



KIM TECK CHEONG CONSOLIDATED BERHAD
Registration No. 201401037782 (1113927-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting ("AGM") of Kim Teck Cheong Consolidated Berhad ("KTC" or "Company") will be conducted at Meeting Room, Lot 73, Jalan Kilang, Sedco Light Industrial Estate, Mile 5 1/2, Jalan Tuaran, 88450 Kota Kinabalu, Sabah on Friday, 8 December 2023 at 9.30 a.m.

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

ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the financial year ended 30 June 2023 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 2023; **Resolution 1**
 - Directors' fees of up to RM260,160 from 1 July 2023 up to the next Annual General Meeting of the Company to be held in year 2024; and **Resolution 2**
 - Meeting allowance of RM40,000 from 1 July 2023 up to the next Annual General Meeting of the Company to be held in year 2024. **Resolution 3**
- To re-elect the following Directors who retire by rotation pursuant to Clause 97 of the Company's Constitution:
 - Tun Richard Malanjum **Resolution 4**
 - Y.Bhg. Datuk Lau Wei Dick @ Dexter Dick Lau **Resolution 5**
 - Ms Phang Sze Fui **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 Resolutions:-

- ORDINARY RESOLUTION** **Resolution 8**
 - Authority for Directors to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act, 2016** **(Please refer to Note 8)**

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

"THAT pursuant to Sections 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 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.

- ORDINARY RESOLUTION** **Resolution 9**
 - Proposed Renewal of Share Buy-Back Authority** **(Please refer to Note 9)**

"THAT, subject to compliance with all applicable laws (as may be amended, modified or re-enacted from time to time), the Constitution of the Company, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant regulatory authority:

- approval be and is hereby given to the Company to purchase such number of ordinary shares in the Company's issued and paid-up ordinary share capital ("Shares") listed on Bursa Malaysia Securities Berhad (as may be determined by the Directors of the Company) ("Proposed Share Buy-Back") upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:
 - the aggregate number of Shares purchased and/or held by the Company pursuant to this resolution shall not exceed 10% of the total number of issued shares of the Company for the time being; and
 - the maximum amount of funds to be utilised for the purposes of the Proposed Share Buy-Back shall not exceed the Company's aggregate retained profits;
- the approval conferred by this resolution shall continue to be in force until:
 - the conclusion of the next Annual General Meeting of the Company;
 - expiry of the period within which the next Annual General Meeting of the Company is required by law to be held; or
 - the same is revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever is the earliest;
- authority be and is hereby given to the Directors of the Company in their absolute discretion to deal with the Shares so purchased by the Company in the following manner:
 - to cancel all or part of such Shares;
 - to retain all or part of such Shares as Treasury Shares;
 - to retain all or part of such Shares as Treasury Shares and subsequently cancel, resell on Bursa Malaysia Securities Berhad or distribute as dividends all or part of such Treasury Shares; and/or
 - to deal with in any other manner as may be prescribed by applicable law and/or the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad and/or any other relevant authority for the time being in force; and
- authority be and is hereby given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and, in connection therewith:
 - to enter into and execute, sign and deliver on behalf of the Company, any documents, agreement and/or arrangement with any person, and in all cases with full power to assent to any conditions, modifications, variations and/or amendments thereto as the Directors may deem fit and expedient in the best interest of the Company; and
 - to do all such acts and things as the Directors of the Company may deem fit and expedient in the best interest of the Company."
- 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)
SSM Practising Certificate No. 201908000410
Company Secretary

Dated: 31 October 2023
Kuala Lumpur

NOTES:

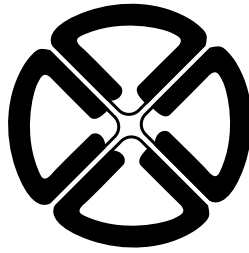
- Item 1 of the Notice is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of shareholders for the Audited Financial Statements and hence, is not put forward for voting.
- A member (other than an exempt authorised nominee as 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 must 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 located at Level 5, Tower 8, Avenue 5, Horizon 2, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur 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 30 November 2023 (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.
- The proposed Resolution 8 is intended to renew the authority granted to the Directors of the Company at the Eighth Annual General Meeting of the Company held on 15 December 2022 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 15 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).

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.

- 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 31 October 2023 for further details.



KIM TECK CHEONG CONSOLIDATED BERHAD

Registration No. 201401037782 (1113927-H)

(Incorporated in Malaysia under the Companies Act, 2016)

Dear Shareholders,

We are pleased to provide you with the following documents for your kind attention: -

- i. Notice of the Ninth Annual General Meeting of the Company ("AGM");
- ii. Request Form – Annual Report 2023;
- iii. Proxy Form;
- iv. Annual Report 2023; and
- v. Corporate Governance Report 2023.

As part of our commitment to creating a culture of sustainability within the Group and the community and managing our impact on the environment, we have significantly reduced the number of printed copies of our Annual Report this year. We urge you to join us in our support of "Go Green and Save Environment" by reading the digital copy of our Annual Report 2023 and Corporate Governance Report on Company's website at <https://kimteckcheong.com/annual-reports/> or scan the QR Code which will enable you to download and print any relevant page.



Should you require a printed copy of the Annual Report 2023, kindly contact our Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at **+603 2783 9299** or **is.enquiry@my.tricorglobal.com**. We will send the printed copy of the Annual Report 2023 by ordinary post upon receipt of your request.

Thank you.

Yours faithfully,

The Board of Directors

KIM TECK CHEONG CONSOLIDATED BERHAD