

## NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eleventh Annual General Meeting ("11th AGM") of TITIJAYA LAND BERHAD ("Company") will be held at Glenmarie Ballroom B, Glenmarie Hotel & Golf Resort Malaysia, No. 1, Jalan Usahawan U1/8, Seksyen U1, 40250 Shah Alam, Selangor Darul Ehsan on Tuesday, 28 November 2023 at 10:00 a.m. for the following purposes:-

### AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors Reports thereon.  | <i>[Please refer to Explanatory Note (a)]</i> |
| 2. To approve the payment of Directors' fees amounting to RM396,950.00 for the financial year ended 30 June 2023.  | Ordinary Resolution 1                         |
| 3. To approve the payment of Directors' benefits up to an amount of RM100,000.00 from 29 November 2023 until the next AGM of the Company in year 2024.   | Ordinary Resolution 2                         |
| 4. To re-elect Datuk Lim Poh Yit, who retires pursuant to Clause 122 of the Company's Constitution and being eligible, has offered himself for re-election.  | Ordinary Resolution 3                         |
| 5. To re-elect the following Directors who retire pursuant to Clause 121 of the Company's Constitution and being eligible, have offered themselves for re-election:-   |   |
| 5.1 Dato' P'ng Soo Hong  | Ordinary Resolution 4                         |
| 5.2 Puan Azura Binti Azman   | Ordinary Resolution 5                         |
| 5.3 Encik Mohd Izhar Bin Moslim  | Ordinary Resolution 6                         |
| Tengku Dato' Sri Uzir Bin Tengku Dato' Ubaidillah who retires pursuant to Clause 121 of the Company's Constitution has expressed his intention not to seek re-election. Therefore, he will hold office until the conclusion of the 11th AGM. |   |
| 6. To re-appoint Baker Tilly Monteiro Heng PLT as the Company's Auditors for the ensuing year and to authorise the Board of Directors to determine their remuneration.   | Ordinary Resolution 7                         |

### AS SPECIAL BUSINESS

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

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| <p><b>7. ORDINARY RESOLUTION</b><br/><b>Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 and Waiver of Pre-Emptive Rights</b></p> <p>"<b>THAT</b> subject always to the Companies Act 2016 ("<b>Act</b>"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("<b>Bursa Securities</b>") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always 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 for the time being ("<b>General Mandate</b>");</p> <p><b>AND THAT</b> approval be and is hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 17 of the Constitution, over all the new shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued shares, being in proportion as nearly as the circumstances admit, to the amount of the existing shares held by the shareholders of the Company as at the date of issuance and allotment of such new shares ("<b>Pre-emptive Rights</b>"), be irrevocably and unconditionally waived ("<b>Waiver of Pre-emptive Rights</b>");</p> <p><b>AND THAT</b> the Company be exempted from the obligation to offer such new shares to be issued and allotted pursuant to the General Mandate to the shareholders of the Company in accordance with the Pre-emptive Rights;</p> <p><b>AND THAT</b> the Directors and/or the Company Secretaries be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company;</p> <p><b>AND THAT</b> the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;</p> <p><b>AND FURTHER THAT</b> such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."</p>  | Ordinary Resolution 8  |
| <p><b>8. ORDINARY RESOLUTION</b><br/><b>Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")</b></p> <p>"<b>THAT</b> subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("Titijaya Group") to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Part A, Section 2.5 of the Circular to Shareholders dated 30 October 2023, provided that such transactions are:-</p> <ul style="list-style-type: none"> <li>(i) recurrent transactions of a revenue or trading nature;</li> <li>(ii) necessary for the day-to-day operations;</li> <li>(iii) carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and</li> <li>(iv) are not detrimental to the minority shareholders of the Company.</li> </ul> <p>"<b>THAT</b> such approval shall continue to be in force until:-</p> <ul style="list-style-type: none"> <li>(i) the conclusion of the next AGM of the Company following the general meeting at which the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or</li> <li>(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or</li> <li>(iii) revoked or varied by resolution passed by the shareholders in general meeting,</li> </ul> <p>whichever is the earlier;-</p> <p><b>AND THAT</b> the Directors of the Company be and are 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 Renewal of Shareholders' Mandate."</p>   | Ordinary Resolution 9  |
| <p><b>9. ORDINARY RESOLUTION</b><br/><b>Proposed Renewal of Authority for the Company to Purchase its Own Shares ("Proposed Renewal of Share Buy-Back")</b></p> <p>"<b>THAT</b> subject to the Companies Act 2016 ("<b>Act</b>"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("<b>Bursa Securities</b>") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem and expedient in the interest of the Company, provided that:-</p> <ul style="list-style-type: none"> <li>(i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and</li> <li>(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) available at the time of the purchase(s).</li> </ul> <p><b>THAT</b> upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-</p> <ul style="list-style-type: none"> <li>(i) cancel all the shares so purchased; and/or</li> <li>(ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or</li> <li>(iii) retain part thereof as treasury shares and cancel the remainder; or</li> </ul> <p>in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.</p> <p><b>AND THAT</b> such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-</p> <ul style="list-style-type: none"> <li>(a) the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or</li> <li>(b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or</li> <li>(c) the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;</li> </ul> <p>whichever occurs first;-</p> <p><b>AND FURTHER THAT</b> the Board be and is hereby authorised to do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."</p> | Ordinary Resolution 10 |
| 10. To transact any other ordinary business for which due notice has been given.   |                        |

### BY ORDER OF THE BOARD

**CHUA SIEW CHUAN (SSM PC No.: 201908002648) (MAICSA 0777689)**  
**TAN LEY THENG (SSM PC No.: 201908001685) (MAICSA 7030358)**  
Company Secretaries

Kuala Lumpur  
30 October 2023

### Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at **21 November 2023** shall be eligible to attend, speak and vote at the Meeting or appoint proxy(ies) to attend, participate, speak and vote in his stead.
2. A member entitled to attend and vote at the Meeting, may appoint more than one (1) proxy to attend and vote in his stead. When a member appoints more than one (1) proxy to attend, participate, speak and vote at the same Meeting, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorised in writing or, if the appointer is a corporation, shall either be executed under the Corporation's common seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the office of the Registrar of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

### Explanatory Note (a)

This Agenda items is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.