



NPC RESOURCES BERHAD
[Registration No. 199901027413 (502313-P)]
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of NPC Resources Berhad (“NPC” or the “Company”) will be held on a fully virtual basis via the online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC-D6A357657) on Tuesday, 10 September 2024 at 11.00 a.m. for the purpose of considering and if thought fit, passing the following ordinary resolution, with or without modification:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF SIX (6) PARCELS OF AGRICULTURAL LANDS SITUATED IN THE DISTRICT OF BELURAN, IN THE STATE OF SABAH BY BERKAT SETIA SDN BHD, A WHOLLY OWNED SUBSIDIARY OF NPC RESOURCES BERHAD TO SUNGEI MANGIS PLANTATION SDN BHD AT A SALE CONSIDERATION OF RM5,529,128.00; AND

PROPOSED DISPOSAL OF THREE (3) PARCELS OF AGRICULTURAL LANDS SITUATED IN THE DISTRICT OF LABUK & SUGUT, IN THE STATE OF SABAH BY BONUS INDAH SDN BHD, AN INDIRECT 70% OWNED SUBSIDIARY OF NPC RESOURCES BERHAD TO SUNGEI MANGIS PLANTATION SDN BHD AT A SALE CONSIDERATION OF RM108,988,000.00; AND

**PROPOSED DISPOSAL OF FOUR (4) PARCELS OF AGRICULTURAL LANDS SITUATED IN THE DISTRICT OF LABUK & SUGUT, IN THE STATE OF SABAH BY KIAN MERCULABA SDN BHD, A WHOLLY OWNED SUBSIDIARY OF NPC RESOURCES BERHAD TO SUNGEI MANGIS PLANTATION SDN BHD AT A SALE CONSIDERATION OF RM50,594,500.00.
(PROPOSED DISPOSALS”)**

“THAT subject to and conditional upon the approvals of all relevant authorities being obtained, where required, approval be and is hereby given for the Company to dispose thirteen (13) parcels of agricultural lands held under Berkat Setia Sdn Bhd, Bonus Indah Sdn Bhd and Kian Merculaba Sdn Bhd respectively, for a total cash consideration of RM165,111,628.00, subject to and upon such terms and conditions as set out in the sale and purchase agreement(s) dated 15 March 2024 entered into between Berkat Setia Sdn Bhd, Bonus Indah Sdn Bhd, Kian Merculaba Sdn Bhd and Sungei Mangis Plantation Sdn Bhd respectively in relation to the Proposed Disposals (“SPAs”).

THAT the proceeds arising from the Proposed Disposal be utilised for the purposes set out in Section 2.8 of the Circular to shareholders in relation to the Proposed Disposal dated 21 August 2024, and the Board of Directors of the Company (“Board”) be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company.

NPC RESOURCES BERHAD

[Registration No. 199901027413 (502313-P)]

NOTICE OF THE EXTRAORDINARY GENERAL MEETING (Cont'd)

AND THAT the board be and is hereby authorised to take all such steps and to enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as they may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Ordinary Resolution under the terms and conditions of the SPAs with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Directors deem fit, appropriate and in the best interest of NPC.”

AND THAT all previous acts made and/or done by the board in connection with the Proposed Disposals be and are hereby approved, confirmed and ratified.”

By Order of the Board
NPC Resources Berhad

Dorothy Luk Wei Kam
MAICSA 7000414
SSM PC No. 202008001484
Company Secretary

Kota Kinabalu, Sabah
Dated: 21 August 2024

Notes:

- a) The Extraordinary General Meeting (“EGM”) of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting (“RPEV”) facilities provided by Boardroom Share Registrars Sdn. Bhd. Please follow the procedures provided in the Administrative Guide which is available on the Company's website at <https://www.npc.com.my> in order to register, attend, participate and vote remotely.
- b) Only depositors whose names appear in the Record of Depositors as at 03 September 2024 will be regarded as members and be entitled to attend, participate and vote at the meeting.
- c) A member who is entitled to attend, participate, speak and vote at the EGM via the RPEV is entitled to appoint a proxy or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her/its place. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportions of his/her/its shareholding to be represented by each proxy. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. In the case of a corporation, the proxy form must be either under seal or signed by a duly authorised officer or attorney.
- d) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholdings to be represented by each proxy. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- e) The instrument appointing a proxy shall be in writing under the hand of the depositor or his attorney duly authorised in writing or if such appointer is a corporation, under its common seal. If you wish to appoint a proxy to attend, participate and vote on your behalf at the EGM, you may deposit the duly completed and signed Proxy Form to the Company's Registered Office, at Lot 9, T3, Taman Tshun Ngen, Mile 5, Jalan Labuk, 90000 Sandakan, Sabah no later than 48 hours before the time appointed for holding this meeting. For individual shareholder, you may also lodge your Proxy Form electronically through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by logging in and selecting "Submit eProxy Form" no later than 48 hours before the time appointed for holding this meeting.

