



NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

Date

Thursday 28, May 2015

Time

10am (local Malaysian time), 12pm Australian Eastern Standard Time (AEST)

Venue

The offices of Southasia Advisory Sdn Bhd,
A4-3-2, Solaris Dutamas,
No.1 Jalan Dutamas 1,
50480 Kuala Lumpur, Malaysia

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the First Annual General Meeting of Shareholders of TG AgroSolutions Limited will be held at 10am (local Malaysian time), 12pm Australian Eastern Standard Time (AEST), on Thursday 28 May 2015 at Southasia Advisory Sdn Bhd, A4-3-2, Solaris Dutamas, No.1, Jalan Dutamas 1, 50480 Kuala Lumpur, Malaysia.

AGENDA

Annual Report

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 December 2014.

Resolution 1. Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **advisory** ordinary resolution:

“That, the Remuneration Report for the year ended 31 December 2014 is adopted.”

Voting Exclusion: The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Item 1 by or on behalf of a member of the Key Management Personnel (KMP's) named in TG AgroSolutions' Remuneration Report or that KMP's closely related parties, unless the vote is cast by a person as Proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

Resolution 2. Election of His Highness Tunku Syed Razman Bin Tunku Syed Idrus Al Qadri

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

“That His Highness Tunku Syed Razman Bin Tunku Syed Idrus Al Qadri, who retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company.”

Resolution 3. Election of Dato' Yap Foot Loy

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

“That Dato' Yap Foot Loy, who retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company.”

Resolution 4. Re- election of Ha Bin Khean

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

“That Ha Bin Khean, who retires in accordance with Clause 20.2 of the Company's Constitution and, being eligible offers himself for re-election, is appointed a Director of the Company.”

Resolution 5. Non-Executive Directors Remuneration

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, the aggregate maximum sum available for the remuneration of all non-executive Directors be set at \$40,000 per year.”

Resolution 6. Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as a ***special*** resolution:

“That Walker Wayland being qualified to act as auditor and having consented to act as auditor of the Company, be appointed as the auditor of the Company.”

A Proxy Form is attached.

To be valid, properly completed forms must be received by the Company no later than at 10am (local Malaysian time), 12pm Australian Eastern Standard Time (AEST) on Tuesday, 26 May 2015.

By Order of the Board



Nicola Betteridge
Company Secretary
24 April 2015

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Entitlement to Vote

The Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5pm (local Malaysian time), 7pm Australian Eastern Standard Time (AEST), on Tuesday 26 May 2015.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Southasia Advisory Sdn Bhd, A4-3-2, Solaris Dutamas, No.1, Jalan Dutamas 1, 50480 Kuala Lumpur, Malaysia on Thursday 28 May 2015 at 10am (local Malaysian time), 12pm Australian Eastern Standard Time (AEST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to vote for or against the Resolutions in the Notice of Meeting.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary as contained in this Explanatory Statement.

Resolution 1. Remuneration Report

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2014. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

As this is the Company's first annual general meeting a Spill Resolution is not relevant for this meeting.

Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key

Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or

- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

Resolution 2. Election of His Highness Tunku Syed Razman Bin Tunku Syed Idrus Al Qadri

His Highness Tunku Syed Razman Bin Tunku Syed Idrus Al Qadri, who was appointed as an Independent Non executive Director on 15 December 2014, retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible, wishes to stand for re-election as Director of the Company.

His Highness Tunku Syed Razman holds a Bachelor Degree in Marketing from Lansdowne College, London, United Kingdom. He holds the position of Chairman with Greater Tampin Auto Sdn Bhd, Usaha Maju Auto Sdn Bhd, and Citra Majujaya Sdn Bhd, companies incorporated in Malaysia.

Resolution 3. Election of Dato' Yap Foot Loy

Dato' Yap Foot Loy, who was appointed as an executive Director on 15 December 2014, retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible, wishes to stand for re-election as Director of the Company.

Dato' Yap holds the position of Chief Executive Officer, he oversees operations and management of the company. He is responsible for formulating and implementing the strategic plan to guide the direction of the Company.

Dato' Yap has 30 years experience in the agriculture industry and has previous business experience, having previously founded a plant stock and landscaping business in Malaysia. He subsequently set up and was the owner of a successful business specialising in wholesale, retail and distribution of fruit tree seedlings in East Malaysia.

