



KIM TECK CHEONG CONSOLIDATED BERHAD

Registration No. 201401037782 (1113927-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting (“AGM”) of Kim Teck Cheong Consolidated Berhad (“KTC” or “Company”) will be conducted fully virtual at the Broadcast Venue located at Meeting Room, Lot 73, Jalan Kilang, Sedco Light Industrial Estate, Mile 5 1/2, Jalan Tuaran, 88450 Kota Kinabalu, Sabah on Monday, 2 December 2024 at 9.30 a.m.

The following are the business to be transacted at the Tenth AGM :

ORDINARY BUSINESS: -

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 1**
- To approve the following payments to Non-Executive Directors:
 - Directors’ fees of RM285,498 for the financial year ended 30 June 2024;
 - Directors’ fees of up to RM430,000 from 1 July 2024 up to the next Annual General Meeting of the Company to be held in 2025; and
 - Meeting allowance of RM40,000 from 1 July 2024 up to the next Annual General Meeting of the Company to be held in 2025.**Resolution 1
Resolution 2
Resolution 3**
- To re-elect the following Directors who retire by rotation pursuant to Clause 97 of the Company’s Constitution:
 - Mr. Lim Hui Kiong
 - Madam Wong Wen Miin
 - Dato’ Mohd Ibrahim Bin Mohd NorMadam Wong Wen Miin who also retires by rotation with accordance with Clause 97 of the Company’s Constitution, has expressed her intention not to seek re-election. Hence, she will retain office until the conclusion of the Tenth Annual General Meeting. **Resolution 4
Resolution 5
Resolution 6**
- To re-appoint Messrs. PKF PLT as the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS:-

To consider and, if thought fit, pass with or without modifications, the following Ordinary Resolution:-

- ORDINARY RESOLUTION**
Authority for Directors to allot and issue shares pursuant to Section 75 & 76 of the Companies Act, 2016 **Resolution 8**

The ordinary resolution set out below shall be proposed to the Members for approval: -

“THAT pursuant to Section 75 & 76 of the Companies Act, 2016 and subject always to the approvals of the relevant authorities, the Directors be and are hereby authorised to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

- Proposed Renewal of Shareholders’ Mandate for Share Buy-Back** **Resolution 9**

“THAT subject to the Companies Act 2016 (“Act”), the Company’s Constitution, the Main Market Listing Requirements of Bursa Securities (“MMLR”) and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase and/or hold up to ten percent (10%) of the total number of issued shares of 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 of the Company may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:-

- the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to the conditions; or
- the expiration of the period within which the next Annual General Meeting is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting whichever occur first but not so as to prejudice to the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.”

ANY OTHER BUSINESS:-

- To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

TEO HUI LING
MIA 17988 / SSM PC No.: 202008001267
Company Secretary

Dated: 30 October 2024
Kota Kinabalu

NOTES:

- Item 1 of the Notice is meant for discussion only as the provision of Section 248(2) of the Companies Act, 2016 does not require a formal approval of shareholders for the Audited Financial Statements and hence, is not put forward for voting.
- A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. A proxy may but need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds 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.
- The Form of Proxy shall be signed by the appointer or his attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited by hand at the Registered Office of the Company not less than 24 hours before the time set for the Meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 27 November 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Explanatory Notes on Special Business**

Resolution 8 pursuant to Section 76 of the Companies Act, 2016

The proposed Resolution 8 is intended to renew the authority granted to the Directors of the Company at the Ninth Annual General Meeting of the Company held on 8 December 2023 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting.

The Company did not issue any share pursuant to a mandate granted to the Directors at the last Annual General Meeting held on 8 December 2022.

The general mandate for the issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding future investment, working capital and/or acquisition(s).

- Ordinary Resolution 9 - Proposed Renewal of Shareholders’ Mandate for Share Buy-Back**

The proposed Ordinary Resolution 9, if passed, will empower the Directors to purchase the Company’s shares of up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. Please refer to the Statement to Shareholders dated 30 October 2024 for further details.



