



**MINORITY SHAREHOLDERS WATCH GROUP**  
Shareholder Activism and Protection of Minority Interest

14 November 2023

**BY EMAIL/FAX/HAND**

The Board of Directors  
**TEO GUAN LEE CORPORATION BERHAD**  
Plot 28 Lorong Perusahaan Maju 4,  
Prai Industrial Estate,  
13600 Prai, Pulau Pinang.

**Attention: Lim Choo Tan and Chew Siew Cheng**  
**Company Secretaries**

Dear Directors,

**Re: 30<sup>th</sup> Annual General Meeting ("AGM") of Teo Guan Lee Corporation Berhad  
("TGL" or the "Group") to be held on Friday, 24<sup>th</sup> November 2023**

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In the interest of minority shareholders and all other stakeholders of the Group, we would like to raise the following questions: -

**Operational & Financial Matters**

1. During the year, TGL completed the acquisition of an established children wear brand "KIKO" in December 2022 which is expected to contribute significantly to the premium children wear segment in the future (page 14 of AR2023).
  - a) How did Kikilala, Cuddels and Pronic perform individually in terms of contribution to the Home Brands segment pre acquisition of KIKO?
  - b) What strategic plans are projected for KIKO brand to excel within the premium market segment considering the current challenging consumer spending climate? Is this brand expected to become the leading contributor among the home brands?
2. A significant amount of cost of sales, approximately 38.5%, comes from the concessionaire commissions (page 107 of AR2023).

**BADAN PENGAWAS PEMEGANG SAHAM MINORITI BERHAD**

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## 23. COST OF SALES

	Group		Company	
	2023 RM	2022 RM	2023 RM	2022 RM
Purchases of inventories	70,007,966	42,025,167	-	-
Incidental cost to purchases	41,950	24,030	-	-
Changes to inventories	(21,428,387)	10,436,842	-	-
Concessionaire commissions	30,400,137	29,096,613	-	-
	<u>79,021,666</u>	<u>81,582,652</u>	<u>-</u>	<u>-</u>

- a) For the licensed brands (such as Tom & Jerry, Dora the Explorer, and Ninja Turtles) that the Group pays commissions to, which one incurs the highest payments, and what factors contribute to this? Does this brand also generate the most profit for the Group? If not, which licensed brand is the most profitable?
  - b) Are concessionaire commissions renewable? Any strategies to potentially minimize these concessionaire commissions?
3. Despite the recovery of physical stores, TGL's e-commerce performance on Lazada and Shopee sustained with a revenue of RM1.3 million, slightly lower than last year RM1.4 million (page 16 of AR2023).

With the rise of e-commerce and shifting consumer behaviour to shop online, how is TGL adjusting its approach, conventionally centred on physical retail, to stay competitive and drive revenue growth in the evolving market?

4. The Group's property investments, including shopping malls, industrial lots, shophouses, and apartments, yielded increased rental income from RM1.6 million to RM1.9 million, reaching pre-pandemic levels as rentals rebounded post-pandemic (page 16 of AR2023).
  - a) Which specific property investments contributed the most to the higher rental income?
  - b) In line with increased rental income, are there forthcoming developments or

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investments in real estate sectors to further expand the Group's property portfolio?

5. Other operating income of the Group dropped significantly from RM5.6 million to RM2.0 million (page 49 of AR2023).

What are the constituent components contributing to this other operating income, and which components encountered a substantial decline? Please elaborate on the factors that led to the decline in this category of other operating income.

6. The Group has recognized in its financial statement a write-down of inventories amounting to RM3.5 million in FYE2023 (vs FYE2022: RM4.1 million) (page 52 of AR2023).

a) What comprises these inventories? Despite the slightly lower write-down of inventories compared to the previous year, what are the reasons for the high write-off of inventories?

b) What measures have been taken to minimize such write-downs in future?

c) Is such a high write-down expected in the forthcoming year?

### **Corporate Governance Matters**

1. Practice 5.9 of the Malaysian Code of Corporate Governance (MCCG) stipulates that the board comprises at least 30% women directors due to numerous studies that have proven the business case for board diversity, especially the participation of women on boards.