- f) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the ordinary resolution set out in the Notice of EGM will be put to vote by poll.

NPC RESOURCES BERHAD
[Registration No. 199901027413 (502313-P)]
(Incorporated in Malaysia)

EXTRAORDINARY GENERAL MEETING

ADMINISTRATIVE GUIDE

Online Meeting Platform	:	https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC - D6A357657)
Day, Date & Time	:	Tuesday, 10 September 2024, 11.00 a.m.

Dear Shareholders,

The Extraordinary General Meeting (“EGM”) of NPC Resources Berhad (“NPC” or the “Company”) will be conducted virtually through live streaming and online remote voting via the online meeting platform as stated above. All meeting participants including the Chairman of the meeting, members of the Board of Directors of the Company (“Board”), senior management and shareholders are to participate in the meeting online.

We strongly encourage you to participate in the fully virtual EGM via the remote participation and electronic voting (“RPEV”) facilities provided to exercise your right as a member of the Company to attend, participate (including posing questions to the Company) and vote at the EGM. If you are unable to attend, participate, and vote, you are strongly encouraged to appoint the Chairman of the meeting as your proxy to attend, participate and vote on your behalf at the EGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of your internet connection. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

POLL VOTING



The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. NPC has appointed Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) as Poll Administrator to conduct the poll by way of electronic voting and Scrutineer Solutions Sdn Bhd. as Scrutineers to verify the poll results.

ONLINE REGISTRATION PROCEDURE

Before the day of the EGM		
Step	Action	
Step 1	Register Online with Boardroom Smart Investor Portal (“BSIP”) <i>(For first time registration only)</i>	[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.] a. Access website https://investor.boardroomlimited.com b. Click << Register >> to sign up as a user. c. Complete registration with all required information. Upload and attach a softcopy of MyKad (front and back) or passport in JPEG, PNG or PDF format. d. Please enter a valid email address and wait for Boardroom’s email verification to complete the registration. e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.
Step 2	Submit request for remote participation	Registration for remote access will open on Wednesday, 21 August 2024 until such time before the voting session ends at the EGM on Tuesday, 10 September 2024. The instrument appointing a proxy must be received latest by Sunday, 8 September 2024 at 11.00 a.m. (48 hours before the commencement of the EGM). Individual Members <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. b. Click “Meeting Event(s) and select from the list of companies - “NPC RESOURCES BERHAD EXTRAORDINARY GENERAL MEETING” and click “Enter”. c. Click on “Register for RPEV”. d. Read and accept the General Terms & Conditions and click “Next”. e. Enter your CDS account number and thereafter submit your request. Appointment of Proxy <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. b. Click “Meeting Event(s) and select from the list of Companies - “NPC RESOURCES BERHAD EXTRAORDINARY GENERAL MEETING” and click “Enter”. c. Click on “Submit eProxy Form”. d. For Corporate Shareholder, select the company you would like to represent (if more the one) e. Enter your CDS account number and number of securities held. f. Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies). g. Read and accept the General Terms and Conditions by clicking “Next”. h. Indicate your voting instructions – FOR or AGAINST,

