



**TPC PLUS BERHAD** (615330-B)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of TPC Plus Berhad ("TPC" or "the Company") will be held at The Conference Room, PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka on Thursday, 17 September 2015 at 10.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:

**SPECIAL RESOLUTION 1**

**PROPOSED REDUCTION OF THE SHARE PREMIUM ACCOUNT OF TPC OF RM5,739,995 PURSUANT TO SECTIONS 60(2) AND 64(1) OF THE COMPANIES ACT, 1965 ("ACT") ("PROPOSED SHARE PREMIUM REDUCTION")**

"THAT subject to the sanction and confirmation of the High Court of Malaya and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction of the share premium of the Company of RM5,739,995 pursuant to Section 60(2) and 64(1) of the Act and the credit arising therefrom shall be utilised by the Company to offset against the Company's accumulated losses;

**AND THAT** the Board of Directors of the Company ("Board") be and is hereby authorised to do all such acts and things as they may deem fit, necessary, expedient and/or appropriate in the best interests of the Company and to execute, sign and deliver on behalf of the Company all such documents and/or replacements that they may consider necessary or expedient to give full effect to the Proposed Share Premium Reduction with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement."

**SPECIAL RESOLUTION 2**

**PROPOSED REDUCTION OF THE ISSUED AND PAID UP SHARE CAPITAL OF TPC PURSUANT TO SECTION 64(1) OF THE ACT INVOLVING THE CANCELLATION OF RM0.30 OF THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE OF RM0.50 EACH IN TPC ("PROPOSED PAR VALUE REDUCTION")**

"THAT subject to the passing of Special Resolution 3, the sanction and confirmation of the High Court of Malaya and approvals of the relevant authorities, approval be and is given in pursuance of Section 64(1) of the Act for the reduction of the existing issued and paid-up share capital of TPC comprising 80,000,000 ordinary shares of RM0.50 each via the cancellation of RM0.30 from the par value of the ordinary share of RM0.50 each in TPC **AND THAT** the credit arising therefrom be utilised to offset against the accumulated losses of the Company and any remaining credit after the offset against the accumulated losses of the Company will be credited to the retained earnings of the Company;

**AND THAT** the Board be and is hereby authorised to do all such acts and things as they may deem fit, necessary, expedient and/or appropriate in the best interests of the Company and to execute, sign and deliver on behalf of the Company all such documents and/or replacements that they may consider necessary or expedient to give full effect to the Proposed Par Value Reduction with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement."

**SPECIAL RESOLUTION 3**

**PROPOSED AMENDMENTS TO THE RELEVANT CLAUSE AND ARTICLE OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF TPC ("M&A") TO FACILITATE THE CHANGE IN PAR VALUE OF THE EXISTING ORDINARY SHARES FROM RM0.50 TO RM0.20 ARISING FROM THE PROPOSED PAR VALUE REDUCTION ("PROPOSED M&A AMENDMENT")**

"THAT subject to the passing of Special Resolution 2, approval be and is hereby given for the Company to amend its M&A in the manner set out in Section 2.3 of the Company's circular to shareholders dated 25 August 2015 ("Circular") and that these amendments be and are hereby approved and adopted;

**AND THAT** the Board be and is hereby authorised to do or procure to be done all acts, deeds and things as they may deem fit, necessary, expedient and/or appropriate in the best interests of the Company and to execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give full effect to and implement the Proposed M&A Amendment with full power to assent to any conditions, modifications, variations and/or amendments as may be agreed to or required by any relevant authorities and/or as a consequence of any such requirement."

**ORDINARY RESOLUTION 1**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 120,000,000 NEW ORDINARY SHARES OF RM0.20 EACH IN PRICE ("RIGHTS SHARE(S)") TOGETHER WITH 80,000,000 FREE DETACHABLE WARRANTS ("WARRANT(S)") AT AN INDICATIVE ISSUE PRICE OF RM0.20 PER RIGHTS SHARE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) ORDINARY SHARES OF RM0.20 EACH IN TPC ("TPC SHARE(S)") HELD AFTER THE PROPOSED SHARE PREMIUM REDUCTION AND PROPOSED PAR VALUE REDUCTION, AND TWO (2) FREE WARRANTS FOR EVERY THREE (3) RIGHTS SHARES SUBSCRIBED, ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")**

"THAT subject to the passing of Special Resolutions 1, 2 and 3 and approvals of all relevant authorities including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the admission of the Warrants to the official list of the Main Market of Bursa Securities and the listing of and quotation for the Rights Shares and Warrants and the new shares in the Company arising from the exercise of the Warrants, approval be and is hereby given to the Board to:

