



NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

Date

Thursday, 31 May 2018

Time

11.00am (local Malaysian time), 1.00pm Australian Eastern Standard Time (AEST)

Venue

Unit 1302, Level 13, Uptown 1, Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor, 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 fourth Annual General Meeting of Shareholders of TG Agrosolutions Limited (**Company**) will be held at 11.00am (local Malaysian time), 1.00pm Australian Eastern Standard Time (AEST), on 31 May 2018 at Unit 1302, Level 13, Uptown 1, Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor, 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 2017.

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 2017 is adopted.”

Voting Exclusion: The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Resolution 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. Re-election of Anson Fu Cong Qiao

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

“That Anson Fu Cong Qiao, who retires in accordance with Clause 20.2 of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company.”

Resolution 3. Election of Jason Jong Tze Yun

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

“That Jason Jong Tze Yun, 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. Election of Tong Gee Pun

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

“That Tong Gee Pun, 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 5. Change of Company Name

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

“That, in accordance with section 157(1) of the Corporations Act 2001 (Cth) and for all other purposes, the Company's name be change to Saramanis Limited.”

TG Agrosolutions Limited

ACN: 603 108 925

A Proxy Form is attached.

To be valid, properly completed forms must be received by the Company no later than at 11.00am (local Malaysian time), 1.00pm Australian Eastern Standard Time (AEST) on 29 May 2018.

By Order of the Board

A handwritten signature in black ink, consisting of a series of loops and strokes, positioned above the printed name of the director.

Jason Jong Tze Yun

Director

26 April 2018

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 29 May 2018.

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 Unit 1302, Level 13, Uptown 1, Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor, Malaysia on 31 May 2018 at 11.00am (local Malaysian time)/1.00pm 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 2017. 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 resolution has received over 75% of votes in favour at the previous annual general meetings 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. Re-election of Anson Fu Cong Qiao

Mr. Anson Fu Cong Qiao, who was appointed as a Non-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. Qiao holds a Bachelor of Economics from Beijing Economic Science University and a Master of Business Administration from Charles Sturt University Australia. He is a Director of IFBC Pty Ltd, an Australian company where he liaises with Chinese investors. He is a member of the Audit and Risk Committee, the Nomination and Governance Committee and the Remuneration Committee.

The Directors, excluding Mr. Qiao, unanimously recommend that Shareholder vote in favour of Resolution 2.

Resolution 3. Election of Jason Jong Tze Yun

Mr. Jason Jong Tze Yun, who was appointed as an Executive Director on 16 August 2017, 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.

Mr. Jong holds the position of Chief Executive Officer and oversees the operation and management of the Company. He is responsible for formulating and implementing the strategic plan as well as the business development of the Company.

Mr. Jong holds a Bachelor of Construction from Unitec Institute of Technology, New Zealand. Mr. Jong has a wealth of experience in the plantation industry in Sarawak and was involved in the oil palm industry for the last 15 years. He joined the Company in 2016 and was in charge of the plantation and business development of the Company. He was the key driver in the Company's decision to venture into pineapple plantation and will be instrumental in the success of the Company in the coming years.

The Directors, excluding Mr. Jong, unanimously recommend that Shareholder vote in favour of Resolution 3.

Resolution 4. Election of Tong Gee Pun

Mr. Tong Gee Pun, who was appointed as an Executive Director on 23 April 2018, 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.

Mr. Tong brings wealth of experience in project development and finance in Malaysia, Indonesia and China over 20 years for various companies; including 10 years with a bank in Malaysia. He has undertaken a number of successful assignments such as securing project financing, contracts and concession agreements.

Mr. Tong graduated from University Technology Malaysia (UTM) and during his tenure as an Executive Director of Ho Wah Genting Berhad, Malaysia; he was responsible in the Project Finance and Project Development for a M200 million Magnesium Smelting Plant which successfully commissioning and listed in December 2008. He

was also involved in various sectors inclusive tin mine, zircon, coal, biotechnology, plantation and medical industry during his tenure in public listed companies.

Mr. Tong is the Executive Director of E Solvent Technologies and EcoAsphalt since 2013; focusing in investment and development of Oil Sludge treatment, natural asphalt production and trading and mining in Indonesia and China. He has led the Research and Development team in breaking through solvent technologies and successful patents. It is the first of its kind for the said natural asphalt extraction and refining.

In his role as Executive Director, Mr. Tong knowledge and experience will provide the Board with invaluable expertise and insight as the company continues with its plans to expand in pineapple plantation as well as downstream processing industry.

The Directors, excluding Mr. Tong, unanimously recommend that Shareholder vote in favour of Resolution 4.

Resolution 5. Change of Company Name to Saramanis Limited

In accordance with section 157(1)(a) of the Corporations Act, the Company submits to Shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to Saramanis Limited.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholder present and eligible to vote.

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration.

The Directors unanimously recommend that Shareholder vote in favour of Resolution 5.

GLOSSARY

"**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 31 May 2018 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; and

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