

TP TEC HOLDING BERHAD
Registration No.: 202401020280 (1566129-V)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the 1st Annual General Meeting (“**AGM**”) of TP TEC HOLDING BERHAD (“**TP TEC HOLDING**” or the “**Company**”) will be held in person for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice:-

Day and Date : Wednesday, 21 May 2025
Time : 12.00 noon
Venue : **Le Méridien Kuala Lumpur**
2, Jalan Stesen Sentral,
Kuala Lumpur Sentral,
50470 Kuala Lumpur,
Wilayah Persekutuan

AGENDA

ORDINARY BUSINESS

- | | |
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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon. | Please refer to explanatory Note 1 |
| 2. To approve the payment of Directors' Fees and Benefits for the Directors of up to an aggregate amount of RM78,000 for the period from the conclusion of this AGM until the conclusion of the next AGM. | Resolution 1

Please refer to explanatory Note 2 |
| 3. To re-elect Lau Poh Keong who is retiring as a Director of the Company in accordance with Clause 106 of the Company's Constitution. | Resolution 2 |
| 4. To re-elect Leong Kok Jiann who is retiring as a Director of the Company in accordance with Clause 106 of the Company's Constitution. | Resolution 3 |
| 5. To re-appoint Messrs T. H. Kuan & Co. as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 4 |

SPECIAL BUSINESS

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

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|---|--|
| 6. Authority to Issue and Allot Shares Pursuant to Sections 75 and Section 76 of the Companies Act 2016 and the waiver of Pre-Emptive Rights | Resolution 5

Please refer to explanatory Note 3 |
| <p>“THAT subject always to the Companies Act 2016, Constitution of the Company and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and Section 76 of the Companies Act 2016, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes 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 100% of the total number of issued shares of the Company at the time of issue, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not</p> | |

more than 50% of the total number of issued shares **AND THAT** such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND FURTHER THAT pursuant to Section 85 of the Companies Act, 2016, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company.”

7. To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board
TP TEC HOLDING BERHAD

WONG YOUN KIM
Company Secretary
Selangor Darul Ehsan

Dated this 23rd day of April, 2025

NOTES:

1. A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney.
4. Where a member is an exempt authorised nominee who 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.
5. A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
6. The duly completed Form of Proxy must be deposited at the registered office of the Company at Unit 11.07, Amcorp Tower, Amcorp Trade Centre, 18, Persiaran Barat, 46050 Petaling Jaya, Selangor, Malaysia not less than twenty-four (24) hours before the time for holding the meeting or any adjournment thereof.

EXPLANATORY NOTE:-

1. Explanatory Note 1

Item 1 of the Agenda - Audited Financial Statements for the Financial Year Ended 31 December 2024

The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

2. Explanatory Note 2

Ordinary Resolution 1 – To approve the payment of Directors' Fees and Benefits for the Directors of up to an aggregate amount of RM78,000 for the period from the conclusion of this AGM until the conclusion of the next AGM.

The above resolution is to facilitate the payment of Directors' Fees and Benefits for the financial year ending 31 December 2025, if any.

Pursuant to Section 230(1) of the Act, the Company shall at every AGM approve the fees of the Directors of the Company.

The proposed Directors' Fees and Benefits, intended for the Directors including any to be appointed during the relevant period, have been reviewed by the Board of Directors of the Company.

3. Explanatory Note 3

Ordinary Resolution 5 - Authority to Issue and Allot Shares pursuant to Sections 75 and Section 76 of the Companies Act 2016 and the waiver of Pre-Emptive Rights

The proposed Resolution 5 under item 6 above, if passed, will empower the Directors of the Company, from the date of the above AGM, with the authority to issue and allot shares in the Company up to an amount not exceeding 100% of the total number of issued shares of the Company, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares for such purposes as the Directors consider would be in the best interest of the Company.

This authority, unless revoked or varied at a general meeting, will expire at the next AGM. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/ or acquisitions.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 15 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.

FORM OF PROXY**TP TEC HOLDING BERHAD****REGISTRATION NO.: 202401020280 (1566129-V)**

Number of Shares	:	
CDS Account No	:	
Email Address	:	
Contact Number	:	

I/We,

(full name as per NRIC/Passport/Certificate of Incorporation in capital letters)

Passport/NRIC/Registration No

of

(Full Address)

being a Member/Members of TP TEC HOLDING BERHAD hereby appoint

..... *(full name as per**NRIC/Passport/Certificate of Incorporation in capital letters)* of

..... and/or failing

him,..... of

(full name as per NRIC/Passport/Certificate of Incorporation in capital letters)

.....

(Full Address)

or failing him, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us and on my/our behalf

at the Annual/Extraordinary General Meeting * of the Company to be held on theday of

..... 20 and at any adjournment thereof.

My/our proxy(ies) *is/are to vote as indicated below:-

No.	Agenda	Resolution	For	Against
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon.	For Information Only		
2.	To approve the payment of Directors' Fees and Benefits for the Directors of up to an aggregate amount of RM78,000 for the period from the conclusion of this AGM until the conclusion of the next AGM.	Resolution 1		
3.	To re-elect Lau Poh Keong who is retiring as a Director of the Company in accordance with Clause 106 of the Company's Constitution.	Resolution 2		
4.	To re-elect Leong Kok Jiann who is retiring as a Director of the Company in accordance with Clause 106 of the Company's Constitution.	Resolution 3		
5.	To re-appoint Messrs T. H. Kuan & Co. as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.	Resolution 4		
6.	Authority to Issue and Allot Shares Pursuant to Sections 75 and Section 76 of the Companies Act 2016 and the waiver of Pre-Emptive Rights	Resolution 5		

(Please indicate with an "X" in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated Day of 2025

For appointment of 2 proxies, percentage of shareholdings to be represented by the proxies:

	No. of shares	Percentage
Proxy 1		
Proxy 2		
Total		100%

.....
Signature of Member(s)/ Common Seal of Shareholder**Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit).*

NOTES:

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2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
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stamp

REGISTERED OFFICE:
SYNERGY PROFESSIONALS GROUP SDN. BHD.
[REGISTRATION NO.: 202301003202 (1497121-V)]
UNIT 11.07, AMCORP TOWER, AMCORP TRADE CENTRE,
18, PERSIARAN BARAT, 46050 PETALING JAYA,
SELANGOR

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