



TPC PLUS BERHAD

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

NOTICE IS HEREBY GIVEN THAT the 19th Annual General Meeting of 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 **Monday, 30 May 2022 at 12.00 noon** 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 2021 together with the Directors' and Auditors' Reports thereon.
Please refer to Explanatory Note (a)
2. To approve the payment of Directors' Fees amounting to RM252,000 for the financial year ended 31 December 2021. **Resolution 1**
3. To approve the payment of Directors' benefits (other than Directors' fees) to Non-Executive Directors for the period from 1 June 2022 until the next Annual General Meeting to be held in 2023.
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 Mr Liang Ah Lit @ Nyah Chung Mun **Resolution 3**
 - 4.2 Mr Chong Peng Khang **Resolution 4**
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. **Resolution 5**

As Special Business

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

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

"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 29 April 2022 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."

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

7. 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 19th 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 2022 ("the ROD"). Only a depositor whose name appears on the ROD shall be entitled to attend the 19th 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
29 April 2022

Notes:

- (i) A member entitled to attend and vote at the 19th 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).
- (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 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 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.
- (vii) To minimize the risks of COVID-19 infection, the Company has put in place measures to safeguard the health of all attendees at the 19th AGM. Please read and adhere to the Administrative Guide which can be downloaded from the Company's website at www.tpc.com.my or announcement via Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com
- (viii) Shareholders are advised to check the Company's website at www.tpc.com.my and announcements from time to time for any changes to the administration of the 19th AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Malaysian Government, the Ministry of Health, the Malaysian National Security Council and/or other relevant authorities.

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

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

The Company is seeking shareholders' approval for the payment of attendance allowance of RM400 a day to Non-Executive Directors for attending meetings held during the period from 1 June 2022 until the day of the 20th Annual General Meeting to be held in 2023.

(c) Resolutions 3 and 4

The Board of Directors has endorsed the Nomination and Remuneration Committee's recommendation on the re-election of Mr Liang Ah Lit @ Nyah Chung Mun and Mr Chong Peng Khang who have served on the Board for less than 9 years and who are retiring by rotation at this 19th AGM in accordance with the Company's Constitution.

The Board supports the re-election of the Directors after considering the annual assessment of the Directors and collectively agreed that there were no adverse findings on them and that they are able to continue bringing valuable contribution and sound judgement to Board deliberations.

The Directors, being eligible, have offered themselves for re-election and none of them hold any shares in the Company. The Directors' profile are set out in page 9 of the Company's Annual Report 2021.

(d) Resolution 6

Ordinary Resolution 6, 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 20th Annual General Meeting or the expiration of the period within which the 20th 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 email : contact@tpc.com.my

ADMINISTRATIVE GUIDE FOR THE 19TH ANNUAL GENERAL MEETING (“AGM”)

Date & Time of AGM : Monday, 30 May 2022 at 12.00 noon
Venue of AGM : Hang Li Po Meeting Room
AMES Hotel
Jalan PKAK 1 & PKAK 2, Pusat Komersial Ayer Keroh
75450 Ayer Keroh, Melaka

1. ANNUAL REPORT 2021 AND CIRCULAR TO SHAREHOLDERS DATED 29 APRIL 2022

1.1 To conserve the environment and improve sustainability, the Company’s Annual Report 2021 and the Circular to Shareholders dated 29 April 2022 in relation to the proposed renewal of the shareholders’ mandate for recurrent related party transactions of a revenue or trading nature (“Circular”) may be downloaded from:

- (a) Bursa Malaysia Securities Berhad’s website at www.bursamalaysia.com;
- (b) The Company’s website at www.tpc.com.my; or
- (c) By scanning the QR code below:



Scan for Annual Report



Scan for Circular

1.2 Nevertheless, if you wish to receive a printed copy of the Annual Report 2021 and/or the Circular, please complete and return the **Request Form** to the Company’s Share Registrar. A printed copy of the Annual Report 2021 and/or the Circular will be sent to you within 4 market days upon receipt of your Request Form.

