

TITIJAYA LAND BERHAD ("TITIJAYA" OR "COMPANY")

DISPOSAL OF 175,000 ORDINARY SHARES OF RM1.00 EACH, REPRESENTING 70% EQUITY INTEREST IN PREMSDALE DEVELOPMENT SDN. BHD.

1. INTRODUCTION

Pursuant to paragraph 9.19(24) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Board of Directors of Titijaya wishes to announce that the Company had, on 22 December 2016, disposed of 175,000 ordinary shares of RM1.00 each, representing 70% of the issued and paid-up share capital of Premsdale Development Sdn. Bhd. (Company No. 1121985-U) ("**Premsdale Development**") ("**Sale Shares**") to Y.A.D. Tan Sri Syed Mohd Yusof Bin Tun Syed Nasir ("**Tan Sri Syed**"), the Director of the Company, at a total consideration of RM175,000 only ("**Disposal**").

Following the above Disposal, Premsdale Development ceased to be a wholly-owned subsidiary of Titijaya.

2. INFORMATION ON PREMSDALE DEVELOPMENT

Premsdale Development was incorporated as a private company limited by shares on 9 December 2014. The authorised share capital of Premsdale Development is RM400,000 divided into 400,000 ordinary shares of RM1.00 each, of which 250,000 ordinary shares have been issued and fully-paid up.

Premsdale Development is principally engaged in property development.

Prior to the Disposal, Premsdale Development was then a wholly-owned subsidiary of Titijaya.

As at the date of this announcement, the Directors of Premsdale Development are as follows:-

- (i) Tan Sri Dato' Lim Soon Peng, Group Managing Director of Titijaya; and
- (ii) Mr. Lim Poh Yit, Deputy Group Managing Director of Titijaya.

3. INFORMATION ON TAN SRI SYED

Tan Sri Syed, aged 69, Malaysian, is presently a Non-Independent Non-Executive Director of the Company and was appointed to the Board on 3 October 2014.

As at the date of this announcement, the direct and indirect interests of Tan Sri Syed in Titijaya are as follows:-

Direct	% Direct interest	Indirect interest	% Indirect interest
Nil	Nil	400,000 ordinary shares of RM1.00 each	0.10%

4. RATIONALE FOR THE DISPOSAL

The Disposal will allow Titijaya to unlock its investment in Premsdale Development.

5. FINANCIAL EFFECTS

The total cost of investment of Titijaya in the Sale Shares amounted to RM175,000.

The Disposal has no effect on the share capital or the substantial shareholders' shareholdings of Titijaya.

The Disposal will not have any material effect on the net assets, earnings and gearing of Titijaya for the financial year ending 30 June 2017.

6. APPROVALS REQUIRED

The Disposal is not subject to the approvals of any authority and/or the shareholders of the Company.

7. DIRECTORS AND SUBSTANTIAL SHAREHOLDERS INTEREST

Save for Tan Sri Syed who is deemed interested in the Disposal, none of the Directors and/or Major Shareholders of Titijaya and/or persons connected to them, have any interests, direct or indirect in the above Disposal.

Accordingly, Tan Sri Syed has abstained and will continue to abstain from all Board deliberations and voting in respect of the Disposal.

8. DIRECTORS' STATEMENT

The Board (save for Tan Sri Syed), after having considered all aspects of the Disposal, including but not limited to the rationale as set out in Section 4 above, is of the opinion that Disposal is in the best interest of Titijaya, fair, reasonable and on normal commercial terms, and not detrimental to the interest of the minority shareholders of Titijaya.

This announcement is dated 22 December 2016.