



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of the Company will be held at the Conference Room, PT 1678, Mukim of Serkam, 77300 Merlimau, Melaka on Thursday, 27 June 2013 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 period ended 31 December 2012 together with the Directors' and Auditors' Reports thereon.
(Please refer to explanatory Note A)
- To re-elect the following Directors who are retiring in accordance with Article 97 of the Company's Articles of Association:-
 - Mr Lim Yeow Her (Resolution 1)
 - Mr Lim Yew Chua (Resolution 2)
- To re-appoint Messrs Wong Weng Foo & Co. as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 3)

As Special Business

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

- ORDINARY RESOLUTION** (Resolution 4)
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 5)
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 5 June 2013 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."
- SPECIAL RESOLUTION** (Resolution 6)
Proposed amendments to the Company's Articles of Association
"THAT the alterations, modifications, variations, additions and/or deletions to the Articles of Association of the Company in the manner as set out in the Circular to Shareholders dated 5 June 2013 ("the Proposed Amendments") be and are hereby approved AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by the relevant authorities."
- 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
5 June 2013

Notes

- Only depositors whose names appear in the Record of Depositors as at 20 June 2013 shall be entitled to attend the Tenth 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 A

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.

Explanatory Notes on Special Business

- Resolution 4**
Ordinary Resolution 4, 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 Ninth Annual General Meeting held on 20 December 2012 and which will lapse at the conclusion of the Tenth Annual General Meeting.
- Resolution 5**
Ordinary Resolution 5, 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.
- Resolution 6**
Resolution 6, if passed, will render the Company's Articles of Association to be in line with the recently amended Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Further information on the Proposed Amendments to the Articles of Association of the Company is set out in the Circular to Shareholders dated 5 June 2013 which was despatched together with the Company's Annual Report for the financial period ended 31 December 2012.