

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

In pursuance of Practice Note 18 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), Bursa Securities has perused the Proposed New Shareholders' Mandate on a limited review basis. Bursa Securities has not perused the Proposed Renewal of the Existing Shareholders' Mandate as it is prescribed as an Exempt Circular.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



TPC PLUS BERHAD

("TPC" or "the Company")

Registration No. 200301012910 (615330-T)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**THE PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE
AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
(COLLECTIVELY, "PROPOSED SHAREHOLDERS' MANDATE")**

The ordinary resolutions in respect of the Proposed Shareholders' Mandate will be tabled at the Company's 22nd Annual General Meeting ("**AGM**") which will be held at CM V Room, Level 7, Courtyard by Marriott Melaka, Lorong Haji Bachee, Kampung Bukit China, 75100 Melaka, Malaysia on Thursday, 29 May 2025 at 12:00 noon.

This Circular, the Notice of the AGM, Administrative Guide for the AGM, Request Form, Proxy Form and the Company's Annual Report 2024 may be viewed and downloaded at the Company's website, www.tpc.com.my.

If you wish to appoint proxy(ies) to attend and vote on your behalf at the AGM, please complete and return the Proxy Form in accordance with the instructions thereon to arrive at the Company's Registered Office at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka or receive by the Company via e-mail at proxyform@tpc.com.my not less than 48 hours before the time set for the AGM. The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging Proxy Form	: Tuesday, 27 May 2025 at 12:00 noon
Date and time of the AGM	: Thursday, 29 May 2025 at 12:00 noon
Venue of the AGM	: CM V Room, Level 7, Courtyard by Marriott Melaka Lorong Haji Bachee, Kampung Bukit China 75100 Melaka, Malaysia

This Circular is dated 30 April 2025

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: The Companies Act 2016 as may be amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Board”	: Board of Directors of TPC
“Bursa Securities”	: Bursa Malaysia Securities Berhad, Registration No. 200301033577 (635998-W)
“Director”	Has the meaning given in section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Shareholders’ Mandate includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of TPC, its subsidiary or holding company.
“EUSB”	: Esprit Unity Sdn Bhd, Registration No. 200101005190 (540946-A)
“HLRB”	: Huat Lai Resources Berhad, Registration No. 199401037591 (323273-T)
“Latest Practicable Date”	: 31 March 2025, being the latest practicable date before the printing of this Circular
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“Major Shareholders”	<p>: A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:</p> <p>(a) 10% or more of the total number of voting shares in the Company; or</p> <p>(b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in section 8 of the Act.</p> <p>A major shareholder includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of TPC, its subsidiary or holding company.</p>
“Proposed Shareholders’ Mandate”	: The proposed renewal of the existing shareholders’ mandate and the proposed new shareholders’ mandate, collectively.
“Related Parties”	: Huat Lai Resources Berhad, Huat Lai Feedmill Sdn Bhd, HLRB Processing Sdn Bhd, Huat Lai Paper Products Sdn Bhd, Linggi Agriculture Sdn Bhd, Chuan Hong Poultry Farm Sdn Bhd, Jalin Indah Poultry Farm Sdn Bhd, Chuan Hong Hatchery Sdn Bhd, HLRB Trading Sdn Bhd and HLRB Egg Processing Sdn Bhd.
“RRPT”	: Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations and which are in the ordinary course of business entered into or to be entered into by TPCA with the Related Parties.
“TPC Group” or “the Group”	: TPC and its subsidiaries, collectively
“TPC” or “the Company”	: TPC Plus Berhad, Registration No. 200301012910 (615330-T)
“TPCA”	: Teck Ping Chan Agriculture Sdn Bhd, Registration No. 197801004928 (41913-X)

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PROPOSED RENEWAL OF THE EXITING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

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TPC PLUS BERHAD

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

Registered Office:

PT 1678, Mukim of Serkam
77300 Merlimau
Melaka

30 April 2025

Board of Directors:

Datuk Lim Yew Piau - Chairman, Non-Independent Executive Director
Mr Lim Yew Kwang - Managing Director, Non-Independent Executive Director
Ms Lim Chian Harn - Non-Independent Executive Director
YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop - Independent Non-Executive Director
Mr Chong Chee Siong - Independent Non-Executive Director
Mr Chong Peng Khang - Independent Non-Executive Director

To: The shareholders of TPC

Dear Sir/Madam,

PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the Company's 21st Annual General Meeting ("**AGM**") held on 30 May 2024, the shareholders of TPC Plus Berhad ("**TPC**" or "**the Company**") had, among others, renewed the mandate for Teck Ping Chan Agriculture Sdn Bhd ("**TPCA**"), a wholly-owned subsidiary of the Company, to enter into recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations and which are in its ordinary course of business ("**RRPT**").

In accordance with the Main Market Listing Requirements ("**the Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the above-mentioned mandate will lapse at the conclusion of the Company's 22nd AGM scheduled to be held on 29 May 2025 unless the mandate is renewed by the shareholders at the 22nd AGM.

The Company had on 27 February 2025 and 13 March 2025 announced to Bursa Securities that the Company will seek approval from its shareholders for the renewal of the existing shareholders' mandate and for new shareholders' mandate respectively at the 22nd AGM.

(The proposed renewal of the existing shareholders' mandate and the proposed new shareholders' mandate shall hereinafter collectively referred to as "**the Proposed Shareholders' Mandate**")

The purpose of this Circular is to provide you with the details of the Proposed Shareholders' Mandate together with the Directors' recommendation and to seek your approval for the resolutions to be tabled as Special Business at the forthcoming 22nd AGM, the notice of which has been sent out to you on 30 April 2025 and published on the Company's website at www.tpc.com.my.

SHAREHOLDERS ARE ADVISED TO READ THE CONTENT OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED SHAREHOLDERS' MANDATE.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

2.1 Listing Requirements

Under Paragraph 10.09(2) of the Listing Requirements, the Company may seek a shareholders' mandate for recurrent related party transactions subject to the following:

- i. 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;
- ii. the shareholders' mandate is subject to annual renewal and disclosure is made in the Company's annual report of the aggregate value of the transactions conducted under such mandate during the financial year where:
 - a. the consideration, value of the assets, capital outlay or costs of the aggregated transactions is RM1 million or more; or
 - b. the percentage ratio of such aggregated transactions is 1% or more,whichever is the higher;
- iii. a circular to the shareholders for the mandate includes the information as may be prescribed by Bursa Securities;
- iv. in a meeting to obtain shareholders' mandate, the Directors, Major Shareholders and/or persons connected to them who are interested in the RRPT must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must also ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- v. immediately announce to Bursa Securities in accordance with the Listing Requirements when the actual value of the RRPT entered into exceeds the estimated value of the transactions disclosed in this Circular by 10% or more.

2.2 Validity Period of the Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate, if approved at the forthcoming 22nd AGM, is subject to annual renewal and shall continue to be in force until:

- i. the conclusion of the Company's 23rd AGM at which time it will lapse unless the authority is renewed by a resolution passed at that meeting;
- ii. the expiration of the period within which the 23rd 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 under Section 340(4) of the Act; or
- iii. revoked or varied by a resolution passed by shareholders of the Company in a general meeting,

whichever is the earlier.

2.3 Principal Activities of TPC Group

The Company is principally engaged in the business of investment holding and provision of management services. The principal activities of the Company's subsidiaries are as follows:

<u>Name of Company</u>	<u>Country of incorporation</u>	<u>Equity Interest (%)</u>	<u>Principal Activities</u>
Teck Ping Chan Agriculture Sdn Bhd (" TPCA ")	Malaysia	100	Poultry farming and investment holding
Teck Ping Chan (1976) Sdn Bhd	Malaysia	100	Dormant
<u>Subsidiary of TPCA</u>			
Mestika Arif Sdn Bhd	Malaysia	100	Oil palm plantation

2.4 Classes of Related Parties

The details of the Related Parties of TPC Group are as follows:

