



NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth (13<sup>th</sup>) Annual General Meeting ("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 Aziz, 50300 Kuala Lumpur on Tuesday, 4 August 2020 at 10.00 a.m. or at any adjournment thereof for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- 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 commencing from 5 August 2020 until the conclusion of the next AGM of the Company.
- To approve the payment of other benefits up to RM100,000 in respect of the period commencing from 5 August 2020 until the conclusion of the next AGM of the Company.
- To re-elect the following Directors who are retiring by rotation pursuant to Clause 125 of the Company's Constitution and being eligible, have offered themselves for re-election:  
I, Datuk Seri Syed Ali Bin Abbas Alhabshee  
II, Noor Shahwan Bin Saffwan
- 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.

Please refer to Explanatory Note 1  
**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**

AS SPECIAL BUSINESS:

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

6. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

THAT subject to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Securities on 16 April 2020 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, 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 to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); 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 pursuant to the 20% General Mandate on Bursa Securities;

**Ordinary Resolution 6**

7. **PROPOSED 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 AMLR of Bursa Securities, 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 the Circular to Shareholders dated 10 July 2020 provided that such transactions are:-

**Ordinary Resolution 7**

- 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."

8. **PROPOSED PRIVATE PLACEMENT OF UP TO 62,020,100 NEW ORDINARY SHARES OF TFP ("PLACEMENT SHARES"), REPRESENTING APPROXIMATELY 30% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES IN TFP ("TFP SHARES") (EXCLUDING 1,279,000 TREASURY SHARES) ("PROPOSED PRIVATE PLACEMENT")**

"THAT approval be and is hereby given to the Board of Director ("Board") to allot and issue up to 62,020,100 Placement Shares at an issue price to be determined based on the 5-day volume weighted average market price of TFP Shares immediately preceding the date on which the price of the Placement Shares will be fixed with a discount of not more than 10% to such persons and at such time as the Board deem fit, for such purpose and utilisation of proceeds as disclosed in the circular to shareholders dated 10 July 2020 ("Circular").

**Ordinary Resolution 8**

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing TFP Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Private Placement."

9. **PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 268,754,045 NEW TFP SHARES ("RIGHTS SHARES") TOGETHER WITH UP TO 268,754,045 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF 1 RIGHTS SHARE AND 1 WARRANT FOR EVERY 1 EXISTING TFP SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE")**

"THAT subject to the approvals of the relevant authorities and/or parties having been obtained (if required), approval be and is hereby granted to the Board to:

**Ordinary Resolution 9**

- provisionally allot and issue by way of a renounceable rights issue of up to 268,754,045 Rights Shares together with up to 268,754,045 Warrants on the basis of 1 Rights Share and 1 Warrant for every 1 existing TFP Share, to the shareholders of TFP whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date ("Entitled Shareholders") with a minimum subscription level of 70,000,000 Rights Shares and 70,000,000 Warrants or such number of Rights Shares to raise a minimum gross proceeds of RM2.10 million;
- enter into and execute the deed poll in relation to the Warrants ("Deed Poll") and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll;
- determine and fix the issue price of the Rights Shares which shall be announced later by the Board on the price-fixing date to raise a minimum gross proceeds of RM2,100,000;
- disregard and deal with any fractional entitlements, if any, that may arise from the Proposed Rights Issue in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the Company;
- make available for excess applications by the other Entitled Shareholders and/or their renounee(s)/transferee(s), and to allocate the excess Rights Shares with Warrants in a fair and equitable manner on a basis to be determined by the Board;
- allot and issue such number of new TFP Shares to the holders of the Warrants, credited as fully paid-up, arising from the exercise of the Warrants; and
- use the proceeds to be derived from the Proposed Rights Issue in the manner as set out in the circular to shareholders dated 10 July 2020 ("Circular") and vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company, subject to the approval of the relevant authorities (where required).

THAT the final issue price of the Rights Shares shall be at a discount ranging between 30% to 50% to the theoretical ex-all price of TFP Shares;

THAT the Rights Shares shall, upon allotment and issue, rank equally in all respects with the then existing TFP Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other forms of distributions, the entitlement date of which is prior to the dates of allotment;

THAT the Warrants shall be allotted and issued in the registered form on the basis that, subject to any adjustments to the subscription rights attached to the Warrants under the provisions of the Deed Poll, each Warrant entitles its holder to subscribe for 1 TFP Share at an exercise price of RM0.03 per Warrant, during its prescribed exercise period;

THAT the new TFP Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issue, rank equally with the existing TFP Shares except that they are not entitled to any dividends, rights, allotments and/or other distributions, where the entitlement date of which is prior to the date of allotment and issuance of new TFP Shares upon the exercise of the Warrants;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Rights Issue."

- 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/ PC NO. 201908002253)

THIEN LEE MEE (LS0009760/PC No. 201908002254)

Company Secretaries

Kuala Lumpur

Date: 10 July 2020

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 24 July 2020 (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 appointer 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, Boardroom.com Sdn Bhd at Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 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.

COVID-19 Outbreak Measure Notes

The health and safety of our members and staff who will attend the 13th AGM are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 13th AGM:-

- Members or proxies are encouraged to abide by the most current regulations in place and enforced by the Ministry of Health and Government of Malaysia at the time deciding on whether or not to attend the 13th AGM in person.
- Securities Commission Malaysia had on 18 April 2020 (revised on 18 June 2020) issued a Guidance and FAQs on the Conduct of General Meetings for Listed Issuers ("SC Guidance"). The Malaysian National Security Council had on 16 June 2020 issued a Standard Operating Procedures ("SOP") for government and private events, including meetings.
- Pursuant to the SOP only member/proxy aged between 18 to 60 years old are allowed to enter the venue and Patient under Investigation (PUI) and Person under Surveillance (PUS) are not allowed to enter the venue.
- Members are encouraged to appoint the Chairman of the Meeting (or any other person) to act as proxy to attend and vote at the 13th AGM on their behalf by submitting the proxy form with predetermined voting instruction.
- Members or proxies who are feeling unwell or have been placed on quarantine orders or stay-at-home notices, you are advised to refrain from attending the 13th AGM in person.
- Members or proxies who had been in physical contact with a person infected with COVID-19 are advised to refrain from attending the 13th AGM in person.
- In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members (or your proxies) wish to attend the 13th AGM in person.
- Members/proxies must sanitise their hands and are strongly advised to wear a face mask if they are attending the Meeting in person.
- Members or proxies are advised to observe/maintain social distancing throughout the Meeting.
- NO door gift will be provided to the Members or proxies.