refer to Note 8)**
- To approve a first and final single-tier dividend of 4.0 sen per ordinary share for the financial year ended 31 January 2024. **Resolution 1**
- To approve the payment of Directors' fees not exceeding the amount RM54,000 and any benefits payable for the financial year ending 31 January 2025. **Resolution 2**
- To re-elect Mr. Tham Vui Vun who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution. **Resolution 3**
- To re-elect Mr. Fung Hiuk Bing who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution. **Resolution 4**
- To re-appoint Messrs. PKF PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS:-

To consider and, if thought fit, to pass the following resolutions with or without modification:-

7. ORDINARY RESOLUTION

Continuation in Office as Independent Non-Executive Directors

- "THAT approval be and is hereby given to Mr. Tham Vui Vun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and more than twelve (12) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next annual general meeting." **Resolution 6**
- "THAT approval be and is hereby given to Mr. Wong Peng Mun who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and more than twelve (12) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next annual general meeting." **Resolution 7**
- "THAT approval be and is hereby given to Mr. Fung Hiuk Bing who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next annual general meeting." **Resolution 8**

8. ORDINARY RESOLUTION

Authority for Directors to Allot and Issue Shares

"THAT, subject always to the Companies Act 2016 ("the Act"), the Company's Constitution and approvals of the relevant authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or at the expiry of the period within which the next AGM of the Company is required by law to be held, whichever is the earlier, unless such approval is revoked or varied by the Company at a general meeting." **Resolution 9**

9. ORDINARY RESOLUTION

Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Shareholders' Mandate for Additional Recurrent Related Party Transactions

"THAT subject always to the Companies Act 2016 ("the Act"), the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into the existing and additional recurrent related party transactions of a revenue or trading nature as set out in Sections 3.2(A) and 3.2(B) of the Circular to Shareholders dated 31 May 2024 with the related parties mentioned therein, provided that such transactions are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial 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 of the Company ("Shareholders' Mandate")." **Resolution 10**

THAT the Shareholders' Mandate shall commence upon passing of this resolution and continue to be in force until:

- 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 authority is renewed;
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders in general meeting;
- whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do such acts and things to give full effect to the transactions contemplated and/or authorised by this resolution."

10. NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a first and final single-tier dividend of 4.0 sen per ordinary share for the financial year ended 31 January 2024, if approved, will be paid on 12 August 2024 to depositors registered in the Records of Depositors on 26 July 2024.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Accounts before 5.00 p.m. on 26 July 2024 in respect of transfer; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

- To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

JULIAN YEOH YUN KIAT (MIA 28007) / SSM PC No.: 201908004119

Company Secretary
Tawau, Sabah.
Dated this 31 May 2024

NOTES:-

- A proxy may but need not be a member of the Company and there is no restriction as to the qualification of a proxy. Provided that, having appointed a proxy or an attorney to attend in his stead, if such member personally attends the meeting, his proxy or attorney shall be precluded from attending such meeting.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions 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) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- If the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.
- To be valid the duly completed proxy form must be deposited at the Registered Office of the Company at 318, Teck Guan Regency, Jalan St. Patrick, Off Jalan Belunu, 91000 Tawau, Sabah or electronically via email perdana@teckguan.com not less than ninety-six (96) hours before the time fixed for holding the Meeting.
- Only members whose names appear in the Record of Depositors as at 20 June 2024, issued by Bursa Malaysia Depository Sdn. Bhd., will be entitled to attend and vote at the fully physical meeting or appoint proxy(ies) to attend and vote on their behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of Annual General Meeting ("AGM") will be put to vote by way of poll.

Explanatory Note on Ordinary Business

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. It does not require shareholders' approval and hence, will not be put for voting.

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting. The proposed Resolution 2 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current Board of Directors ("Board") size. In the event the proposed amount is insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Explanatory Notes on Special Business

10. Resolutions 6, 7 & 8

The proposed Resolutions 6, 7 & 8, if passed, will enable Mr. Tham Vui Vun, Mr. Wong Peng Mun and Mr. Fung Hiuk Bing respectively to continue to act as Independent Non-Executive Directors of the Company until the conclusion of the next AGM of the Company.

The Board holds the view that the following Independent Non-Executive Directors:

- Mr. Tham Vui Vun who has served as an Independent Non-Executive Director of the Company for a tenure exceeding a cumulative term of more than nine (9) years;
- Mr. Wong Peng Mun who has served as an Independent Non-Executive Director of the Company for a tenure exceeding a cumulative term of more than nine (9) years; and
- Mr. Fung Hiuk Bing who has served as an Independent Non-Executive Director of the Company for a tenure exceeding a cumulative term of more than nine (9) years.

have remain objective and independent in carrying out their role and responsibility as members of the Board and Board Committees and the length of their service does not interfere with their ability and exercise of independent judgment as Independent Directors. Therefore, the Board has recommended that the approval of the shareholders be sought on a single tier voting basis for each of them to continue to act in the capacity as the Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company.

- Resolution 9

The proposed Resolution 9 is to renew the general mandate obtained in the last AGM. As at the date of this Notice, no new shares in the Company were issued pursuant to the existing general mandate which will lapse at the conclusion of this forthcoming AGM.

This proposed resolution, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment, working capital and/or acquisition(s), by the issuance of new shares (other than bonus or rights issue) in the Company to such persons at any time as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier.

- Resolution 10

The proposed Resolution 10 is in relation to Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Shareholders' Mandate for Additional Recurrent Related Party Transactions which are necessary for the day-to-day operations of the Company. If approved by the shareholders, it will empower the Company to conduct transactions of revenue or trading nature with the parties related to the Company. Please refer to the Circular to Shareholders dated 31 May 2024 for more information.

Personal Data Privacy

- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:

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