

**TFP SOLUTIONS BERHAD**

(Company No.: 773550-A)

(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of TFP Solutions Berhad will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 28 January 2014, at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED ISSUE OF UP TO 110,992,798 FREE WARRANTS ("FREE WARRANTS") ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.10 EACH IN TFP SOLUTIONS BERHAD ("TFP SHARES") OR "SHARES") HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED FREE WARRANTS ISSUE")**

"THAT subject to the passing of Ordinary Resolution 2 and Special Resolution, the Board of Directors ("**Board**") of TFP Solutions Berhad ("**TFP**" or "**Company**") be and is hereby authorised to issue a total of up to 110,992,798 Free Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board ("**Entitlement Date**"), on the basis of one (1) Free Warrant for every two (2) existing TFP Shares held;

THAT approval be and is hereby given to the Board to issue the Free Warrants and such additional Free Warrants ("**Additional Warrants**") as may be required or permitted to be issued as a consequence of the adjustments based on the indicative principal terms of the Free Warrants as set out in the circular to the shareholders of the Company dated 30 December 2013 and the terms and conditions of the deed poll to be executed by the Company ("**Deed Poll**");

THAT approval be and is hereby given to the Board to allot and issue such number of TFP Shares credited as fully paid-up arising from the exercise of the Free Warrants and/or the Additional Warrants (as the case may be) during the exercise period of the Free Warrants in accordance with the terms of the Deed Poll;

THAT such new TFP Shares to be issued arising from the exercise of the Free Warrants and/or the Additional Warrants shall upon allotment and issue, rank *pari passu* in all respects with the then existing issued and fully paid-up TFP Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of issuance and allotment of the new TFP Shares arising from the exercise of the Free Warrants;

THAT the Board be and is hereby entitled to deal with all or any fractional entitlements of the Free Warrants that may arise from the Proposed Free Warrants Issue, in such manner as the Board deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient and in the best interest of the Company with full powers to assent to any conditions, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, undertaking, indemnity, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, formalise and give full effect to the Proposed Free Warrants Issue;

AND THAT the Board be and is hereby authorised to enter into and execute the Deed Poll and to do all acts, deeds and things as it may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll."

**ORDINARY RESOLUTION 2**

**PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF TFP SOLUTIONS BERHAD FROM RM25,000,000 COMPRISING 250,000,000 ORDINARY SHARES OF RM0.10 EACH ("TFP SHARES") TO RM50,000,000 COMPRISING 500,000,000 TFP SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

"THAT the authorised share capital of the Company be increased from RM25,000,000.00 divided into 250,000,000 TFP Shares to RM50,000,000.00 divided into 500,000,000 TFP Shares by the creation of 250,000,000 new TFP Shares and such new TFP Shares shall rank *pari passu* in all respects with the existing TFP Shares in the capital of the Company."

**SPECIAL RESOLUTION**

**PROPOSED AMENDMENT TO THE COMPANY'S MEMORANDUM OF ASSOCIATION AS A CONSEQUENCE OF THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

"THAT subject to the passing of the Ordinary Resolution 2 above, the Memorandum of Association of the Company be amended by deleting the existing Clause 6 in its entirety and replacing it with the following new Clause 6:"

Existing Clause 6 of Memorandum of Association	Amended Clause 6 of Memorandum of Association
<p>"The capital of the Company is Ringgit Malaysia Twenty Five Million only (RM25,000,000/-) divided into 250,000,000 shares of RM0.10 each with power for the Company to increase or reduce the said capital, and to vary or abrogate the rights attached to any class of shares in the Company and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege, or subject to any postponement or rights or to any conditions, or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise, shall be subject to the powers hereinbefore contained."</p>	<p>"The capital of the Company is Ringgit Malaysia Fifty Million only (RM50,000,000/-) divided into 500,000,000 shares of RM0.10 each with power for the Company to increase or reduce the said capital, and to vary or abrogate the rights attached to any class of shares in the Company and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege, or subject to any postponement or rights or to any conditions, or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares whether declared to be preference or otherwise, shall be subject to the powers hereinbefore contained."</p>

**BY ORDER OF THE BOARD**

Chua Siew Chuan (MAICSA 0777689)  
Company Secretary

Kuala Lumpur  
Dated: 30 December 2013

**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 January 2014 shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) 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 not less than forth-eight (48) hours before the time for holding the Meeting or any adjournment thereof.