Currently, the Board comprises six Directors, with only one female Director, accounting for 17% of the total. This figure falls below the recommended 30% threshold specified in Practice 5.9 of the MCCG (page 24 of CG Report 2023).

When does the Group plan to address the lack of diversity by appointing additional female directors to meet the shortfall?

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Please present the questions raised herein, and the related answers, to the shareholders present at the forthcoming AGM. At the same time, we await a written reply as soon as possible for our records.

Thank you.

Yours sincerely



**Devanesan Evanson**

Chief Executive Officer

DE/RF/AMIRAH/TGL/AGM2023

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Your Ref: .....

Our Ref: .....

20 November 2023  
MINORITY SHAREHOLDERS WATCH GROUP  
Level 23, Unit 23-2, Menara AIA Sentral  
No. 30, Jalan Sultan ismail  
50250 Kuala Lumpur.

For the attention of: Mr Devanesan Evanson

Dear Sir,

Teo Guan Lee Corporation Bhd 30<sup>th</sup> Annual General Meeting ("AGM") to be held on 24<sup>TH</sup> November 2023.

We refer to your letter dated 14 November 2023 and append herewith our responses to your questions.

Operational and Financial Matters

a) Kiki Lala, Cuddles and Pronic contributed 66.12% of total revenue for year ended 30 June 2023 as compared to 65.94% of total revenue for year ended 30 June 2022.

Kiki Lala registered a slight decline of 5.47% for current year whereas Cuddles and Pronic registered a slight increase of 2.34% and 7.95% respectively.

b) 'Kiko' has been a premium brand targeting the middle and upper market children apparel segment for over 2 decades and will complement Kiki Lala which is targeted at the mass middle market.

Although we are anticipating the current consumer market to be challenging due to the rising inflation, we strongly believe that Kiko will be able to generate positive performance.

Kiko will be carrying a full range of apparels with better quality materials, better finishing and more trendy designs and will be available in premium department stores.

However, Kiki Lala will remain our leading contributor to our group revenue.

2) The concessionaire commissions are commissions we pay to our customers i.e.: Parkson, Aeon, Sogo, Pacific and other retailers for consigning our apparels at their premises. For the licensed brands, we pay a royalty sum on total revenue for using the licensed brands.

3) We strongly believe the local retail environment would remain robust as Malaysians continue to enjoy shopping in shopping malls and spending their weekends at the malls. Nevertheless, we are currently engaging with some service providers to conduct activities on social medias to create more awareness of our brands and expand our online shopping platforms.

4) Our investments in industrial lots contributed the highest rental income and we will continue to identify further investments in this category if there is a good investment opportunity.

5) Other operating income dropped from RM5.6 Million to RM2.0 Million due to the absence of one off gain on disposal of fixed assets of RM2.368 Million and Prihatin wages subsidy of RM1.82 Million.

6) The business of the apparel industry is volatile with constant changes in consumer demand in terms of taste and trends.

Inventory write down is common in the apparel industry as we must ensure that our inventories are valued at lower of cost and net realizable value.

After each festive period and from time to time, we will assess the saleability of our inventories and mark down inventories which are slow moving to ensure that stocks are not obsolete and that we have a healthy inventory turnover. Based on our previous records, a mark down of RM3m to RM4m is expected annually.

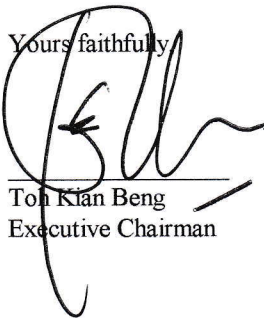
#### Corporate Governance Matters

1) The process of identifying a suitable female candidate on the Board is ongoing and we will address the shortfall when there is a suitable candidate.

We hope the above answers your questions and we are happy to provide any further information if the need arises.

Thank you.

Yours faithfully,

A handwritten signature in black ink, appearing to be 'Ton Kian Beng', written over a horizontal line.

Ton Kian Beng  
Executive Chairman