Resolution 4. Re-election of Mr Ha Bin Khean

Mr Ha Bin Khean, who was appointed as an executive Director on 28 November 2014, retires in accordance with Clause 20.2 of the Company's Constitution and, being eligible, wishes to stand for re-election as Director of the Company.

Mr Ha Bin Khean has more than 20 years experience in the accounting and taxation industries having worked in Malaysia and Hong Kong. He was the Head of Finance in CVM Minerals Limited, a listed company on the Hong Kong Stock Exchange. He is a member of the Institute of the Malaysian Institute of Accountants (MIA) and a fellow member of the Association of Chartered Certified Accountants (FCCA).

Resolution 5. Non-Executive Directors Remuneration

Resolution 5 proposes to set the maximum aggregate amount payable to non-executive Directors as fees for their services as Directors to \$40,000.

The Board considers that a fee pool of \$40,000 is appropriate for the Company given its size and operations and will enable the Company to attract and retain high calibre non-executive Directors.

The fee pool covers all fees for services as a non-executive Director including committee fees and superannuation contributions. The Company does not pay any benefit in connection with a non-executive Director's retirement from office other than superannuation contributions.

Voting Prohibition Statement

Directors of the Company, or any associate of a Director of the Company, are prohibited from voting on Resolution 5 and the Company will disregard any votes cast on Resolution 5 by Directors of the Company, or any associate of a Director of the Company.

However, the Company will not disregard a vote if:

- It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 5, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote in favour of Resolution 5.

Resolution 6. Appointment of Auditor

Resolution 6 is a *special resolution* and requires approval of at least 75% of the votes cast by shareholders entitled to vote on the Resolution.

Walker Wayland NSW Chartered Accountants have been appointed by the directors as Auditor of the Company as required by section 327(1) of the Corporations Act 2001 however they only hold office until the Company's first general meeting which is this meeting. Walker Wayland was formed in Sydney, Australia in 1985 and are members of, the Institute of Chartered Accountants in Australia.

Walker Wayland NSW Chartered Accountants has been nominated as Auditor of the Company pursuant to section 328B of the Corporations Act 2001 by Mr Leong Mun Kit, a shareholder of the Company. A copy of the nomination is enclosed as Annexure A as required by section 328B(3) of the Corporations Act 2001. Walker Wayland NSW Chartered Accountants has consented in writing to act as the Company's Auditor pursuant to section 328A of the Corporations Act 2001.

G L O S S A R Y

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**Board**" means the board of Directors of the Company;

"**Chairman**" means chairman of the general meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth).

"Company" means TG AgroSolutions Limited ACN 603 108 925;

"Constitution" means the Company's constitution;

"Corporations Act" means the *Corporations Act 2001* (Cth);

"Corporations Regulation" means the *Corporations Regulation 2001* (Cth)

"Directors" mean the current Directors of the Company;

"Explanatory Statement" means this Explanatory Statement as modified or varied by any supplementary Statement issued by the Company from time to time;

"Key Management Personnel" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"Management" or **"Board"** means the management of the Company;

"Meeting" or **"Annual General Meeting"** means the annual general meeting convened by this Notice;

"Notice" or **"Notice of Meeting"** means the notice convening the annual general meeting of the Company to be held on Thursday 28 May 2015 which accompanies this Explanatory Memorandum;

"Proxy Form" means the proxy form that is enclosed with and forms part of this Notice;

"Resolution" means a resolution in the form proposed in the Notice of Meeting;

"Share" means a fully paid ordinary share in the capital of the Company;

"Shareholder" means a registered holder of a Share in the Company.

22 April 2015

The Company Secretary
TG AgroSolutions Limited
Level 7
207 Kent Street
SYDNEY NSW 2000

Dear Sirs

NOMINATION OF AUDITOR

I, Leong Mun Kit, being a shareholder of TG AgroSolutions Limited (ACN: 603 108 925), hereby nominate Walker Wayland Ltd of Level 11 60 Castlereagh Street, Sydney, NSW 2000 for the appointment as the Auditor of TG AgroSolutions Limited.

Yours sincerely



Leong Mun Kit