



## TECK GUAN PERDANA BERHAD

Registration No. 199401021418 (307097-A)

(Incorporated in Malaysia)

### MINUTE OF THE THIRTY-FIRST (31<sup>st</sup>) ANNUAL GENERAL MEETING OF THE COMPANY HELD AT THE XOCOLATT HALL, GROUND FLOOR, HOTEL EMAS, JALAN UTARA, 91000 TAWAU, SABAH ON THURSDAY, 26 JUNE 2025 AT 9.00 A.M.

PRESENT : Mr. Wong Peng Mun – in the Chair  
and as per attendance list

IN ATTENDANCE : Ms. Sim Huan Jill – Company Secretary  
Ms. Lee See Ley – Company Secretary

#### 1. WELCOME ADDRESS

On behalf of the Board, Mr. Wong Peng Mun, the Chairman of the Board of Directors took the chair ("The Chairman") of the Thirty-First Annual General Meeting of the Company ("the 31<sup>st</sup> AGM" or "the Meeting"), welcomed all the attendees to the Meeting.

The Chairman introduced the Directors, the Company Secretaries, the General Manager Marketing, the Chief Financial Officer ("CFO"), the External Auditors of the Company and the Scrutineer who were in attendance.

#### 2. QUORUM

The Secretary informed the Chairman that quorum for the Meeting as prescribed by Article 59 of the Company's Constitution is two (2) members. The Company Secretaries confirmed that the requisite quorum being present. Subsequently, the Chairman called the meeting to order at 9.00 a.m.

#### 3. NOTICE OF MEETING

The notice of the 31<sup>st</sup> AGM was circulated to all the shareholders of the Company on 29<sup>th</sup> May 2025 was duly tabled and taken as read.

The Chairman informed the members that pursuant to the paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia, all resolutions set out in the notice of the Meeting shall be voted by way of poll. He added that the Company has appointed CNK & Co. as Independent Scrutineers to verify and validate the poll results.

The Chairman informed the members that he will announced to the members when the polling process is be opened for voting later in the meeting. He also informed the floor the members of their right to raise questions or seek clarifications which are relevant to the proposed motions in the agenda.

**4. ORDINARY BUSINESS – AGENDA 1**

**Audited Financial Statements and Reports**

The Audited Financial Statements of the Company and the Group for the financial year ended 31 January 2025 and the Reports of the Directors and Auditors thereon having been circulated to all members within the prescribed statutory period, were tabled at the Meeting for discussion pursuant to Section 340(1)(a) of the Companies Act 2016 and therefore does not require shareholders' approval and hence this agenda was not put to vote.

The Chairman then declared THAT the Audited Financial Statements for the financial year ended 31 January 2025 and the Reports of the Directors and Auditors thereon were properly laid before the Meeting and duly received.

**5. ORDINARY BUSINESS – AGENDA 2 (Resolution 1)**

**Re-election of Director (Article 91) – Mr. Wong Peng Mun**

As this agenda concerns the Chairman's continuation in office as a Non-Independent Non-Executive Director, he invited Mr. Fung Hiuk Bing to chair this agenda. Mr. Fung Hiuk Bing informed that the Resolution 1 was to re-elect Mr. Wong Peng Mun who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution.

Thereafter, Mr. Fung Hiuk Bing then handed the chair back to Mr. Wong Peng Mun and Mr. Wong resumed the role to chair the Meeting.

**6. ORDINARY BUSINESS – AGENDA 3 (Resolution 2)**

**Re-election of Director (Article 91) – Ms. Hong Kun Yee**

The Chairman informed that the Resolution 2 was to re-elect Ms. Hong Kun Yee who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution.

**7. ORDINARY BUSINESS – AGENDA 4 (Resolution 3)**

**Appointment of Director- Ms. Noor Fazarina Binti Tahah**

The Chairman informed that the Resolution 3 was to appoint Ms. Noor Fazarina Binti Tahah as Independent Non-Executive Director.

