



TPC PLUS BERHAD (615330-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at the **Conference Room, PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka** on **Tuesday, 29 August 2017** at **10:00 a.m.** or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without modification:

ORDINARY RESOLUTION

Proposed shareholders' mandate for new recurrent related party transactions of a revenue or trading nature

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for 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 10 August 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:

- 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 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
- 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."

BY ORDER OF THE BOARD

ONG SOO LENG (MAICSA 7018257)
Company Secretary

Melaka
10 August 2017

Notes:

- Only depositors whose names appear in the Record of Depositors as at 22 August 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.
- 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.
- 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.
- 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 not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the ordinary resolution set out in this Notice will be put to vote by way of poll.