



## NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting ("17<sup>th</sup> AGM") of TFP Solutions Berhad ("the Company") will be held at TFP Experience Center, Ground Floor, Wisma LMS, No. 6, Jalan Abd Rahman Idris, Off Jalan Raja Muda Abdul Aziz, 50300 Kuala Lumpur on Tuesday, 3 December 2024 at 10.00 a.m. or any adjournment thereof, to transact the following businesses:-

### AGENDA

#### AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2024 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 the conclusion of the 17<sup>th</sup> AGM 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 the conclusion of the 17<sup>th</sup> AGM until the conclusion of the next AGM of the Company. Ordinary Resolution 2
- To re-elect the following Directors who are to retire by rotation pursuant to Clause 125 the Company's Constitution and being eligible, have offered themselves for re-election:
  - Datuk Seri Syed Ali Bin Abbas Alhabshee
  - YM Puteri Munawarah Syammiyah Binti MunirOrdinary Resolution 3  
Ordinary Resolution 4
- To re-elect the following Directors who are to retire pursuant to Clause 130 the Company's Constitution and being eligible, have offered themselves for re-election:
  - Abd Rahim Bin Adam
  - Datin Sr Eugena Braganza
  - Abdul Raof Bin Abdullah ShanOrdinary Resolution 5  
Ordinary Resolution 6  
Ordinary Resolution 7
- To re-appoint Messrs. TGS TW PLT 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 8

#### AS SPECIAL BUSINESS

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

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**  
"THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Clause 15 and Clause 16 of the Company's Constitution.  
THAT pursuant to Sections 75 and 76 of 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 total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being and that the Directors be and are hereby also empowered to obtain approval from the 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 Annual General Meeting of the Company.  
AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company." Ordinary Resolution 9
- PROPOSED NEW AND RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RRPTS MANDATE")**  
"THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Securities, approval be and is hereby given for the Proposed New and 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 the Circular to Shareholders dated 30 October 2024 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 RRPTS Mandate" Ordinary Resolution 10
- RETENTION OF ENCIK NOOR SHAHWAN BIN SAFFWAN AS INDEPENDENT NON-EXECUTIVE DIRECTOR PURSUANT TO PRACTICE 5.3 OF THE MALYSIAN CODE ON CORPORATE GOVERNANCE**  
"THAT approval be and is hereby given to Encik Noor Shahwan Bin Saffwan who has served as an Independent Non-Executive Director ("INED") of the Company for a cumulative term of more than nine (9) years to continue to act as an INED of the Company until the conclusion of the next AGM." Ordinary Resolution 11
- To transact any other business of which due notice has been given in accordance with the Act.

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482/ SSM PC NO. 202208000250)

NOV VEN SIN (MAICSA 7076080/ SSM PC NO. 202208000340)

Company Secretaries

W.P. Kuala Lumpur

Date: 30 October 2024

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 25 November 2024 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and/or vote at the meeting.
- A member is entitled to appoint one (1) or more proxies to attend and vote in his place. Where a member appoints more than one (1) proxy, he shall specify the proportions of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- A proxy need not be a member of the Company. 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.
- 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") as defined under the Securities Industry (Central Depositories) Act 1991, there shall be 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 shall be in writing under the hand of the appointor or his attorney duly authorised in writing and in the case of a corporate member, either under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy together with the power of attorney (if any) or a certified copy thereof must be deposited at the Company's Share Registrar Office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan at least 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 AGM will put to vote by way of poll.
- Ordinary Resolutions 5, 6 & 7 : Re-election of Directors who retire in accordance with Clause 130 of the Company's Constitution**  
Clause 130 of the Company's Constitution states that a Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for re-election.  
Abd Rahim Bin Adam, Datin Sr Eugena Braganza and Abdul Raof Bin Abdullah Shan are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.  
For the purpose of determining the eligibility of the Directors to stand for re-election at the 17<sup>th</sup> AGM, the Nomination Committee has considered and recommended Abd Rahim Bin Adam, Datin Sr Eugena Braganza and Abdul Raof Bin Abdullah Shan for re-election as Directors pursuant to Clause 130 of the Company's Constitution.
- Ordinary Resolution 9 - Authority to Issue and Allot shares pursuant to Sections 75 and 76 of the Act**  
The proposed Ordinary Resolution 9 is the renewal of the general mandate from the shareholders at the 16<sup>th</sup> Annual General Meeting held on 27 November 2023 ("the Previous Mandate").  
The proposed Ordinary Resolution 9, if passed, is a renewal of general mandate to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be time consuming to organise a general meeting. The general mandate will provide flexibility and expediency to the Company for any possible fund-raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The general mandate, unless revoked or varied at general meeting, will expire at the next Annual General Meeting of the Company.  
Unless revoked or varied by the Company in a general meeting, this authority will expire at the conclusion of the next Annual General Meeting of the Company.  
As at the date of this Notice, 33,003,300 new ordinary shares were issued with total proceeds raised of RM1 million pursuant to the Previous Mandate granted to the Directors at the 16<sup>th</sup> AGM.

