



TPC PLUS BERHAD
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 14th Annual General Meeting of the Company will be held at the **Conference Room, PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka** on **Thursday, 25 May 2017 at 10:00 a.m.** for the purpose of transacting the following business:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the year ended 31 December 2016 together with the Directors' and Auditors' Reports thereon.
(Please refer to Explanatory Note a)
2. To approve the payment of Directors' Fees amounting to RM96,000.00 for the financial year ended 31 December 2016. **(Resolution 1)**
3. To re-elect the following Directors who are retiring by rotation in accordance with Article 97 of the Company's Articles of Association:
3.1 Mr Lim Yew Kwang **(Resolution 2)**
3.2 Mr Lim Yew Piau **(Resolution 3)**
4. To re-appoint the following Directors of the Company:
4.1 YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Hj. Yusop **(Resolution 4)**
4.2 Mr Liang Ah Lit @ Nyah Chung Mun **(Resolution 5)**
5. To re-appoint Messrs Crowe Horwath as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Directors to fix their remuneration. **(Resolution 6)**

As Special Business

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

6. **ORDINARY RESOLUTION** **(Resolution 7)**
Authority to allot and issue shares pursuant to Section 75 of the Companies Act 2016
"THAT pursuant to Section 75 of the Companies Act 2016, 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 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."
7. **ORDINARY RESOLUTION** **(Resolution 8)**
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 28 April 2017 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:
a. 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;
b. the expiration of the period within which the next AGM 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
c. 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."
8. To transact any other business of the Company of which due notice shall have been given.

BY ORDER OF THE BOARD

ONG SOO LENG (MAICSA 7018257)

Company Secretary

Melaka

28 April 2017

Notes

- (i) Only depositors whose names appear in the Record of Depositors as at 16 May 2017 shall be entitled to attend, speak and vote at the meeting or appoint another person as his/her proxy to attend and vote in his/her stead.
- (ii) Where a member appoints more than one proxy, such appointment shall be invalid unless he specify the proportion of his shareholdings to be represented by each proxy.
- (iii) 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.
- (iv) 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.
- (v) The duly completed proxy form must be deposited at the Company's registered office at PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof.
- (vi) 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 by way of poll.

Explanatory Notes

- (a) The Audited Financial Statements in Agenda 1 are for discussion only as they do not require shareholders' approval pursuant to Sections 248(2) and 340(1)(a) of the Companies Act 2016. Hence, this matter will not be put for voting.
- (b) Resolutions 4 and 5

At the 13th Annual General Meeting held on 25 May 2016, YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Hj. Yusop and Mr Liang Ah Lit @ Nyah Chung Mun who are above 70 years old were re-appointed pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of the 14th Annual General Meeting.

With the coming into effect of the Companies Act 2016 on 31 January 2017, there is no age limit for directors now.

In line with Recommendation 3.1 of the Malaysian Code on Corporate Governance 2012, the Board has assessed the independence of all the Independent Directors. Based on the assessment, the Board is of the opinion that besides being able to fulfil the criteria under the definition of an independent director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Independent Directors are able to exercise independent and objective judgement and have been performing their duty diligently in the best interests of the Company. As such, the Board has recommended that YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Hj. Yusop and Mr Liang Ah Lit @ Nyah Chung Mun be re-appointed as Independent Non-executive Directors of the Company.

The proposed Ordinary Resolutions 4 and 5, if passed, will enable YBhg. Tan Sri Datuk Seri (Dr.) Abu Seman bin Hj. Yusop and Mr Liang Ah Lit @ Nyah Chung Mun, who have offered themselves for re-appointment, to continue to act as Directors of the Company and subject to retirement by rotation at a later date in accordance with the provisions of the Company's Articles of Association.

- (c) Resolution 7

Ordinary Resolution 7, 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 15th 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 13th Annual General Meeting held on 25 May 2016 and which will lapse at the conclusion of the 14th Annual General Meeting.

- (d) Resolution 8

Ordinary Resolution 8, 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.