



TFP SOLUTIONS BERHAD

(Company No.773550-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of TFP Solutions Berhad ("TFP" or "Company") will be held at Heritage Room, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Friday, 21 September 2012 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 ACQUISITION OF THE ENTIRE EQUITY INTEREST IN COMM ZED SDN. BHD. ("COMM ZED") AT A PURCHASE CONSIDERATION OF RM14.0 MILLION TO BE SATISFIED VIA CASH PAYMENT OF RM4.0 MILLION AND THE ISSUANCE OF 61,728,395 NEW ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("TFP SHARES") AT AN ISSUE PRICE OF RM0.162 PER TFP SHARE ("CONSIDERATION SHARES") ("PROPOSED ACQUISITION")

"THAT subject to all relevant conditions precedent for the Proposed Acquisition being fulfilled, the Board be and is hereby authorised to acquire 326,002 ordinary shares of RM1.00 each in Comm Zed, representing the entire equity interest in Comm Zed from Rapportrans Sdn. Bhd. at a purchase consideration of RM14.0 million to be satisfied via cash payment of RM4.0 million and the issuance of 61,728,395 new TFP Shares at an issue price of RM0.162 each, subject to the terms and conditions set out in the share sale agreement ("SSA") dated 12 July 2012 and the profit guarantee and stakeholder's agreement dated 12 July 2012 ("PGSA");

AND THAT approval be and is hereby given to the Company for the issuance of the Consideration Shares pursuant to the Proposed Acquisition and that the Consideration Shares to be issued shall, upon allotment and issue, rank *pari passu* in all respects with the existing TFP Shares, except that they shall not be entitled to participate in any dividend, right, allotment and/or any other distribution that may be declared, made or paid prior to the date of allotment of the Consideration Shares;

AND THAT the execution of the SSA and PGSA by the Company be and are hereby approved, affirmed and ratified;

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

BY ORDER OF THE BOARD
Chua Siew Chuan (MAICSA 0777689)
Company Secretary

Kuala Lumpur
5 September 2012

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 September 2012 shall be eligible to attend the Meeting.*
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
- A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its attorney duly authorised.*
- 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 must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or any adjournment thereof.*