<u>Related Party</u>	<u>Principal activities</u>	<u>Nature of relationship</u>
Huat Lai Resources Berhad (" HLRB ")	Poultry farming and investment holding	HLRB is a major shareholder of TPC holding 181,920,038 ordinary shares representing 59.02% of the issued shares in TPC.
Huat Lai Feedmill Sdn Bhd (" HLFM ")	Manufacturing and trading of animal feed	HLFM is a wholly-owned subsidiary of HLRB
HLRB Processing Sdn Bhd (" HLPR ")	Processing and marketing of chicken and related products and oil palm production	HLPR is a wholly-owned subsidiary of HLRB
Linggi Agriculture Sdn Bhd (" LASB ")	Poultry farming and oil palm production	LASB is a wholly-owned subsidiary of HLRB
Chuan Hong Poultry Farm Sdn Bhd (" CHPF ")	Poultry farming	CHPF is a wholly-owned subsidiary of HLRB
Huat Lai Paper Products Sdn Bhd (" HLPP ")	Manufacturing and trading of paper egg trays	HLPP is a wholly-owned subsidiary of HLRB
Jalin Indah Poultry Farm Sdn Bhd (" JIPF ")	Poultry farming	JIPF is a wholly-owned subsidiary of HLRB
Chuan Hong Hatchery Sdn Bhd (" CHH ")	Poultry farming	CHH is a wholly-owned subsidiary of CHPF which in turn is a wholly-owned subsidiary of HLRB
HLRB Trading Sdn Bhd (" HLTR ")	Trading of poultry products	HLTR is a wholly-owned subsidiary of HLRB
HLRB Egg Processing Sdn Bhd (" HLEP ")	Manufacturing of egg products	HLEP is a wholly-owned subsidiary of HLRB

Notes :

- i. The shareholders of HLRB are as follows:

	<u>No. of shares</u>	<u>Percentage *</u>
Esprit Unity Sdn Bhd (" EUSB ")	75,143,000	96.31
Mr Lim Yeow Her	1,440,174	1.85
Mr Lim Yeow Kian	719,913	0.92
Datuk Seri Lim Yeow Siong	719,913	0.92
	-----	-----
	78,023,000	100.00
	=====	=====

* The computation of percentage excludes 8,626,000 treasury shares held by HLRB.

- ii. The shareholders of EUSB are as follows:

	<u>No. of shares</u>	<u>Percentage</u>
Mr Lim Yeow Her	20,050,002	50
Mr Lim Yeow Kian	10,025,000	25
Datuk Seri Lim Yeow Siong	10,025,000	25
	-----	-----
	40,100,002	100
	=====	=====

- iii. Mr Lim Yeow Her, Mr Lim Yeow Kian and Datuk Seri Lim Yeow Siong are brothers and they are also Directors of HLRB and EUSB.

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2.5 The Nature and Value of the Proposed Shareholders' Mandate

2.5.1 Proposed Renewal of the Existing Shareholders' Mandate

The nature and the actual value of RRPT transacted since the existing shareholders' mandate was obtained on 30 May 2024 and the details of the RRPT for which approval is being sought are as follows:

Related party	Nature of relationship	Interested Parties	Nature of transaction	Existing RRPT mandate		Proposed Shareholders' Mandate
				Estimated value as disclosed in previous circular dated 30.4.2024 (RM'000)	Actual value transacted (RM'000) #	
HLRB	HLRB is a major shareholder of TPC holding 59.02% direct interest in TPC.	Executive Directors ⁺ and major shareholders ^{>} of TPC and persons connected to them	Sale of eggs [@] by TPCA to HLRB	50,000	6,600	50,000
			Sale of layer feed by TPCA to HLRB	180,000	47,000	180,000
			Purchase of eggs [@] , raw material and livestock by TPCA from HLRB	200,000	50,000	200,000
HLFM	HLFM is a wholly-owned subsidiary of HLRB		Sale of layer feed by TPCA to HLFM	200,000	72,000	200,000
			Purchase of grower feed and raw material by TPCA from HLFM	200,000	6,300	200,000
HLPR	HLPR is a wholly-owned subsidiary of HLRB		Sales of spent layers by TPCA to HLPR	8,000	1,100	8,000
LASB	LASB is a wholly-owned subsidiary of HLRB		Sale of layer feed and eggs [@] by TPCA to LASB	250,000	75,000	250,000
			Purchase of eggs [@] by TPCA from LASB	10,000	160	10,000