#### Explanatory Note to Ordinary and Special Business:-

##### 1. Audited Financial Statements for the financial year ended 30 June 2024

The Agenda 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provide 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.

##### 2. Ordinary Resolutions 1 & 2 : To approve the payment of Directors' Fees and other benefits payable

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits.

In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and Board Committees held for the period commencing from the conclusion of the 17<sup>th</sup> AGM until the next AGM of the Company.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

##### 3. Ordinary Resolutions 3 & 4: Re-election of Directors who retire by rotation in accordance with Clause 125 of the Company's Constitution

Clause 125 of the Company's Constitution states that an election of Directors shall take place each year during the annual general meeting. At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third of the Directors are subject to retirement by rotation such that each Director shall retire from office once in every three (3) years or, if their number is not three (3) or a multiple of three (3), the number nearest to one-third (1/3) shall retire from office such that each Director shall retire from office once in every three (3) years, and if there is only one (1) Director who is subject to retirement by rotation, he shall retire. All Directors who retire from office shall be eligible for re-election.

Datuk Seri Syed Ali Bin Abbas Alhabshee and YM Puteri Munawarah Syammiyah Binti Munir are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 17<sup>th</sup> AGM, the Nomination Committee has considered and recommended Datuk Seri Syed Ali Bin Abbas Alhabshee and YM Puteri Munawarah Syammiyah Binti Munir for re-election as Directors pursuant to Clause 125 of the Company's Constitution.

##### 6. Ordinary Resolution 10 – Proposed New and Renewal of Existing Shareholders' Mandate for RRPTS of a Revenue or Trading Nature ("Proposed RRPTS Mandate")

The proposed Ordinary Resolution 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 a general meeting.

Please refer to the Circular to Shareholder dated 30 October 2024 for information on the recurrent related party transactions.

##### 7. Ordinary Resolution 11 – Retention of Independent Non-Executive Director pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event that the Company intends to retain the independent director who has served in that capacity for more than nine (9) years. Following an assessment and recommendation by the Nomination Committee, the Board recommended that Encik Noor Shahwan Bin Saffwan who has served as INED for a cumulative term of more than nine (9) years to continue to be designated as INED of the Company based on the following key justifications:

- he fulfills the criteria under the definition of Independent Director as stated in the Listing Requirements of Bursa Securities and, therefore, is able to bring independent and objective judgment to the Board as a whole;
- his experience in the relevant industries has enabled him to provide the Board and Board Committees, as the case may be, with pertinent expertise, skills, contribution and competence;
- he has been with the Company for a certain period and therefore understands the Company's business operations which enables them to contribute actively and effectively during deliberations or discussions at Board and Committee meetings;
- he continues to be scrupulously independent in his thinking and in his effectiveness as constructive challenger of the Executive Directors; and
- he exercises due care during his tenure as an INED and carried out his professional duties in the best interest of the Company and shareholders.