



# KIM TECK CHEONG CONSOLIDATED BERHAD

[Registration No. 201401037782 (1113927-H)]

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eighth 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 Thursday, 15 December 2022 at 9.30 a.m.

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

### ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the financial year ended 30 June 2022 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 RM260,160 for the financial year ended 30 June 2022; **Resolution 1**
  - Directors' fees of up to RM260,160 from 1 July 2022 up to the next Annual General Meeting of the Company to be held in 2023; and **Resolution 2**
  - Meeting allowance of RM40,000 from 1 July 2022 up to the next Annual General Meeting of the Company to be held in 2023. **Resolution 3**
- To re-elect the following Directors who retire by rotation pursuant to Clause 97 of the Company's Constitution:
  - Y. Bhg. Datuk Lau Koh Sing @ Lau Kok Sing **Resolution 4**
  - Y. Bhg. Datin Lim Fook Len @ Lim Su Chin **Resolution 5**
  - Lim Hui Kiong **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** **Resolution 8**
  - Authority for Directors to allot and issue shares pursuant to Section 75 & 76 of the Companies Act, 2016**

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."

**AND FURTHER THAT** pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, 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".

### 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

**WONG YOUN KIM** (MAICSA 7018778)

Company Secretary

Dated: 28 October 2022

Kuala Lumpur

### 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 notorially 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 8 December 2022 (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 Seventh Annual General Meeting of the Company held on 6 December 2021 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.

As at the date of this Notice, a total of 11,568,516 placement shares had been issued and allotted on 29 December 2021 pursuant to a mandate granted to the Directors at the last Annual General Meeting held on 6 December 2021. The status of utilisation of proceeds as at 17 October 2022 is as follows:

Purpose	Proposed Utilisation (RM'000)	Actual utilisation (RM'000)	Unutilisation amount (RM'000)	Estimated timeframe for utilisation of proceeds (from receipt of proceeds)
Repayment of borrowings	791	(791)	-	Within 6 months
Working capital	812	(812)	-	Within 12 months
Estimated expenses in relation to the Placement	54	(54)	-	Within 1 month
<b>Total</b>	<b>1,657</b>	<b>(1,657)</b>	<b>-</b>	

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).

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 and Clause 54 of the Constitution of the Company, 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 54 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.



## KIM TECK CHEONG CONSOLIDATED BERHAD

Registration No. 201401037782 (1113927-H)  
(Incorporated in Malaysia under the Companies Act, 2016)

### ADMINISTRATIVE GUIDE

#### IN RESPECT OF THE EIGHTH ANNUAL GENERAL MEETING (“8<sup>TH</sup> AGM”) TO BE HELD VIA AN ONLINE PLATFORM

The Broadcast Venue of the 8th AGM shall be changed as set out below:

DATE:	TIME:	BROADCAST VENUE:
Thursday, 15 <sup>th</sup> December 2022	9.30 a.m.	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 8<sup>th</sup> December 2022 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the or appoint proxy(ies) to attend and/or vote on his(her) behalf.

#### Proxy

2. A member entitled to participate and vote remotely at the 8<sup>th</sup> AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the Annual General Meeting via Virtual Meeting Facilities on 15<sup>th</sup> December 2022, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, not less than twenty-four (24) hours before the time appointed for the taking of poll at the meeting or adjourned meeting, no later than **Wednesday, 14<sup>th</sup> December 2022 at 9.30 a.m.** Please inform the appointed Proxy(ies) to **register themselves via the Registration Link below.**


## Poll Voting

5. The voting at the 8<sup>th</sup> AGM will be conducted by poll in accordance with Clause 75 of the Company's Constitution. The Company has appointed Acclime Corporate Services Sdn Bhd as Poll Administrator to conduct the poll by way of online voting and USearch Management Services 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 8<sup>th</sup> 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 QR Code will be displayed upon the commencement of the meeting. Upon completion of the voting session for the 8<sup>th</sup> 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 8<sup>th</sup> AGM using the Virtual Meeting Facilities. Please refer to item 10 on the registration link.
8. For Corporate Shareholders, **please register yourself via the Registration Link provided below** to provide the following documents to Acclime Corporate Services Sdn Bhd no later than **Wednesday, 14<sup>th</sup> December 2022 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 8<sup>th</sup> AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 8<sup>th</sup> AGM via the Virtual Meeting Facilities, please submit the duly executed proxy form to Acclime Corporate Services Sdn Bhd no later than **Wednesday, 14<sup>th</sup> December 2022 at 9.30 a.m.** and **register yourself via the Registration Link below**.
10. 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"><li>Please click on the following link to register yourself as Shareholder/ Corporate Representative/ Beneficiary Owner of an Exempt Nominee for verification of attendance purpose.</li></ul> <p>Registration Link <a href="https://bit.ly/3TFL7CH">https://bit.ly/3TFL7CH</a></p>
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"><li>Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.</li></ul>

(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> <li>You may submit any questions online by scanning the QR Code below or via <a href="https://bit.ly/3DCYJcr">https://bit.ly/3DCYJcr</a> and to submit your questions accordingly:</li> </ul> 
<b>ON THE AGM DAY</b>		
(d)	PARTICIPATION	<ul style="list-style-type: none"> <li>Click on the participation link which was provided to you via e-mail.</li> <li>If you have any question to be raised during the meeting, you may submit by using the Q&amp;A box. The Chairman/Board will try to address the questions submitted prior or during the 8<sup>th</sup> AGM accordingly.</li> </ul>
(e)	ONLINE VOTING	The Voting Link for the Online will be displayed in the Chat Box and Q&A Box of the Virtual Meeting Room upon the Commencement of the AGM. Voting shall commence from 9.30 a.m. Thursday, 15 <sup>th</sup> December 2022 until a time when the Chairman announces the closing of the voting session at the 8 <sup>th</sup> AGM venue.
(f)	CLOSURE	The 8 <sup>th</sup> AGM will be closed upon the announcement by the Chairman, the Virtual Meeting will end.

#### **IMPORTANT NOTES, TERM AND CONDITIONS:**

- i) The participation link given is strictly for the registered shareholder to participate and must NOT be shared or forwarded to any other person.
- ii) In the event more than one (1) from the same registered shareholder join the virtual meeting and submit multiple votes, his/her vote will be disqualified entirely.

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## ENQUIRY

11. If you have any enquiry or require any assistance before or during the 8<sup>th</sup> AGM, please do not hesitate to contact the following officers during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

**ACCLIME CORPORATE SERVICES SDN BHD**

**Registration No. 199901021060 (495960-D)**

Level 5, Tower 8, Avenue 5, Horizon 2

Bangsar South City

59200 Kuala Lumpur

Tel : 603-2280 6388

Mobile/WhatsApp: 017 388 3989

Fax : 603-2280 6399

Email : [office365support@hmc.my](mailto:office365support@hmc.my)

Contact Person: Acclime Virtual Meeting Administrator

## PERSONAL DATA PRIVACY

12. By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.