Related party	Nature of relationship	Interested Parties	Nature of transaction	Existing RRPT mandate		Proposed Shareholders' Mandate
				Estimated value as disclosed in previous circular dated 30.4.2024 (RM'000)	Actual value transacted (RM'000) #	
CHPF	CHPF is a wholly-owned subsidiary of HLRB	Executive Directors ⁺ and major shareholders ^{>} of TPC and persons connected to them	Sale of layer feed, eggs [@] and raw material by TPCA to CHPF	100,000	4,000	100,000
JIPF	JIPF is a wholly-owned subsidiary of HLRB		Purchase of eggs [@] , feeds and raw materials by TPCA from CHPF	80,000	300	80,000
HLPP	HLPP is a wholly-owned subsidiary of HLRB		Sale of layer feed and eggs [@] from TPCA to JIPF	180,000	62,000	180,000
			Purchase of egg trays by TPCA from HLPP	10,000	2,700	10,000

Notes:

Refers to the actual amount transacted since obtaining the shareholders' mandate on 30 May 2024 up to 31 March 2025, being the latest practicable date before the printing of this Circular.

** The estimated value is based on the average amount of preceding years' transactions and the anticipated increase in prices and production capacity of farms.

@ TPCA will purchase eggs from Related Parties when TPCA does not have enough eggs of a particular size at that point of transaction and will sell eggs to Related Parties when Related Parties do not have enough eggs of a particular size at that point of transaction.

+ Executive Directors refers to Mr Lim Yew Kwang, Datuk Lim Yew Piau and Ms Lim Chian Harn.

> Major shareholders refers to Esprit Unity Sdn Bhd, Huat Lai Resources Berhad, Mr Lim Yeow Her, Mr Lim Yeow Kian and Datuk Seri Lim Yeow Siong.

2.5.2 Proposed New Shareholders' Mandate

The details of the RRPT for which new shareholders' mandate is being sought are as follows:

Related party	Nature of relationship	Interested Parties	Nature of transaction	Estimated value (RM'000) ^
CHH	CHH is a wholly-owned subsidiary of CHPF which in turn is a wholly-owned subsidiary of HLRB	Executive Directors ⁺ and major shareholders ^{>} of TPC and persons connected to them	Sale of layer feed and eggs [@] by TPCA to CHH	12,000
HLTR	HLTR is a wholly-owned subsidiary of HLRB		Sale of eggs [@] by TPCA to HLTR	30,000
HLEP	HLEP is a wholly-owned subsidiary of HLRB		Sale of eggs [@] by TPCA to HLEP Purchase of eggs [@] by TPCA from HLEP	10,000 20,000

Notes:

- [^] The estimated value is based on the prevailing average market prices and the projected volume of transactions to be entered from the date of the Company's 22nd AGM up to the Company's 23rd AGM to be held in year 2026.
- [@] TPCA will purchase eggs from Related Parties when TPCA does not have enough eggs of a particular size at that point of transaction and will sell eggs to Related Parties when Related Parties do not have enough eggs of a particular size at that point of transaction.
- ⁺ Executive Directors refers to Mr Lim Yew Kwang, Datuk Lim Yew Piau and Ms Lim Chian Harn.
- [>] Major shareholders refers to Esprit Unity Sdn Bhd, Huat Lai Resources Berhad, Mr Lim Yeow Her, Mr Lim Yeow Kian and Datuk Seri Lim Yeow Siong.

2.6 Amount due and owing by Related Parties pursuant to the existing RRPT

As at 31 December 2024, there was no amount due and owing to TPCA by the Related Parties pursuant to a RRPT that has exceeded the credit terms given.

2.7 Review and Disclosure Procedures for RRPT

The Company has implemented the following review and disclosure procedures to ensure that the RRPT are conducted on arm's length basis and on transaction prices and normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders:

- i. The definition of related party, list of related parties and the review procedure will be circulated and/or updated within the Group.
- ii. Any tender, quotation or contract received from or proposed to be entered with a related party shall be reviewed by the Executive Directors who will ascertain if it is an approved RRPT. Such tender, quotation or contract will not be approved unless the terms offered to the Group are comparable with those offered by unrelated third parties for the same or substantially similar type of transactions.