The Share Registrar
Bina Management (M) Sdn Bhd
Registration No. 197901005880 (50164-V)
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



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2. PRECAUTIONARY MEASURES TO MINIMISE RISKS OF COVID-19 INFECTION

2.1 For the well-being of all persons attending (“the Attendees”) the 19th AGM, the following precautionary measures will be taken for the conduct of the AGM:

- (a) All attendees are required to register their attendance by scanning the QR Code at the entrance of the venue using the MySejahtera mobile application. Only attendees with “Low Risk” status will be allowed in.
- (b) Attendees must be fully vaccinated (as defined in the SOP Fasa 4 of Pelan Pemulihan Negara published on the website of Majlis Keselamatan Negara).
- (c) For those who are not fully vaccinated, pre-event test using self-test kit (saliva) must be carried out in the presence of the Company’s staff or verified by medical practitioners before attending the AGM.

We encourage the non-fully vaccinated Attendees to arrive at least 30 minutes before the start of the AGM to allow ample time to carry out the pre-event test using the self-test kit (saliva).

- (d) Attendees with body temperature of 37.5°C and higher or with symptom of COVID-19 such as cough, sore throat, flu, shortness of breath, etc. will not be allowed in.
- (e) All Attendees are required to sanitise their hands prior to entering the meeting room and must wear face masks and practise social distancing throughout the meeting.

2.2 The above guidelines are subjected to changes, if so required to comply with the changes to the directives and guidelines prescribed by the Malaysian Government, the Ministry of Health, the Malaysian National Security Council and/or other relevant authorities, without prior notice.

3. PARTICIPATION OF THE 19TH AGM

3.1 **General Meeting Record of Depositors**

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 23 May 2022 (“ROD”) to determine who shall be entitled to attend the 19th AGM. Only depositors whose names appear on the ROD shall be entitled to attend the AGM or appoint proxy(ies) to attend and vote on his behalf.

3.2 **Proxy**

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** on 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.

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 meeting or any adjournment thereof.

3.3 **Pre-registration to attend the AGM**

However, if you wish to attend the AGM in person and in order to allow us to make the necessary arrangements to accommodate the number of participants, we would like to seek your kind co-operation by returning the completed **Advance Registration Form** to reach us at the Company’s registered office located at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka or via e-mail at proxyform@tpc.com.my not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof.



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3. PARTICIPATION OF THE 19TH AGM (CONT'D)

3.4 Questions prior to AGM

If you have any question in relation to any item on the Agenda of the 19th AGM, you may send them in advance to the Company's registered office or via e-mail to proxyform@tpc.com.my not less than 3 working days before the time fixed for holding the AGM 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 3 working days from the conclusion of the AGM.

3.5 No recording or photography

By participating at the AGM, you agree that no part of the 19th AGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company.

The Company reserves the rights to take appropriate legal actions against anyone who violates this rule.



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PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka

Tel. No. 06-2686315 Fax No. 06-2686327 email : contact@tpc.com.my

REQUEST FORM

To : Bina Management (M) Sdn Bhd
Registration No. 197901005880 (50164-V)
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 2021 / * Circular to Shareholders dated 29 April 2022 in relation to the proposed renewal of the 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. : _____

Correspondence Address : _____

Telephone No. : _____

Signature

Date : _____

Note

A printed copy of the Annual Report 2021 and/or Circular will be sent to you within 4 market days 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 19th Annual General Meeting of the Company to 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 **Monday, 30 May 2022 at 12.00 noon** 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 Mr Liang Ah Lit @ Nyah Chung Mun as Director		
Resolution 4	Re-elect Mr Chong Peng Khang as Director		
Resolution 5	Re-appoint Crowe Malaysia PLT as Auditors		
Resolution 6	Renew the mandate for recurrent related party transactions		

Dated this _____ day of _____ 2022

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

First named proxy	_____ %
Second named proxy	_____ %
	<u>100%</u>

Signature of shareholder or
Common seal of corporate shareholder

Notes:

- A member entitled to attend and vote at the 19th 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 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 email : contact@tpc.com.my

ADVANCE REGISTRATION FORM

Name : _____

NRIC No. : _____

No. of Shares Held : _____

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 19th Annual General Meeting of the Company to 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 Monday, 30 May 2022 at 12.00 noon and at any adjournment thereof.

Kindly register me for the meeting.

Signature of shareholder

Date : _____

Note

1. For the purpose of determining a member who shall be entitled to attend the 19th 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 2022 ("**the ROD**"). Only a depositor whose name appears on the ROD shall be entitled to attend the 19th Annual General Meeting.
2. This Advance Registration Form should 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 24 hours before the time fixed for holding the meeting or any adjournment thereof.



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

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