		<p>otherwise your proxy will decide your vote.</p> <ol style="list-style-type: none"> i. Review and confirm your proxy appointment. j. Click “Apply”. k. Download or print the eProxy form as acknowledgement. <p><i>Note for Corporate Holders: if you wish to appoint more than one (1) company, kindly click the home button and select “Edit Profile” in order to add company name.</i></p> <p><u>For Authorised Nominees and Exempt Authorised Nominees</u></p> <ol style="list-style-type: none"> a. Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. b. Click “Meeting Event(s) and select from the list of companies - “NPC RESOURCES BERHAD EXTRAORDINARY GENERAL MEETING” and click “Enter”. c. Click on “Submit eProxy Form”. d. Select the company you would like to be represented if more than one. e. Proceed to download the file format for “Submission of Proxy Form” from BSIP. f. Prepare the file for the appointment of proxy/proxies by inserting the required data. g. Proceed to upload the duly completed proxy appointment file. h. Review and confirm your proxy/proxies appointment and click “Submit”. i. Download or print the eProxy form as acknowledgement. <p>For Corporate Shareholders, Authorised Nominees/ Exempt Authorised Nominees and Attorneys, you may also write to bsr.helpdesk@boardroomlimited.com and provide name of the shareholder, CDS account no. and the Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be). A copy of MyKad or passport and a valid email address are required.</p> <ol style="list-style-type: none"> l.
Step 3	Email notification	<ol style="list-style-type: none"> a. You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified. b. Upon system verification against the General Meeting Record of Depositories as at 03 September 2024, you will receive an email from Boardroom approving your registration for remote participation together with the Meeting ID and your remote access user ID and password. You will also be notified in the event your registration is rejected.

On the day of the EGM		
Step	Action	
Step 4	Login to Online Meeting Platform	a. The Online Meeting Platform will open for login one (1) hour before the commencement of the EGM.

		<p>b. The Online Meeting Platform can be accessed via one of the following:</p> <ul style="list-style-type: none"> – Scan the QR Code provided in the email notification; or – Navigate to the website at https://meeting.boardroomlimited.my <p>c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.</p>
Step 5	Participate	<p>[Note: Please follow the User Guides provided in the confirmation email above to view the live webcast, submit questions and vote.]</p> <p>a. If you would like to view the live webcast, select the  broadcast icon.</p> <p>b. If you would like to submit question(s), select the  messaging icon.</p> <p>c. Type your message within the chat box and once completed, click the send button.</p>
Step 6	Voting	<p>a. Polling will commence after announcement of poll open by the Chairman of the meeting. The polling icon will appear with the resolution and your voting choices until the Chairman of the meeting declares the end of the voting session.</p> <p>b. To vote, select your voting direction from the options provided. A confirmation message will appear to indicate that your vote has been received.</p> <p>c. To change your vote, re-select your voting preference. d. If you wish to cancel your vote, please press “Cancel”.</p>
Step 7	End of Participation	Upon the announcement by the Chairman of the meeting on the closure of the EGM, the live webcast will end.

MODE OF COMMUNICATION

If you have any question for the Chairman/Board during the EGM, you may submit your question using the messaging window facility which will open concurrently with the Online Meeting Platform one (1) hour before the scheduled commencement of the EGM i.e from 10.00 a.m. on Tuesday, 10 September 2024.

The Chairman/Board will endeavour to respond to relevant questions during the Questions and Answers Session at the EGM. If there is time constraint, the responses to relevant questions will be emailed to you at the earliest possible, after the EGM.

LODGEMENT OF HARDCOPY PROXY FORM

Please ensure that the hardcopy of the original proxy form is deposited with the Company’s Registered Office at Lot 9, T3, Taman Tshun Ngen, Mile 5, Jalan Labuk, 90000 Sandakan, Sabah, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by Sunday, 08 September 2024 at 11.00 a.m.

REVOCATION OF PROXY

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the fully virtual EGM by yourself, you may register your intention to participate remotely via <https://investor.boardroomlimited.com> (refer to Online Registration Procedure Steps 2 and 3 above).

Alternatively, please write to BSR.Helpdesk@boardroomlimited.com to revoke your earlier proxy appointment no later than Sunday, 08 September 2024 at 11.00 a.m. On revocation, your proxy(ies) will not be allowed to participate in the meeting. In such event, you should advise your proxy(ies) accordingly.

NO DOOR GIFT OR E-VOUCHER OR FOOD VOUCHER

There will be no distribution of door gifts, e-vouchers or food vouchers to shareholders/proxies/corporate representatives who participate at the fully virtual EGM.

NO RECORDING OR PHOTOGRAPHY

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

ENQUIRY

If you have any enquiry prior to the EGM, please contact the following during office hours (8.30 a.m. to 5.30 p.m.) from Mondays to Fridays (except public holidays):

Boardroom Share Registrars Sdn. Bhd.
Tel: +603 7890 4700
Email: BSR.Helpdesk@boardroomlimited.com

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate and vote at the EGM, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"),
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims,