

TFP SOLUTIONS BERHAD

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



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting ("9th AGM") of the Company will be held at Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 8 June 2016 at 10:00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note No. 7)
 - To approve the payment of Directors' Fees for the financial year ended 31 December 2015. (Resolution 1)
 - 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; (Resolution 2)
 - Mr. Lim Lung Wen; and (Resolution 3)
 - Dato' Hussian @ Rizal Bin A. Rahman. (Resolution 4)
 - To re-appoint Messrs. Kreston John & Gan as the Company's Auditors for the financial year ending 31 December 2016 and to authorise the Directors to fix their remuneration. (Resolution 5)

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 Company." (Resolution 6)

ORDINARY RESOLUTION NO. 2
- RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
"THAT subject to the passing of Resolution 2, approval be and is hereby given to retain Dato' Jamaludin Bin Hassan as Independent Non-Executive Directors of the Company until the conclusion of the next Annual General Meeting, who has served as Independent Directors of the Company for approximately nine (9) years in accordance with Malaysian Code on Corporate Governance 2012." (Resolution 7)

ORDINARY RESOLUTION NO. 3
- 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 Part A, Section 2.4 of the Circular to Shareholders dated 29 April 2016 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." (Resolution 8)

ORDINARY RESOLUTION NO. 4
- PROPOSED RENEWAL OF 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 Company;
 - the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed 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 2015 of (RM12,682,000/-) and RM6,758,000/- respectively;
 - 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 required by law to be held; or
 - 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; and
- 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
 - retain the Shares so purchased as treasury shares; or
 - 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." (Resolution 9)
- SPECIAL RESOLUTION**
- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
"THAT the Proposed Amendments to the Articles of Association of the Company as set out in Appendix I attached to the Annual Report 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." (Resolution 10)
- 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 Lumpur
29 April 2016
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 ten per centum (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 projects, 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 Eighth AGM held on 24 June 2015 and which will lapse at the conclusion of the Ninth AGM.
 - Retention as Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2012 ("MCCG 2012")**
The proposed adoption of the Ordinary Resolution No. 2 is to retain Dato' Jamaludin Bin Hassan ("Dato' Jamal") as Independent Non-Executive Director of the Company. Dato' Jamal was appointed as Independent Non-Executive Director of the Company on 28 December 2007, and will therefore serve as Independent Director for more than nine (9) years from 28 December 2016 onwards. As at the date of the notice of the Annual General Meeting, he has served the Company for eight (8) years and four (4) months. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad ACE Market Listing Requirements. The Board therefore, considers him to be independent and believes that he should be retained as Independent Non-Executive Director of the Company.
 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT")**
The proposed adoption of the Ordinary Resolution No. 3 is to renew the Shareholders' Mandate granted by the shareholders of the Company at the Eighth AGM held on 24 June 2015. The Proposed Renewal of the Shareholders' Mandate will enable the Company and its subsidiaries to enter into RRPT 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 Renewal of Authority for the Company to Purchase its own Shares**
The proposed adoption of the Ordinary Resolution No. 4 is to renew the authority for the Company to purchase its own shares passed at the Eighth AGM held on 24 June 2015. The Proposed Renewal of the Authority to Purchase its own Shares 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 RRPT and Proposed Renewal of Authority for the Company to Purchase its own Shares are set out in the Circular to Shareholders of the Company which is despatched together with the Company's 2015 Annual Report.
Notes:
 - In respect of deposited securities, only members whose names appear in the Record of Depositors on 1 June 2016 ("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 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 Damania, 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.