

TITIJAYA LAND BERHAD (“TITIJAYA” OR “COMPANY”)

PROPOSED COLLABORATION BETWEEN TITIJAYA AND TOKYU LAND CORPORATION - MEMORANDUM OF UNDERSTANDING

The Board of Directors of Titijaya (“**Board**”) refers to the Company’s announcement on 29 November 2017 in connection with the proposed share subscription by Tokyu Land Corporation (“**TLC**”) in Epoch Property Sdn Bhd, a wholly-owned subsidiary of Titijaya (“**Proposed Subscription**”). Unless otherwise indicated, all capitalised terms used or referred to in this announcement, shall have the meaning ascribed to it in the announcement dated 29 November 2017.

In furtherance to the Proposed Subscription, Titijaya is pleased to announce that it will on 13 January 2018 enter into a memorandum of understanding with TLC (“**MOU**”) to establish a provisional collaboration to share and exchange their respective knowledge and expertise in the real estate industry with the intention of further revolutionising Titijaya and TLC’s real estate development and whenever a suitable opportunity presents itself, to collaborate with each other for any property development projects that either of them may undertake (“**Proposed Collaboration**”).

1. RATIONALE OF THE MOU

The intention of Titijaya and TLC is to create a platform for collaboration in the aspects of real estate development, by way of either equity participation, joint operations or other means of collaboration as they may agree upon.

In the event where an opportunity arises and parties are desirous to enter into discussions to collaborate on a particular property development project, the scope of collaboration will encompass the following:

- (a) sharing of technology, expertise, creativity and innovative knowledge for real estate development;
- (b) urban development which includes, but is not limited to, residential, office, transit oriented development, commercial facilities, hospitality properties and green buildings;
- (c) management and operation of real estate investment trust(s);
- (d) development of residential homes that cater to different sections of the society such as lifestyle-centric homes for the elderly, couples, young families and bachelors; and
- (e) develop resorts, villas, hotels, sports complexes/courses, or fitness centers.

As part of TLC’s plans to expand its international business presence, it is to establish itself in the Malaysian property development sector by capitalising on the Company’s current and upcoming projects (as illustrated in its recent investment in Epoch Property Sdn Bhd vide the Proposed Subscription), and leveraging on Titijaya Group’s market presence and experience in the property development sector in Malaysia.

Also, the MOU is consistent with the Company’s intention to further revolutionise its business, by incorporating the technology, expertise, creativity and innovative knowledge that TLC can offer, particularly in transit oriented development, senior housing and hospitality properties development.

2. TERM OF THE MOU

The MOU will be effective from the date of execution of the MOU and shall remain in effect until and unless terminated by either Titijaya or TLC. Any party may terminate the MOU without reason provided that a prior written notice expressing the intention to terminate the MOU is provided to the other party.

3. RISKS IN RELATION TO THE MOU

Titijaya is not expected to be exposed to any material risks by virtue of the execution of the MOU with TLC.

In the event that Titijaya and TLC choose to collaborate on a particular property development project, any such collaboration is subject to discussions, negotiations and separate agreements between the parties on a project to project basis. Further announcements in connection with the Proposed Collaboration will be made by Titijaya at the appropriate time.

4. APPROVALS REQUIRED

The execution of the MOU is not subject to the approval of the shareholders of the Company and/or any other relevant authorities.

5. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors and/or major shareholders of the Company or any persons connected to them has any interests, direct or indirect, in the MOU.

6. DIRECTORS' STATEMENT

The Board, having considered all aspects of the MOU, is of the opinion that the MOU is in the best interests of the Titijaya Group.

7. DOCUMENTS FOR INSPECTION

A copy of the MOU is available for inspection at the registered office of the Company at Level 7, Menara Millenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) for a period of three (3) months from the date of this Announcement.

This Announcement is dated 12 January 2018.