- (i) provisionally allot and issue by way of renounceable rights issue of 120,000,000 Rights Shares at an indicative issue price of RM0.20 per Rights Share together with 80,000,000 Warrants on the basis of three (3) Rights Shares for every two (2) TPC Shares held after the Proposed Share Premium Reduction and Proposed Par Value Reduction, and two (2) free Warrants for every three (3) Rights Shares subscribed, on an entitlement date to be determined later ("Entitlement Date");
- (ii) deal with fractional entitlements under the Proposed Rights Issue with Warrants arising from any reason whatsoever as the Board shall in its absolute discretion deem fit and expedient and to be in the interests of the Company;
- (iii) allot the excess Rights Shares in a fair and equitable manner on a basis to be determined by the Board in its absolute discretion;
- (iv) utilise the proceeds derived from the Proposed Rights Issue with Warrants for the purposes as set out in Section 3 of the Circular and the Board be and is hereby authorised to revise the manner and purpose of utilisation of such proceeds as they may deem fit, necessary and/or expedient in the best interests of the Company subject to the approvals of the relevant authorities, where required;
- (v) create and issue the Warrants based on the indicative principal terms as set out in Appendix I of the Circular and the terms and conditions of a deed poll constituting the Warrants ("Deed Poll") to be executed by the Company;
- (vi) allot and issue such further Warrants as may be required or permitted to be issued as a consequence of any adjustments in accordance with the provisions of the Deed Poll;
- (vii) allot and issue new TPC Shares pursuant to the exercise of the Warrants, from time to time, during the tenure of the Warrants (including further Warrants arising from any adjustments under the provisions of the Deed Poll); and
- (viii) enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll;

**THAT** the Rights Shares and the new TPC Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issuance, rank pari passu in all respects with the then existing TPC Shares except that the Rights Shares and new TPC Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any forms of distributions of which the entitlement date is prior to the date of allotment and issuance of the Rights Shares and the new TPC Shares arising from the exercise of the Warrants respectively;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts and things as they may deem necessary and/or expedient in the best interests of the Company and to take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings including but not limited to an underwriting agreement for the underwriting of the Proposed Rights Issue with Warrants with any party or parties that the Board may deem fit, necessary and expedient or appropriate in order to implement, finalise and/or give full effects to the Proposed Rights Issue with Warrants with full power to assent to any terms, conditions, variations, modifications and/or amendments as may be agreed to or required by any relevant authorities and/or as a consequence of any such requirement."

**ORDINARY RESOLUTION 2**

**PROPOSED SETTLEMENT OF AN AMOUNT OWING BY TECK PING CHAN AGRICULTURE SDN. BHD. ("TPCA"), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, TO HUAT LAI RESOURCES BERHAD ("HLRB") AMOUNTING TO RM12,000,000 VIA THE ISSUANCE OF UP TO 60,000,000 NEW ORDINARY SHARES OF RM0.20 EACH IN TPC AFTER THE PROPOSED PAR VALUE REDUCTION ("SETTLEMENT SHARE(S)") TO HLRB AT AN ISSUE PRICE TO BE DETERMINED LATER BY THE COMPANY AFTER THE PROPOSED RIGHTS ISSUE WITH WARRANTS ("PROPOSED CAPITALISATION")**

"THAT subject to the passing of Special Resolutions 1, 2 and 3 and Ordinary Resolution 1 and approvals of all relevant authorities including but not limited to the approval of Bursa Securities for the listing of and quotation for the Settlement Shares, approval be and is hereby given to the Board to allot and issue the Settlement Shares to HLRB at an issue price to be determined and announced by the Company at a later date as partial settlement of the debt owing by TPCA to HLRB amounting to RM12,000,000 upon the terms and subject to the conditions as set out in the Settlement Agreement dated 17 February 2015 entered into between the Company, TPCA and HLRB;

**THAT** the Settlement Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing TPC Shares except that the Settlement Shares will not be entitled to any dividends, rights, allotments and/or any forms of distributions of which the entitlement date is prior to the date of allotment and issuance of the Settlement Shares and any fractional Settlement Share arising shall be disregarded and will not be issued;

**AND THAT** the Board be and is hereby empowered and authorised to do all such acts and things as they may deem necessary and/or expedient in the best interests of the Company and to take such steps, execute such documents and enter into any arrangements and agreements with any party or parties that the Board may deem fit, necessary and expedient or appropriate in order to implement, finalise and/or give full effects to the Proposed Capitalisation with full power to assent to any terms, conditions, variations, modifications and/or amendments as may be agreed to or required by any relevant authorities and/or as a consequence of any such requirement."

**By Order of the Board**

**ONG SOO LENG (MAICSA 7018257)**  
Company Secretary

Melaka  
25 August 2015

**Notes:**

- (1) Only depositors whose names appear in the Record of Depositors as at 10 September 2015 shall be entitled to attend the Extraordinary General Meeting or appoint a proxy, in the case of a corporation, a duly authorised representative to attend and vote in his/her stead.
- (2) There shall be no restriction as to the qualification of the proxy and Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A proxy may but need not be a member of the Company and a member may appoint only one person to be his proxy.
- (3) 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.
- (4) 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.
- (5) 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 Extraordinary General Meeting or any adjournment thereof.