**8. ORDINARY BUSINESS – AGENDA 5 (Resolution 4)**

**Appointment of Director- Ms. Connie Wong Jiin Yee**

The Chairman informed that the Resolution 4 was to appoint Ms. Connie Wong Jiin Yee as Independent Non-Executive Director.

**9. ORDINARY BUSINESS – AGENDA 6 (Resolution 5)**

**Directors' Fees and Benefits for Financial Year Ending 31 January 2026**

The Chairman informed that the Resolution 5 was to approve the payment of Directors' fee not exceeding the amount RM150,000 and any benefits payable for the financial year ending 31 January 2026.

**10. ORDINARY BUSINESS – AGENDA 7 (Resolution 6)**

**First and Final Single-Tier Dividend of 5.0 sen per Ordinary Share for Financial Year Ending 31 January 2025**

The Chairman informed that the Resolution 6 was to approve a first and final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 January 2025.

He further informed that the dividend, if the resolution approved, will be paid on 5 August 2025 to depositors registered in the Records of Depositors on 11 July 2025.

**11. ORDINARY BUSINESS – AGENDA 8 (Resolution 7)**

**Appointment of Auditors - Messrs. PKF PLT**

The Chairman informed the Meeting that the retiring auditors, Messrs. PKF PLT had indicated their willingness to continue in office and that the Resolution 7 was to approve the re-appointment of Messrs. PKF PLT as Auditors for the ensuing year until the conclusion of the next annual general meeting and at a remuneration to be determined by the Board of Directors.

**12. SPECIAL BUSINESS – AGENDA 9 (Resolution 8)**

**Continuation in Office as Independent Non-Executive Director – Mr. Fung Hiuk Bing**

The Chairman informed the floor that Mr. Fung Hiuk Bing had remain independent and objective towards the best interest of the Company all these years serving as an independent non-executive director despite he has served the Company more than 9 years. The Board would like to recommend that he be retained as Independent Director subject to shareholders' approval at this 31<sup>st</sup> AGM in compliance with the Practice 5.3 of the Malaysian Code of Corporate Governance 2021.

The Chairman further informed that the Resolution 8 was to allow Mr. Fung Hiuk Bing to continue his office as an Independent Non-Executive Director of the Company.

**13. SPECIAL BUSINESS – AGENDA 10 (Resolution 9)**

**Authority for Directors to Allot and Issue Shares**

The Chairman informed that the Resolution 9 was to approve the renewal of general mandate for the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. He explained that this resolution, if passed, will give the Directors authority to issue and allot shares provided it does not exceed 10% of the issued share capital of the Company and that this authority will expire at the conclusion of the next annual general meeting unless revoke and varied at a general meeting. He further informed the floor that no new shares of the Company were issued pursuant to the mandate given at the last Annual General Meeting and hence no proceeds were raised.

#### 14. SPECIAL BUSINESS – AGENDA 11 (Resolution 10)

##### **Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Shareholders' Mandate for Additional Recurrent Related Party Transactions**

The Chairman informed that the Resolution 10 was to approve the renewal of shareholders' mandate for existing recurrent related party transactions and shareholders' mandate for additional recurrent related party transactions. He explained that the details are in the Circular to Shareholders dated 29 May 2025 which was sent to all shareholders and that this resolution if passed will empower the Company to conduct transaction of revenue or trading nature with parties related to the Company.

The Chairman then reminded that the interested party, Datuk Hong Ngit Ming and those persons connected to him having direct or indirect interest in the Company's shares are to abstain from voting on this proposed resolution.

#### 15. ANY OTHER BUSINESS – AGENDA 12

The Chairman invited Company Secretary, Ms. Sim Huan Jill to conduct the Q&A session with questions from the floor.

Ms. Sim Huan Jill read the questions from the Minority Shareholders Watch Group ("MSWG") and Shareholders:

Question 1 from MSWG: The sales volume for crude palm kernel oil had registered a decrease of approximately 11.56% while an increase of 4.73% for palm kernel expeller as compared with the preceding year. (Source: Page 19 of AR 2025)

- (a) What factors contributed to the decrease in crude palm kernel oil sales volume during the financial year? Was the decline due more to weaker demand or to supply disruptions?