- iii. Transactions with related party will only be entered into after taking into account the pricing, quality, level of services and expertise and other related factors. The negotiated transaction prices will be determined by market forces and similar to those transactions prices with unrelated third parties.
- iv. Wherever possible, the Management will endeavour that at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities are used for comparison to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.
- v. Where quotation or comparative pricing from unrelated third parties cannot be obtained, the Management may rely on their knowledge in the prevailing industry norms bearing in mind the urgency and efficiency of services to be provided/received to ensure the RRPT are not detrimental to the Company.
- vi. All records of RRPT will be properly captured, kept and maintained to ensure accurate disclosure.
- vii. RRPT will be reviewed by the Audit Committee quarterly to ensure that such transactions are undertaken at arm's length basis on transaction prices and on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders. In its review of such transactions, the Audit Committee may, as it deems fit, request for additional information pertaining to the transactions from independent sources of advisers or professionals.
- viii. Where any of the Company's Director or member of the Audit Committee has a direct or indirect interest in the RRPT, he shall abstain from all deliberations and voting in respect of the said transaction.
- ix. There is no specific threshold for approval of RRPT as all RRPT will be monitored by the Management and reviewed by the Audit Committee on a quarterly basis. All new RRPT shall be approved by the Board of Directors.

Disclosure will be made in the Company's annual report of the aggregate value of RRPT conducted under the shareholders' mandate during the financial year, the nature of RRPT entered into, the names of the related parties involved and their relationship with the Group.

2.8 **Statement by the Audit Committee**

The Company's Audit Committee has seen and reviewed the procedures mentioned in Section 2.7 above on a yearly basis and is of the view that the said procedures are sufficient to ensure that the RRPT are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

In addition, the Audit Committee is of the opinion that the Company has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner and will amend the procedures and processes when they are no longer appropriate or adequate.

3. **RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE**

The Proposed Shareholders' Mandate will enable TPCA to carry out the RRPT which are necessary for its day-to-day operations without the need of the Company to make frequent announcements to Bursa Securities or convene separate general meetings on each occasion to seek prior approval from its shareholders in pursuance of the Listing Requirements of Bursa Securities. This will substantially reduce expenses associated with the convening of such general meetings on an ad-hoc basis, improve administrative efficiency and allow resources and time to be channeled towards attaining other corporate objectives.

The RRPT are intended to meet the business needs of the Company at the best possible terms. By transacting with the Related Parties, the Company would have an advantage of familiarity with the background, financial well-being and management of the Related Parties thus enabling more informed commercial decisions to be made. In most dealings with the Related Parties, the Company and the Related Parties have a good understanding of each other's business needs and expectations thus providing a platform where all parties can benefit from conducting the RRPT.

4. EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate will not have any effect on the Company's share capital and substantial shareholders' shareholding. As the RRPT forms an integral part of TPC Group's day-to-day operations, it is expected to contribute positively towards the financial performance of the Group.

5. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the Company's shareholders at the forthcoming 22nd AGM.

6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The direct and indirect interests of the Directors and major shareholders of TPC as at 31 March 2025 are as follows:

	Ordinary shares in TPC			
	Direct		Indirect	
	No.	%	No.	%
<u>Directors</u>				
Mr Lim Yew Kwang #	Nil	Nil	Nil	Nil
Datuk Lim Yew Piau #	Nil	Nil	Nil	Nil
Ms Lim Chian Harn @	Nil	Nil	Nil	Nil
YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Haji Yusop	Nil	Nil	Nil	Nil
Mr Chong Chee Siong	Nil	Nil	Nil	Nil
Mr Chong Peng Khang	Nil	Nil	Nil	Nil
<u>Major Shareholders</u>				
Huat Lai Resources Berhad	181,920,038	59.02	Nil	Nil
Esprit Unity Sdn Bhd	Nil	Nil	181,920,038 ^	59.02 ^
Mr Lim Yeow Her #	Nil	Nil	181,920,038 *	59.02 *
Mr Lim Yeow Kian #	Nil	Nil	181,920,038 *	59.02 *
Datuk Seri Lim Yeow Siong #	Nil	Nil	181,920,038 *	59.02 *

Notes:

Mr Lim Yew Kwang, Datuk Lim Yew Piau, Mr Lim Yeow Her, Mr Lim Yeow Kian and Datuk Seri Lim Yeow Siong are brothers.

@ Ms Lim Chian Harn is the daughter of Mr Lim Yeow Her and niece of Mr Lim Yew Kwang, Datuk Lim Yew Piau, Mr Lim Yeow Kian and Datuk Seri Lim Yeow Siong.

^ Deemed interested by virtue of its direct interests in Huat Lai Resources Berhad.

