



TPC PLUS BERHAD

Registration No. 200301012910 (615330-T)
(Incorporated In Malaysia under the Companies Act, 1965)

NOTICE IS HEREBY GIVEN THAT the 20th 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 **Tuesday, 30 May 2023 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 2022 together with the Directors’ and Auditors’ Reports thereon.
Please refer to Explanatory Note (a)
2. To approve the payment of Directors’ fees amounting to RM45,600.00 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2022. Resolution 1
3. To approve the payment of Directors’ benefits (other than Directors’ fees) to the Non-Executive Directors for the period from 31 May 2023 until the next Annual General Meeting to be held in 2024.
Please refer to Explanatory Note (c) Resolution 2
4. To re-elect the following Directors who are retiring by rotation in accordance with Clause 21.5 of the Company’s Constitution and who, being eligible, have offered themselves for re-election:
 - 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 Datuk Lim Yew Piau Resolution 5
5. To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration. Resolution 6

As Special Business

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

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 of the Circular to Shareholders dated 28 April 2023 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,

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

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. 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 20th 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 2023 (“the ROD”). Only a depositor whose name appears on the ROD shall be entitled to attend the 20th 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
28 April 2023

Notes:

- (i) A member entitled to attend and vote at the 20th 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 AGM or any adjournment thereof.
- (vi) 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.
- (vii) To minimise the risks of COVID-19 infection, the Company has put in place measures to safeguard the health of everyone attending the 20th AGM. Please read and adhere to the Administrative Guide sent to you on 28 April 2023 and which can also be downloaded from the Company’s website at www.tpc.com.my or announcement via Bursa’s website at www.bursamalaysia.com

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 1

A Directors' fees amounting to RM45,600.00 per annum will be paid to each of the Executive Directors by Teck Ping Chan Agriculture Sdn Bhd ("TPCA"), a wholly-owned subsidiary of the Company, in respect of the financial year ended 31 December 2022. All the Executive Directors of the Company are also directors of TPCA.

(c) 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 2023 until the day of the 21st Annual General Meeting to be held in 2024.

(d) Resolutions 3, 4 and 5

Pursuant Section 205 of the Companies Act 2016, the number nearest to 1/3 of the Directors shall retire at the conclusion of an AGM every year and pursuant to Paragraph 7.26 of the MMLR of Bursa and Clause 21.5 of the Company's Constitution, all Directors shall retire from office once at least in each 3 years but shall be eligible for re-election.

The Board of Directors had endorsed the Nomination and Remuneration Committee's ("NRC") recommendation on the re-election of YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop, Mr Lim Yew Kwang and Datuk Lim Yew Piau who are retiring by rotation at this 20th AGM.

The Board, through the assessment by the NRC, is satisfied with the performance of the retiring Directors in the discharge of their duties and responsibilities. The Board collectively agreed with the NRC that there were no adverse findings on the Directors and they were able to act in the best interest of the Company.

The NRC and the Board had also considered and were satisfied that the retiring Independent Non-Executive Director, YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop, who has served on the Board for less than 9 years has maintained his independence.

Further information on the retiring Directors can be found in the Directors' Profile set out in the Annual Report 2022.

(e) Resolution 6

The Audit Committee had assessed and was satisfied with the performance, independence and capabilities of the Auditors, Crowe Malaysia PLT. 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 2023 at the 20th AGM. Representative(s) of Crowe Malaysia PLT will be attending the 20th AGM.

(f) 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 21st AGM or the expiration of the period within which the 21st AGM is required by the law to be held or revoked/varied by a resolution passed by the shareholders in a general meeting.



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Registered Office : PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka
Tel. No. : 06-2686315 Email : contact@tpc.com.my

ADMINISTRATIVE GUIDE FOR THE 20TH ANNUAL GENERAL MEETING (“AGM”)

Date & Time of AGM : Tuesday, 30 May 2023 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

Given the evolving COVID-19 situation, we may be required to change the arrangements of the 20th AGM at short notice. Please check the Company’s website at www.tpc.com.my or Bursa’s website at www.bursamalaysia.com for the latest update on the status of the meeting, if any.

1. ANNUAL REPORT 2022 AND CIRCULAR TO SHAREHOLDERS DATED 28 APRIL 2023

- 1.1 To conserve the environment and improve sustainability, printed copies of the Company’s Annual Report 2022 and the Circular to Shareholders dated 28 April 2023 in relation to the proposed renewal of the shareholders’ mandate for recurrent related party transactions of a revenue or trading nature (“Circular”) will not be sent out to members but 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 If you wish to receive a printed copy of the Annual Report 2022 and/or the Circular, please complete and return the **Request Form** to the Company’s Share Registrar. A printed copy of the Annual Report 2022 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. MEASURES TO MINIMISE THE RISKS OF SPREADING THE CORONAVIRUS DISEASE 2019 (“COVID-19”)

- 2.1 For the well-being of everyone attending the 20th AGM and to minimise the risks of spreading the COVID-19 virus, members or proxies who have sore throat, fever, flu, cough, shortness of breath or any other symptoms of the COVID-19, or have come into close contact with someone with suspected or confirmed COVID-19, are advised not to attend the AGM.
- 2.2 All persons attending the AGM are advised to sanitise their hands prior to entering the meeting room and wear a face mask throughout the meeting.

3. PARTICIPATION IN THE 20TH 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 2023 (“ROD”). Only depositors whose names appear on the ROD will be entitled to attend the 20th AGM or appoint proxy(ies) to attend and vote on their behalf.

3.2 Proxy

If you are not able to attend the 20th AGM, you are strongly encouraged to appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM. You 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, signed and dated Proxy Form must be received by the Company at its registered office 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

If you wish to attend the AGM in person and in order for us to make the necessary arrangements to accommodate the number of participants, please complete the **Advance Registration Form** to reach us 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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3.4 Questions prior to AGM

If you have any questions in relation to any item on the Agenda of the 20th 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 market 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 market days from the conclusion of the AGM.

3.5 No recording or photography

By participating in the AGM, you agree that no part of the 20th 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 2022 / * Circular to Shareholders dated 28 April 2023 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 2022 and/or the 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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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 20th Annual General Meeting of the Company to be held at the **Hang Li Po Meeting Room, AMES Hotel, Jalan PKAK 1 & PKAK 2, Pusat Komersial Ayer Keroh, 75450 Ayer Keroh, Melaka on Tuesday, 30 May 2023 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 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 Datuk Lim Yew Piau as Director		
Resolution 6	Re-appoint Crowe Malaysia PLT as Auditors		
Resolution 7	Renew the mandate for recurrent related party transactions		

Dated this _____ day of _____ 2023

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

First named proxy	_____ %
Second named proxy	_____ %
	_____ 100%

Signature of member or
Common seal of corporate member

Notes:

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- (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 AGM 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 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 ("the Company"), hereby notify that I intend to attend the Company's 20th Annual General Meeting which 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 Tuesday, 30 May 2023 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 20th 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 2023 ("the ROD"). Only a depositor whose name appears on the ROD shall be entitled to attend the 20th Annual General Meeting.
2. This Advance Registration Form should be received by the Company at its registered office, 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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