Answer by CFO, Mr. Chong Nyet Wui:

The decrease of approximately 11.56% in Crude Palm Kernel Oil (CPKO) sales volume was mainly attributed to lower production recorded during the financial year. This decrease in CPKO production was further affected by inferior quality palm kernels combined together with shortage supply primarily due to unpredictable changing weather patterns which negatively impacted Fresh Fruit Bunches (FFB) harvested in neighbouring estates.

- (b) How much has the growth in palm kernel expeller sales contributed to overall revenue? Is this growth driven by improved pricing or better margins compared to crude palm kernel oil?

Answer by CFO, Mr. Chong Nyet Wui:

Palm kernel expeller contributed around 8% to the Group's revenue, while Crude Palm Kernel Oil (CPKO) sales accounted for approximately 70%. The growth in palm kernel expeller revenue was primarily driven by an increase in export demand.

- (c) What measures has the Group implemented to address the decline in crude palm kernel oil sales volume and how effective have these measures been in controlling the decline?

Answer by CFO, Mr. Chong Nyet Wui:

The Group has been actively working to secure and expand its kernel supply by subsidizing transportation costs for palm kernel suppliers, most of whom are located in the Lahad Datu and Sandakan regions. This initiative is expected to help contain the decline in crude palm kernel oil sales volume.

Question 2 from MSWG: For the current year under review, 75.93% of the oil palm and cocoa planted areas have attained maturity. The Group's estates produced a total of 15,530MT of FFB which was about 6.25% lower than the previous financial year. FFB yield had increased to 17.23MT as compared to 17.18MT in the last financial year. Average FFB selling price in current financial year of RM800 per MT is about 16.96% higher than the last financial year. (Source: Page 23 of AR 2025)

- (a) Given that 75.93% of the planted area is mature, what measures has the Group implemented to enhance productivity from these estates?

Answer by CFO, Mr. Chong Nyet Wui:

FFB yield of the oil palm estates increased from 17.18Mt/Hectare to 17.23Mt/Hectare was primarily due to certain ageing and unproductive mature areas of about 198 hectares which required replanting together with approximately 136 hectares immature areas attained maturity during the financial year 2025. Notwithstanding this slight increase in FFB yield, the Management is also planning to introduce new fertilizers formula which is anticipated to enhance crops health and maximizing productivity.

- (b) Total FFB production declined by 6.25% despite higher pre-hectare yields. What factors contributed to this outcome and were there specific issues affecting estate operations?

Answer by CFO, Mr. Chong Nyet Wui:

The total FFB production declined by 6.25% despite slightly higher per hectare yield was mainly due to total mature areas recorded 62 hectares lower or 6.43%, and also jointly affected by workers shortage and unpredictable changing weather patterns resulting in lower FFB harvested in FY2025.

- (c) The average selling price of FFB increased by 16.96% compared to the previous year. How much did this improvement impact the Group's overall profitability?

Answer by CFO, Mr. Chong Nyet Wui:

Although the average selling price of FFB increased by 16.96% compared to the previous year, however the net impact on the Group's overall profitability was marginally achieved at around 6.36% instead.

Question 3 from MSWG: Extraction rate of the crude palm kernel oil for the current financial year has decreased to 43.60% as compared to last financial year, which was at 45.00%. (Source: Page 24 of AR 2025)

What impact has the decline in extraction rate had on the productivity and profitability of the crude palm kernel oil segment for the year under review? Has the Group set a target for the upcoming financial year and what specific measures are being taken to enhance extraction efficiency?

Answer by CFO, Mr. Chong Nyet Wui:

The decline in Crude Palm Kernel Oil (CPKO) extraction rate from 45.00% to 43.60% had significantly impacted on both productivity and profitability which resulted in lower CPKO sales volume thus affecting the segment's contribution to the Group's overall revenue.

