



**NOTICE OF THE TWENTY FIFTH ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Twenty Fifth Annual General Meeting of the Company will be held at the Gold Room, Ground Floor, The Palace Hotel, No. 1, Jalan Tangki, Karamuning, 88100 Kota Kinabalu, Sabah, on Tuesday, 10 June 2025 at 10.00 am to transact the following business:

**AGENDA**

- |   |                                       |
|---|---------------------------------------|
| <b>ORDINARY BUSINESS</b>  | Please refer to Explanatory Notes (a) |
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 and the Reports of the Directors and Auditors thereon.   | Resolution 1                          |
| 2. To re-elect Dato' Loo Pang Kee retiring as director in accordance with Clause 100 of the Company's Constitution.   | Resolution 2                          |
| 3. To re-elect Dato' Ooi Sek Min retiring as director in accordance with Clause 100 of the Company's Constitution.  | Resolution 3                          |
| 4. To approve the payment of Directors' fees of RM63,000 for the financial year ended 31 December 2024.   | Resolution 4                          |
| 5. To approve the payment of allowances of up to but not exceeding RM500,000 to Non-Executive Directors with effect from 11 June 2025 until the next Annual General Meeting of the Company. | Resolution 5                          |
| 6. To approve the payment of Annual Incentive to the Group Managing Director amounting to RM1,140,000.  | Resolution 6                          |
| 7. To re-appoint Messrs PKF PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  |                                       |

**SPECIAL BUSINESS**

8. To consider and if thought fit, to pass the following resolution:

**ORDINARY RESOLUTION**

**Authority to issue shares pursuant to Section 76 of the Companies Act 2016 and Waiver of Pre-Emptive Rights**

" THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from the relevant statutory and regulatory authorities, where such approvals are necessary, full authority be and is hereby given to the Directors pursuant to Section 76 of the Companies Act 2016, to issue shares in the Company from time to time at such price 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 10% of the total number of issued shares in the Ordinary Share Capital of the Company for the time being and that the Directors be and are empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional new ordinary shares to be issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company. " Resolution 7

THAT in connection with the above, pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 14 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to Section 75 and 76 of the Companies Act 2016. "

9. To consider and if thought fit, to pass the following resolution:

**ORDINARY RESOLUTION**

**Proposed Renewal Of The Existing Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature**

" THAT, approval be and is hereby given, for the Renewal of the Existing Shareholders' Mandate for the Company and/or its Subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4.2 of the Circular to Shareholders dated 30 April 2025 with the related parties described therein provided such transactions are necessary for the Group's day to day operations, carried out in the normal course of business, at arm's length, 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; " Resolution 8

AND THAT, such approval shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next annual general meeting of the Company after that date 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 pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders in general meeting, whichever is the earlier.

AND FURTHER THAT the directors be and are hereby authorised to complete and do such acts and things as may be required by the relevant authorities (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution. "

10. To consider and if thought fit, to pass the following resolution:

**ORDINARY RESOLUTION**

**Proposed Renewal Of Authority For The Company To Purchase Its Own Shares Of Up To Ten Percent (10%) Of Its Total Number Of Issued Shares In The Ordinary Share Capital Of The Company**

" THAT subject to the provisions of the Companies Act 2016 ("the Act"), the Constitution of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all other applicable laws, rules, regulations, and orders and the approvals of all relevant regulatory authorities, the Company is hereby authorised to purchase and/or hold such amount of ordinary shares ("Shares") in the Company as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be purchased and/or held pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares in the Ordinary Share Capital of the Company and that an amount of the funds not exceeding the retained profits of the Company, be utilised for Share buy-back; " Resolution 9

AND THAT such Shares purchased may be retained as treasury shares and/or distributed as dividends and/or resold on the market of Bursa Securities and/or be cancelled, as the Directors may deem fit and expedient in the interest of the Company;

AND THAT such authority hereby given shall take effect immediately and shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company at which time it shall lapse unless by a resolution passed at the meeting, the authority is renewed; or
- the expiration of the period within which the next Annual General Meeting of the Company after that date 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
- revoked or varied by a resolution passed by the Shareholders in a general meeting, whichever is the earlier.

AND FURTHER THAT the Directors be hereby authorised to do all such acts and things as may be required by the relevant authorities (including executing any relevant documents) as they may consider expedient or necessary to complete and give effect to the aforesaid authorisation. "

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

By Order of the Board  
NPC Resources Berhad

**Dorothy Luk Wei Kam**  
SSM PC No.: 202008001484  
(MAICSA 7000414)  
Company Secretary

Kota Kinabalu, Sabah  
Dated: 30 April 2025

**Notes:**

- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.
- For the purpose of determining member's eligibility to attend this meeting, only member whose name appears in the Record of Depositors as at 3 June 2025 shall be entitled to attend this meeting or appoint proxy to attend and/or vote on his behalf.
- A member of the Company entitled to attend and vote at a meeting of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), 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 instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney or if the appointor is a corporation under the seal, and the person so appointed may attend and vote at any meeting at which the appointor is entitled to vote.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Lot 9, T3, Taman Tshun Ngen, Mile 5, Jalan Labuk, 90000 Sandakan, Sabah, at least forty-eight (48) hours before the time for holding the Meeting or adjourned meeting.
- Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote on a poll.

**Explanatory Notes**

**(a) Audited Financial Statements for Financial Year Ended 31 December 2024**

Agenda 1 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 the shareholders for the Audited Financial Statements. Hence, it will not be put forward for voting.

**(b) Proposed Authority To Directors To Issue New Shares Under Section 76 Of The Companies Act 2016 and Waiver of Pre-Emptive Rights**

The proposed Resolution 7, if passed, shall give power to the Directors to issue ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the total number of issued shares in the Ordinary Share Capital of the Company for the time being. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 14 of the Constitution of the Company will allow the Company to issue new shares of the Company which rank equally to the existing issued shares of the Company arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders on 10 June 2024. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

**(c) Proposed Renewal of the Existing Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature**

The proposed Resolution 8, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the mandated related parties provided that such transactions are necessary for the Group's day to day operations, carried out in the normal course of business, at arm's length, on commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders. Shareholders are directed to refer to the Circular to Shareholders dated 30 April 2025 for more information.

**(d) Proposed Renewal Of Authority For The Company To Purchase Its Own Shares Of Up To Ten Percent (10%) Of Its Total Number Of Issued Shares In The Ordinary Share Capital Of The Company**

The proposed Resolution 9, if passed, shall empower the Directors of the Company to buy back and/or to hold the shares of the Company not exceeding ten percent (10%) of the total number of issued shares in the Ordinary Share Capital of the Company from time to time being quoted on Bursa Malaysia Securities Berhad as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company. Shareholders are directed to refer to the Statement to Shareholders dated 30 April 2025 for more information.