

TFP SOLUTIONS BERHAD

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



NOTICE OF ELEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh (11th) Annual General Meeting ("AGM") of TFP Solutions Berhad ("the Company") will be held at Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Monday, 25 June 2018 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. *(Please refer to Explanatory Note 1)*
- To approve the payment of Directors' fees of RM291,666.66 for the financial year ended 31 December 2017. *(Resolution 1)*
- To approve the payment of Directors' fees up to RM495,000 to be divided amongst the Directors in such manner as the Directors may determine in respect of the period from 1 January 2018 until the conclusion of the next AGM of the Company. *(Resolution 2)*
- To approve the payment of other benefits up to RM150,000 in respect of the period from 26 June 2018 until the conclusion of the next AGM of the Company. *(Resolution 3)*
- To re-elect Encik Noor Shahwan Bin Saffwan who retires by rotation pursuant to Article 105 of the Company's Articles of Association and being eligible, offer himself for re-election. *(Resolution 4)*
- To re-elect the following Directors who retire pursuant to Article 108 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
 - Datuk Seri Syed Ali Bin Abbas Alhabshee *(Resolution 5)*
 - Chandran John Kasilingam *(Resolution 6)*
 - Yeong Siew Lee *(Resolution 7)*
- To re-appoint Messrs. Kreston John & Gan as Auditors of the Company and to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *(Resolution 8)*

AS SPECIAL BUSINESS

To consider and if thought fit, with or without modifications to pass the following Ordinary Resolutions:-

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** *(Resolution 9)*

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."
- PROPOSED RENEWAL SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RRPT MANDATE")** *(Resolution 10)*

"THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), the Company and/or its subsidiaries be and are hereby authorised to enter into any of the recurrent related party transactions of revenue or trading nature as set out in Circular to Shareholders dated 30 April 2018 with the related parties mentioned therein provided that such transactions are:-

 - undertaken in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public;
 - necessary for the day-to-day operations; and
 - not to the detriment of the minority shareholders of the Company.

THAT such approval shall continue to be in force until :-

 - the conclusion of the next AGM of the Company following this AGM at which such Shareholders' Mandate is passed, at which it will lapse, unless by an ordinary resolution passed at such AGM, the authority is renewed; or
 - the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders in a general meeting.

whichever is earlier;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed RRPT Mandate."
- To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482)
Company Secretary

Kuala Lumpur
Dated: 30 April 2018

Explanatory Notes to Ordinary and Special Business:-

- Item 1 of the Agenda**

This Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provides that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 9 - Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution no. 9, if passed, will empower the Directors of the Company to issue and allot new shares at any time to such persons, in their absolute discretion, deem fit ("**General Mandate**"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total issued share capital of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The renewed General Mandate granted by the shareholders at 10th AGM of the Company held on 1 June 2017 had not been utilized and hence no proceeds were raised therefrom.

The renewed General Mandate will enable the Directors to take swift action for allotment of shares for any possible fund-raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.
- Ordinary Resolution 10- Proposed RRPT Mandate**

The proposed Ordinary Resolution no. 10, if passed, will provide a renewal mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for the Group's day-to-day operations. This mandate shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at general meeting.

Further information on the Proposed RRPT Mandate are set out in the Circular to Shareholders dated 30 April 2018 of the Company which is despatched together with the Company's 2017 Annual Report.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2018 (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 [subject to always to a maximum of two (2) proxies at each Meeting]. 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. 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 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 Share Registrar, Securities Services (Holdings) Sdn Bhd 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.*
- Pursuant to Rule 8.31A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 11th AGM will be put to vote on a poll.*

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Rule 8.29(2) of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

There is no Director standing for election other than the retiring Directors who are seeking for their re-election as a Directors pursuant to Article 105 and Article 108 of the Company's Articles of Association at the Eleventh (11th) Annual General Meeting.