Recognizing the importance of improving extraction rates, the Group has set a target to increase efficiency in the coming financial year through various operational improvement measures as follows:

1. Enhancement of operational practices: Streamlining and improving kernel handling processes to minimize oil losses and maximize the extraction rate.
2. Staff training and expertise: Providing ongoing training to plant personnel to ensure best practices in kernel extraction are followed.
3. Improved supply chain management: Exploring new sources of palm kernel supply and optimizing procurement strategies to ensure a consistent and quality feedstock for the extraction process.

The Group remains committed to enhancing the overall performance of the CPKO segment by improving both extraction rates and operational efficiencies. These efforts are expected to positively impact productivity and profitability in the coming year.

Question 4 from MSWG: Details of Cocoa Products manufacturing and trading are presented in tabular form. (Source: Page 24 of AR 2025)

Cocoa products' contribution of 9.19% to the revenue of current financial year. During the financial year, the Group continued to market and ship cocoa products to overseas and local buyers. Exports of the cocoa products were mainly delivered to Pakistan, Jordan, Philippines, China, Sri Lanka and India.

- (a) What is the Group's strategy for increasing the cocoa segment's revenue contribution beyond the current 9.19% and are there specific timelines or targets to achieve this?

Answer by CFO, Mr. Chong Nyet Wui:

The Group has no immediate plans to expand into the cocoa products segment despite revenue contribution achieved at 9.19% during the financial year. However, the Management is taking every endeavour to maintain its existing market share due to scarcity of cocoa supply.

- (b) Given the decreasing gap in average selling price and sales volume, how does the Group assess the profitability of chocolate compared to cocoa products? Is there a plan to adjust the product mix or pricing to enhance profit margins in the chocolate segment?

Answer by CFO, Mr. Chong Nyet Wui:

At current market scenario the Group has no plans to adjust the product mix or pricing but instead will focus on sustaining the revenue contribution of this segment.

- (c) What is the Group's outlook on expanding in existing export destinations and which new markets are being targeted for growth?

Answer by CFO, Mr. Chong Nyet Wui:

Nevertheless the Group will continue to remain steadfast on the cocoa products segment unless new export markets penetration permitted.

Question 5 from MSWG: During the year under review, Teck Guan's total energy consumption amounted to 9,549MWh. The energy consumption data are presented in tabular form: (Source: Page 58 of AR 2025)

- (a) Given the high electricity consumption at Cacao Paramount, is the Group evaluating any cost-saving technologies or renewable energy options to lower operational energy dependence?

Answer by Director, Mr. Fung Nyuk Bing:

The Group is in the opinion that the current energy consumption at Cacao Paramount operations is optimal on unit output basis but the Group will continue explore further energy efficient opportunity to improve efficiency and profitability.

- (b) With current renewable energy consumption still minimal, does the Group intend to implement solar or other sustainable energy solutions to reduce reliance on non-renewable sources?

Answer by Director, Mr. Fung Nyuk Bing:

To continue support the renewable energy initiative, the Group has plan to expand the solar energy utilization to non-production activities at Cacao Paramount. The project already in agenda and shall complete within a year.

- (c) What measurable indicators has the Group implemented to track performance against its environmental targets?

Answer by Director, Mr. Fung Nyuk Bing:

The Group has dedicated Sustainability Department to manage MSPO compliance which includes elements of sustainability and environmental compliance within the MSPO certification scheme. The Sustainability Department also monitors several key indicators (KI) related to promoting sound environmental stewardship. These indicators will report to Sustainability & Risk Committee, and material aspects are disclosed in our Annual Report under Sustainability Statement Section.

At present, the KI regularly in used are from the following areas:

- Energy Efficiency – Energy Intensity Ratio
- Energy Composition – Renewable Energy Contribution (%)
- Scheduled Waste & Hazardous Chemical Management Compliance (%)
- Biodiversity Compliance

The Company Secretary, Ms. Sim Huan Jill handed the chair back to Mr. Wong Peng Mun to continue with the proceedings of the Meeting after the Q&A session was concluded.