* Deemed interested by virtue of their direct interests and indirect interests (through Esprit Unity Sdn Bhd) in Huat Lai Resources Berhad.

Mr Lim Yew Kwang, Datuk Lim Yew Piau and Ms Lim Chian Harn (hereinafter collectively referred to as “**Interested Directors**”) being Directors of the Company, and deemed interested in the Proposed Shareholders’ Mandate by virtue of their relationship with the major shareholders as described above, have abstained and will continue to abstain from all Board deliberations and voting on the resolutions pertaining to the Proposed Shareholders’ Mandate.

The Company’s major shareholders, namely HLRB, EUSB, Mr Lim Yeow Her, Mr Lim Yeow Kian and Datuk Seri Lim Yeow Siong (hereinafter collectively referred to as “**Major Shareholders**”) will abstain from voting on the resolutions pertaining to the Proposed Shareholders’ Mandate at the forthcoming 22nd AGM.

The Interested Directors and Major Shareholders have undertaken that they will ensure that persons connected to them, if any, will also abstain from voting, deliberating or approving the resolutions pertaining to the Proposed Shareholders’ Mandate at the forthcoming 22nd AGM.

7. **DIRECTORS’ RECOMMENDATION**

After having considered all aspects of the Proposed Shareholders’ Mandate, the Board of Directors of the Company, save for the Interested Directors, is of the opinion that the Proposed Shareholders’ Mandate is fair, reasonable and is in the best interest of TPC Group and its shareholders and accordingly recommends that you vote in favour of the resolutions pertaining to the Proposed Shareholders’ Mandate which will be tabled at the forthcoming 22nd AGM to give effect to the same.

8. **TWENTY-SECOND AGM**

The notice convening the Company’s 22nd AGM to vote on, amongst others, the resolutions pertaining to the Proposed Shareholders’ Mandate and the Proxy Form were sent to you on 30 April 2025 and may also be viewed and downloaded at the Company’s website at www.tpc.com.my. The 22nd AGM will be held at CM V Room, Level 7, Courtyard by Marriott Melaka, Lorong Haji Bachee, Kampung Bukit China, 75100 Melaka, Malaysia on Thursday, 29 May 2025 at 12:00 noon.

If you wish to appoint proxy(ies) to attend and vote on your behalf at the AGM, please complete and return the Proxy Form in accordance with the instructions thereon to arrive at the Company’s Registered Office at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka or receive by the Company via e-mail at proxyform@tpc.com.my not less than 48 hours before the time set for the AGM.

9. **FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I for additional information.

Yours faithfully
For and on behalf of the Board of
TPC PLUS BERHAD

Datuk Lim Yew Piau
Chairman

1. DIRECTORS' RESPONSIBILITY

This Circular has been seen and approved by the Directors of TPC and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, neither the Company nor any of its subsidiaries have entered into any material contracts, not being contracts entered into in the ordinary course of business, within 2 years immediately preceding the date of this Circular:

- i. Sale and Purchase Agreement dated 12 June 2023 entered into between TPCA and Mun Wah Estate Sdn Bhd, Registration No. 200901008952 (851948-K) ("**the Vendor**"), a company which is not related to the Company's Directors, major shareholders and/or any persons connected with them, for the purchase from the Vendor all those 4 pieces of freehold agricultural lands at Mukim Titian Bintangor, Daerah Rembau, Negeri Sembilan measuring 16.2025 hectares (40.035 acres) in aggregate free from all encumbrances and with vacant possession ("**the Proposed Acquisition**") for a total purchase price of RM5,204,550.00 (calculated at RM130,000.00 per acre) which was satisfied by internally generated funds and borrowings.

The Proposed Acquisition was completed on 11 September 2023.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at 31 March 2025, TPC Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board does not have any knowledge of any proceedings, pending or threatened, against the Group or any facts likely to give rise to any proceedings which may materially or adversely affect the financial position of the Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka between 8:30 a.m. to 4:30 p.m. from Mondays to Fridays (except on public holidays) from the date of this Circular up to and including the date of the 22nd AGM:

- i. Constitution of the Company;
- ii. Audited financial statements of the Company for the financial years ended 31 December 2023 and 31 December 2024; and
- iii. Sale and Purchase Agreement dated 12 June 2023 referred to in paragraph 2(i) above.