



TPC PLUS BERHAD

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the Company will be held at the **Conference Room, PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka on Thursday, 26 June 2014 at 9.00 a.m.** for the purpose of transacting the following business:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the year ended 31 December 2013 together with the Directors' and Auditors' Reports thereon.
(Please refer to explanatory Note A)
- To approve the payment of Directors' Fees amounting to RM35,000.00 for the year ended 31 December 2013. (Resolution 1)
- To re-elect the following Directors who are retiring in accordance with Article 97 of the Company's Articles of Association:-
 - Mr Lim Yew Kwang (Resolution 2)
 - Mr Lim Yew Piau (Resolution 3)
- To consider and, if thought fit, pass the following ordinary resolution:- (Resolution 4)
"THAT Messrs Crowe Horwath be and are hereby appointed as Auditors of the Company for the financial year ending 31 December 2014 in place of the retiring Auditors, Messrs Wong Weng Foo & Co., and to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be determined by the Board of Directors."

As Special Business

To consider and, if thought fit, pass the following resolutions:-

- ORDINARY RESOLUTION** (Resolution 5)
Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the Company at any time and 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 issued and paid-up share capital of the Company for the time being AND THAT the Directors be and are hereby further empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- ORDINARY RESOLUTION** (Resolution 6)
Proposed renewal of shareholders' mandate on recurrent related party transactions of a revenue or trading nature
"THAT subject always to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad, approval be and is hereby given for the renewal of the mandate to Teck Ping Chan Agriculture Sdn Bhd, a wholly-owned subsidiary of the Company, to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.5 of the Circular to Shareholders dated 3 June 2014 with the related parties mentioned therein which are necessary for its day-to-day operations provided that 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 and are not to the detriment of the minority shareholders.
AND THAT such mandate shall commence immediately upon the passing of this resolution and shall continue to be in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse unless by a resolution passed at the meeting the mandate is renewed;
 - the expiration of the period within which the next AGM is required to be held pursuant to section 143(1) of the Companies Act, 1965 ("the Act") but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act; or
 - revoked or varied by resolution passed by the shareholders in a general meeting,whichever is the earlier.
AND THAT the Directors of the Company be empowered to complete and do all such acts and things as they may consider expedient or necessary to give effect to the mandate and transactions contemplated and authorised by this resolution."
- To transact any other business of the Company of which due notice shall have been given.

BY ORDER OF THE BOARD

LOW KIA HAU (MIA 14576)
ONG SOO LENG (MAICSA 7018257)
Company Secretaries

Melaka
3 June 2014

Notes

- Only depositors whose names appear in the Record of Depositors as at 19 June 2014 shall be entitled to attend the Eleventh Annual General Meeting or appoint a proxy, in the case of a corporation, a duly authorised representative to attend and vote in his/her stead.
- A proxy may but need not be a member of the Company and a member may appoint only one person to be his proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, the instrument appointing a representative must be either under its common seal or under the hand of an officer or attorney duly authorised.
- The duly completed proxy form must be deposited at the Company's Registered Office at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka at least 48 hours before the time fixed for holding the Meeting or any adjournment thereof.

Explanatory Note

- The Audited Financial Statements in Agenda 1 is meant for discussion only as the approval of shareholders is not required pursuant to Section 169(1) of the Companies Act, 1965. Hence, this agenda is not put forward for voting by shareholders of the Company.
- Resolution 4
Ordinary Resolution 4, if passed, will allow the appointment of Messrs Crowe Horwath as the Auditors of the Company in place of the retiring Auditors, Messrs Wong Weng Foo & Co., who had indicated that they do not wish to seek re-appointment at the Eleventh Annual General Meeting of the Company.
The Company received a Notice of Nomination of Auditors pursuant to Section 172(11) of the Companies Act, 1965 for the nomination of Messrs Crowe Horwath who have given their consent to act as the Auditors of the Company. A copy of the Notice of Nomination of Auditors dated 15 May 2014 is annexed as "Appendix A" to the Notice of this Eleventh Annual General Meeting.
- Resolution 5
Ordinary Resolution 5, if passed, is a renewal of the general mandate to empower the Directors to allot and issue shares of the Company up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
A renewal of the general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to placing of shares for the purpose of funding future investment projects, working capital and/or acquisition.
As at the date of this notice, no shares in the Company has been allotted and issued pursuant to the general mandate granted to the Directors at the Tenth Annual General Meeting held on 27 June 2013 and which will lapse at the conclusion of the Eleventh Annual General Meeting.
- Resolution 6
Ordinary Resolution 6, if passed, will allow Teck Ping Chan Agriculture Sdn Bhd, a wholly-owned subsidiary of the Company to enter into recurrent related party transactions in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This approval shall continue to be in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by the law to be held or revoked/varied by resolution passed by the shareholders in general meeting.

15 May 2014

Appendix A

The Board of Directors
TPC PLUS BERHAD
PT 1678, Mukim of Serkam
77300 Merlimau
Melaka

Dear Sirs

NOTICE OF NOMINATION OF AUDITORS

Pursuant to Section 172(11) of the Companies Act, 1965, we, being a shareholder of TPC Plus Berhad, hereby give notice of our intention to nominate Messrs Crowe Horwath for appointment as Auditors of TPC Plus Berhad in place of Messrs Wong Weng Foo & Co. at the forthcoming Eleventh Annual General Meeting of TPC Plus Berhad.

Accordingly, we propose that the following ordinary resolution be tabled at the forthcoming Eleventh Annual General Meeting of TPC Plus Berhad:

"THAT Messrs Crowe Horwath be and are hereby appointed as Auditors of the Company for the financial year ending 31 December 2014 in place of the retiring Auditors, Messrs Wong Weng Foo & Co., and to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be determined by the Board of Directors."

Thank you.

Yours faithfully
HUAT LAI RESOURCES BERHAD

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Lim Yeow Her
Managing Director