## 16. VOTING PROCESS

After that the Chairman proceeded with the conduct of a poll for all the proposed resolutions. Following a brief explanation of the polling procedure, the Chairman proposed the motion to adjourn the Meeting at 9.50 a.m. for ten to fifteen minutes to allow the counting of votes and for the Independent Scrutineers to verify and validate the results.

## 17. ANNOUNCEMENT OF POLL RESULTS

The meeting resumed after the votes has been compiled and validated by the Independent Scrutineers and the Chairman invited the Independent Scrutineers to present the poll results. Mr. Lee Shi Cheah proceeded to announce the results as follows:

	Voted For		Voted Against		Total Votes
	No. of Shares	%	No. of Shares	%	No. of Shares
Resolution 1	26,168,182	100.0000	0	-	26,168,182
Resolution 2	26,168,182	100.0000	0	-	26,168,182
Resolution 3	26,168,182	100.0000	0	-	26,168,182
Resolution 4	26,168,182	100.0000	0	-	26,168,182
Resolution 5	26,168,182	100.0000	0	-	26,168,182
Resolution 6	26,168,182	100.0000	0	-	26,168,182
Resolution 7	26,168,182	100.0000	0	-	26,168,182
Resolution 8	26,168,182	100.0000	0	-	26,168,182
Resolution 9	26,168,182	100.0000	0	-	26,168,182
Resolution 10	190,000	100.0000	0	-	190,000

## 18. DECLARATION OF THE RESOLUTIONS PASSED

Based on the results of the poll, the Chairman then declared that all the ten (10) Resolutions tabled and put to vote at the 31<sup>st</sup> AGM were CARRIED.

It was RESOLVED as follows:

### Resolution 1

THAT Mr. Wong Peng Mun who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution and being eligible, be and is hereby re-elected a Director of the Company.



**Resolution 2**

THAT Ms. Hong Kun Yee who retires by rotation as a Director of the Company pursuant to Article 91 of the Company's Constitution and being eligible, be and is hereby re-elected a Director of the Company.

**Resolution 3**

THAT the appointment of Ms. Noor Fazarina Binti Tahah as Independent Non-Executive Director of the Company, be and is hereby approved.

**Resolution 4**

THAT the appointment of Ms. Connie Wong Jiin Yee as Independent Non-Executive Director of the Company, be and is hereby approved.

**Resolution 5**

THAT the payment of Directors' fees not exceeding the amount RM150,000 and any benefits payable for the financial year ending 31 January 2025, be and is hereby approved.

**Resolution 6**

THAT a first and final single-tier dividend of 5.0 sen per ordinary share for the financial year ended 31 January 2025, be and is hereby approved.

**Resolution 7**

THAT Messrs. PKF PLT be and are hereby appointed as Auditors of the Company AND THAT the Directors be authorized to fix their remuneration.

**Resolution 8**

THAT approval be and is hereby given to Mr. Fung Hiuk Bing who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next annual general meeting.

**Resolution 9**

THAT, subject always to the Companies Act 2016 ("the Act"), the Company's Constitution and approvals of the relevant authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares issues pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or at the expiry of the period within which the next AGM of the Company is required by law to be held, whichever is the earlier, unless such approval is revoked or varied by the Company at a general meeting.

**Resolution 10**

THAT subject always to the Companies Act 2016 ("the Act"), the Company's Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into the existing and additional recurrent related party transactions of a revenue or trading nature as set out in Sections 3.2 of the Circular to Shareholders dated 29 May 2025 with the related parties mentioned therein, provided that such transactions are necessary for the day-to-day operations and are carried out in the ordinary course of business on normal commercial 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 of the Company ("Shareholders' Mandate").

THAT the Shareholders' Mandate shall commence upon passing of this resolution and continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which the Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do such acts and things to give full effect to the transactions contemplated and/or authorised by this resolution.

**19. TERMINATION**

The Chairman declared the meeting closed at 10.10 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD OF THE PROCEEDINGS THEREAT,



**WONG PENG MUN**

Chairman

26 June 2025