TFP SOLUTIONS BERHAD

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



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventh Annual General Meeting ("7th AGM") of the Company will be held at Bukit Jalii Golf & Country Resort, Jalan 3/155B, Bukit Jalii, 57000 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 24 June 2014 at 10:00 a.m. for the following purposes

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and the Auditors thereon.
- To approve the payment of Directors' Fees for the financial year ended 31 December 2013.
- To re-elect the following Directors who retire pursuant to Article 105 of the Company's Articles of Association, and being eligible, have offered themselves for re-election:-
 - Dato' Jamaludin Bin Hassan Mr. Lim Lung Wen

 - Mr. Edward Khor Yew Heng
- To appoint Messrs. Kreston, John & Gan as Auditors of the Company in place of the retiring 4 Auditors, Messrs. Crowe Horwath and to authorise the Directors to fix their remuneration. Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked as "Appendix I" in the Annual Report 2013) has been received by the Company for the nomination of Messrs. Kreston, John & Gan, subject to their consent to act, for appointment as Auditors in place of the retiring Auditors, Messrs. Crowe Horwath and of the intention to propose the following ordinary resolution:-

"That subject to their consent to act, Messrs, Kreston, John & Gan be appointed as Auditors of the Company for the financial year ending 31 December 2014 in place of Messrs. Crowe Horwath, the retiring Auditor, and that their remuneration be fixed by the Directors.'

As Special Business:

To consider and, if thought fit, with or without any modification, to pass the following resolutions which will be proposed as ordinary and special resolutions:-

ORDINARY RESOLUTION NO. 1

- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad, AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the

ORDINARY RESOLUTION NO. 2

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

THAT subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company and Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries to enter into and to give effect to the specified recurrent related party transactions of a revenue or trading nature as stated in Table I, Section 2.1.4 of the Circular to Shareholders dated 2 June 2014 which are necessary for the day-to-day operations of the Company and its subsidiaries provided that the transactions are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders;

AND THAT such approval, shall only continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 143(1) of the Act (but must 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 general meeting whichever is the earlier:

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.

ORDINARY RESOLUTION NO. 3

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company and Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("TFP" Group") to enter into additional Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") as stated in Table II, Section 2.1.4 of the Circular to Shareholders dated 2 June 2014 with the related parties mentioned therein PROVIDED THAT:-

- the RRPTs are in the ordinary course of business which are necessary for day-to-day operations and are on terms not more favourable than those generally available to the public: and
- disclosure is made in the annual report breakdown of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year

AND THAT the authority conferred by such mandate shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next AGM of the Company after that date it is required to be held pursuant to Section 143(1) of the Act (but must 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 general meeting whichever is the earlier;

AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution."

ORDINARY RESOLUTION NO. 4

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

"THAT, subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM0.10 each in the Company's issued and paid-up share capital through Bursa Securities subject further to the following:

- the maximum number of ordinary shares of RM0.10 each in the Company ("Shares") which may be purchased and/or held by the Company shall be equivalent to ten per centum (10%) of the issued and paid-up share capital for the time being of the
- the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits (accumulated losses) or the share premium account of the Company based on the audited financial statements for the financial year ended 31 December 2013 of (RM1,218,000/-) and RM6,758,000/- respectively

- (Please refer to Note No. 7)
 - (Resolution 1)
 - (Resolution 2) (Resolution 3) (Resolution 4)
 - (Resolution 5)

(Resolution 6)

(Resolution 7)

(Resolution 8)

- the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions:
 - the expiration of the period within which the next AGM after that date is (b) required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules regulations, orders, guidelines and requirements issued by any relevant authorities;

- upon completion of the purchase(s) of the Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Shares in the following manner
 - cancel the Shares so purchased; or (i)
 - retain the Shares so purchased as treasury shares; or (ii)
 - retain part of the Shares so purchased as treasury shares and cancel the remainder:

the treasury shares of which may be distributed as dividends to shareholders, and/or resold on Bursa Securities, and/or subsequently cancelled;

and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force,

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"THAT the proposed amendments, modifications, additions or deletions to the Company's Articles of Association as set out in Appendix I of the Circular to Shareholders dated 2 June 2014, be and are hereby approved and **THAT** the Directors and Secretary be and are

hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Articles of Association of the Company.

To transact any other ordinary business for which due notice has been given

By Order of the Board

Chua Siew Chuan (MAICSA 0777689) Company Secretary

Kuala Lumnur

2 June 2014

Explanatory Notes to Special Business:

Authority Pursuant to Section 132D of the Companies Act, 1965

The proposed adoption of the Ordinary Resolution No. 1 is for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up share capital of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Sixth AGM held on 20 June 2013 and which will lapse at the conclusion of the Seventh AGM.

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed adoption of the Ordinary Resolution No. 2 is to renew the Shareholders' Mandate granted by the shareholders of the Company at the Sixth AGM held on 20 June 2013. The Proposed Renewal of the Shareholders' Mandate will enable the Company and its subsidiaries to enter into RRPTs to facilitate transactions in the normal course of business of the Company and its subsidiaries which are transacted from time to time with the specified classes of related parties, provided that they are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the shareholders 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 of the Company

Proposed New Shareholders' Mandate for RRPTs

of its attorney duly authorised.

The proposed adoption of the Ordinary Resolution No. 3 is to obtain the Shareholders' Mandate to enable the Company and its subsidiaries ("the Group") to enter into RRPTs which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the

Proposed Authority for the Company to Purchase its own Shares

The proposed adoption of the Ordinary Resolution No. 4, if passed, will allow the Board of Directors to exercise the power of the Company to purchase not more than 10% of the issued and paid-up share capital of the Company at any time within the time period stipulated in Bursa Malaysia Securities Berhad ACE Market Listing Requirements.

Proposed Amendments to the Articles of Association of the Company

The Proposed Amendments to the Articles of Association of the Company are to streamline the Company's Articles of Association to be aligned with the amendments to Bursa Malaysia Securities Berhad ACE Market Listing Requirements.

Further information on the Proposed Renewal of Shareholders' Mandate for RRPTs, Proposed New Shareholders' Mandate for RRPTs, Proposed Authority for the Company to Purchase its own Shares and Proposed Amendments to the Articles of Association are set out in the Circular to Shareholders of the Company which is despatched together with the Company's 2013 Annual Report. Notes

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 June 2014 ("General
 - Meeting Record of Depositors") 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
- 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 forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- The Agenda item No. 1 is meant for discussion only, as the provisions of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting

(Resolution 9)

(Resolution 10)