KIM TECK CHEONG CONSOLIDATED BERHAD
Registration No. 201401037782 (1113927-H)
(Incorporated in Malaysia under the Companies Act, 2016)

ADMINISTRATIVE GUIDE

**IN RESPECT OF THE ANNUAL GENERAL MEETING (“AGM”)
TO BE HELD VIA AN ONLINE PLATFORM**

DATE: Monday, 2 December 2024	TIME: 9.30 a.m.	BROADCAST VENUE: Meeting Room, Lot 73, Jalan Kilang, Sedco Light Industrial Estate, Mile 5 1/2, Jalan Tuaran, 88450 Kota Kinabalu, Sabah
--	-------------------------------	--

General Meeting Record of Depositors

1. In respect of deposited securities, only members whose names appear on the Record of Depositors on 27 November 2024 (General Meeting Record of Depositors) shall be eligible to participate and vote at the meeting or appoint proxy(ies) to participate and/or vote on his(her) behalf.

Proxy



2. A member entitled to participate and vote remotely at the AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to participate in the meeting and wish to appoint a proxy to vote on your behalf, please submit your Form of Proxy in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to participate the AGM via Virtual Meeting Facilities on 2 December 2024, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at B08-02 @ One City Skypark Office Suites, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, **not later than Sunday, 1 December 2024 at 9.30 a.m.. The appointed proxy(ies) must register themselves via the Registration Link in Item 11 below.**

Poll Voting

5. The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Listing Requirements. The Company has appointed Synergy Professionals Group Sdn Bhd as Poll Administrator to conduct the poll by way of online voting and USearch Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
6. Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the AGM at 9.30 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. The Online Voting link will be displayed in the Chat Box upon the commencement of the meeting. The QR Code for the Online Voting will also display on the screen upon the commencement of the voting session. Upon completion of the voting session for the AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

Virtual Meeting Facilities

7. We would like to invite the Shareholders to participate and vote remotely at the AGM using the Virtual Meeting Facilities. Please refer to item 11 on the registration link.
8. **For the appointed Corporate Representatives representing the Corporate Shareholders, please register yourself via the Registration Link** provided below and to provide the following documents to Registered Office of the Company at B08-02 @ One City Skypark Office Suites, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan, **not later than Sunday, 1 December 2024 at 9.30 a.m.:**
 - (a) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
 - (b) Corporate Representative's e-mail address and hand-phone number.
9. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the AGM via the Virtual Meeting Facilities, please submit the duly executed Form of Proxy to the Registered Office of the Company not later than **Sunday, 1 December 2024 at 9.30 a.m.** and **register yourself via the Registration Link below.**
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company at B08-02 @ One City Skypark Office Suites, Jalan USJ 25/1, 47650 Subang Jaya, Selangor Darul Ehsan, not less than 24 hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
11. Please follow the following steps to be taken for participating and voting via the Virtual Meeting facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> • Please click on the following link to register yourself as Shareholder/Corporate Representative/Beneficiary Owner of an Exempt Nominee for verification of attendance purpose. <p>Registration Link: https://shorturl.at/J7W5K</p> 
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> • Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> • You may submit any questions online by scanning the QR Code below or via https://shorturl.at/wFOYi and to submit your questions accordingly: 
ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> • To participate in the meeting, click on the participation link which was provided to you via email, at least 15 minutes before the commencement of meeting at 9.30 a.m. on 2 December 2024. • If you have any questions to be raised during the meeting, you may

		<p>submit it by using the Q&A box.</p> <ul style="list-style-type: none"> The Chairman/Board of Directors will address the questions submitted prior or during the meeting accordingly.
(e)	ONLINE VOTING	<ul style="list-style-type: none"> Upon the commencement of the meeting, the link to the online voting will be displayed in the Chat Box of the Virtual Meeting Room. Members or proxies may commence voting from 9.30 a.m. on 2 December 2024 until such time when the Chairman announces the closing of the voting session. After the counting of votes, the Chairman will announce the poll results.
(f)	CLOSURE	The AGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

No Door Gift

12. There will be no distribution of door gifts for the participation of the AGM.

No Recording or Photography

13. Unauthorised recording and photography are strictly prohibited at the AGM.

Enquiry

14. If you have any enquiry or require any assistance before or during the AGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Mondays to Fridays):-

SYNERGY PROFESSIONALS GROUP SDN BHD

Registration No. 202301003202 (1497121-V)

Unit No. EL-11-01, Amcorp Business Suite,
Menara Melawangi, Pusat Perdagangan Amcorp,
No. 18, Jalan Persiaran Barat,
46050 Petaling Jaya
Selangor Darul Ehsan

Mobile/WhatsApp: 017-622 9303

Email : synergyprofgroup@gmail.com

Contact Person: SPG Virtual Meeting Administrator