



NOTICE OF TWELFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth (12th) Annual General Meeting ("AGM") of TFP Solutions Berhad ("the Company") will be held at Function Room 1, Level 2, Kuala Lumpur International Hotel, 78, Lorong Haji Hussein Dua, Off Jalan Raja Muda Abdul Aziz, 50300 Kuala Lumpur on Thursday, 25 April 2019 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note 1**
- To approve the payment of Directors' fees up to RM300,000 to be divided amongst the Directors in such manner as the Directors may determine in respect of the period from 26 April 2019 until the conclusion of the next AGM of the Company. **Ordinary Resolution 1**
- To approve the payment of other benefits up to RM100,000 in respect of the period from 26 April 2019 until the conclusion of the next AGM of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors, who retire by rotation pursuant to Article 105 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
 - Mr. Wong Loke Lim **Ordinary Resolution 3**
 - Dato' Hussian @ Rizal Bin A. Rahman **Ordinary Resolution 4**
- To re-elect En. Abdul Latib Bin Tokim who retires pursuant to Article 108 of the Company's Articles of Association and being eligible, has offered himself for re-election. **Ordinary Resolution 5**
- 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. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

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

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** **Ordinary Resolution 7**
 "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 OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RRPts MANDATE")** **Ordinary Resolution 8**
 "THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), approval be and is hereby given for the Proposed Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature for the Company and/or its subsidiaries to enter into and to give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Party as specified in Part A of the Circular to Shareholders dated 29 March 2019 provided that such transactions are:-
 (a) 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;
 (b) necessary for the day-to-day operations; and
 (c) not to the detriment of the minority shareholders of the Company.
 THAT such approval shall continue to be in force until :-
 (a) 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
 (b) 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
 (c) 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 RRPts Mandate."
- PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")** **Special Resolution 1**
 "THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof, a new constitution as set out in Part B of the Circular to Shareholders dated 29 March 2019 be and is hereby adopted as the Constitution of the Company with immediate effect;
 AND THAT the Directors of the Company be hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
- To transact any other ordinary business for which due notice have been given.

BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482)

Thien Lee Mee (LS 0009760)

Company Secretaries

Kuala Lumpur

Dated: 29 March 2019

Explanatory Notes: -

- Item No. 1 of the Agenda – Audited Financial Statements**
 This Agenda item is meant for discussion only as provision of Section 340(1) (a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.
- Ordinary Resolution 7 - Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016**
 The proposed Ordinary Resolution no. 7, 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 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.
 As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the Eleventh (11th) AGM held on 25 June 2018 and which will lapse at the conclusion of the Twelfth (12th) AGM.
- Ordinary Resolution 8 - Proposed RRPts Mandate**
 The proposed Ordinary Resolution no. 8, 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 RRPts Mandate are set out in Part A of the Circular to Shareholders dated 29 March 2019 of the Company which is dispatched together with the Company's 2018 Annual Report.
- Special Resolution 1 - Proposed Adoption**
 The proposed Special Resolution 1, if passed, will align the Constitution of the Company with the Act which came into force on 31 January 2017, the updated provisions of the Listing Requirements of Bursa Securities and the prevailing statutory and regulatory requirements as well as to provide clarity and consistency with the amendments that may arise from the Act and the Listing Requirements. Please refer to Part B of the Circular to Shareholders dated 29 March 2019 for further information.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 April 2019 (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 to act 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 Damanialela, 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 12th 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 appointment as Directors at the 12th AGM.