

**TITIJAYA LAND BERHAD ("TITIJAYA" OR "COMPANY")  
TERMINATION OF JOINT VENTURE AGREEMENT DATED 21 MARCH 2018 MADE  
BETWEEN TITIJAYA AND BINA PURI PROPERTIES SDN. BHD.**

---

## **1. INTRODUCTION**

Reference is made to the Company's announcement dated 21 March 2018 in relation to the Joint Venture Agreement ("**JVA**") entered into between Titijaya and Bina Puri Properties Sdn. Bhd. ("**BPPSB**") on 21 March 2018 and the proposed acquisition of 280,000 equity interest in Riveria City Sdn. Bhd. (formerly known as Bina Puri Development Sdn. Bhd.) ("**RCSB**") by Titijaya from Bina Puri Construction Sdn. Bhd. ("**BPC**"), thereby making RCSB, a 70%-owned subsidiary of Titijaya.

*(Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those given to them in the initial announcement made on 21 March 2018.)*

The Board of Directors of Titijaya wishes to announce that the Company has on 22 April 2019, entered into a Mutual Termination Agreement with BPPSB to mutually agreed to terminate the JVA dated 21 March 2018 ("**Proposed Termination**") and the transfer of the remaining 30% equity interest comprising 120,000 ordinary shares in RCSB held by BPPSB ("**Sale Shares**") to Titijaya for a total consideration of RM120,000 only ("**Acquisition of Shares in RCSB**").

Upon the completion of the Acquisition of Shares in RCSB, RCSB shall become a wholly-owned subsidiary of Titijaya.

## **2. INFORMATION ON TITIJAYA, BPPSB AND RCSB**

### **2.1 Titijaya**

Titijaya was incorporated in Malaysia on 9 July 2012 and with its place of business at N-16-01, Penthouse, Level 16, First Subang, Jalan SS15/4G, 47500, Subang Jaya, Selangor Darul Ehsan.

The principal activity of Titijaya is investment holding. The Directors of Titijaya as at the date of this announcement are as follows:-

- (i) Laksamana Tan Sri Dato' Setia Mohd Anwar Bin Hj Mohd Nor (Retired), Chairman, Independent Non-Executive Director
- (ii) Tan Sri Dato' Lim Soon Peng, Group Managing Director
- (iii) Mr. Lim Poh Yit, Deputy Group Managing Director
- (iv) Ms. Lim Puay Fung, Executive Director
- (v) Mr. Chin Kim Chung, Non-Independent Non-Executive Director
- (vi) Datuk Seri Ch'ng Toh Eng, Independent Non-Executive Director
- (vii) Tan Sri Syed Mohd Yusof bin Tun Syed Nasir, Non-Independent Non-Executive Director
- (viii) Datuk Nozirah binti Bahari, Independent Non-Executive Director

### **2.2 RCSB**

RCSB was incorporated in Malaysia on 12 March 2004 as a private limited company and has a total issued share capital of 400,000 ordinary shares. The nature of business of RCSB is joint venture for property development.

As at the date of this announcement, the Directors and shareholders of RCSB together with their respective shareholdings in RCSB are as follow:-

<b>Name of Directors</b>	<ol style="list-style-type: none"> <li>1. Tan Sri Dato' Lim Soon Peng</li> <li>2. Lim Poh Yit</li> <li>3. Lim Puay Fung</li> <li>4. Tan Sri Datuk Tee Hock Seng, JP</li> <li>5. Datuk Matthew Tee Kai Woon</li> </ol>
--------------------------	---

Name of Shareholder	Shareholding	Percentage (%)
Titijaya	280,000	70
BPPSB	120,000	30

### 2.3 BPPSB

BPPSB was incorporated in Malaysia on 6 August 1992 as a private limited company and has a total issued share capital of 12,000,000 ordinary shares. The nature of business of BPPSB is property developer and property management services.

As at the date of this announcement, the Directors and shareholders of BPPSB together with their respective shareholdings in BPPSB are as follow:-

<b>Name of Directors</b>	<ol style="list-style-type: none"> <li>1. Tan Sri Foong Cheng Yuen</li> <li>2. Dr. Tan Cheng Kiat</li> <li>3. Y.B. Senator Tan Sri Datuk Tee Hock Seng, JP</li> <li>4. Datuk Matthew Tee Kai Woon</li> <li>5. Ng Keong Wee</li> </ol>
--------------------------	---

Name of Shareholder	Shareholding	Percentage (%)
Bina Buri Holdings Bhd.	12,000,000	100

### 3. SALIENT TERMS OF THE MUTUAL TERMINATION AGREEMENT

The salient terms of the Mutual Termination Agreement include, *inter alia*, the following:-

#### 3.1 Transfer Shares

BPPSB shall dispose and Titijaya shall acquire the remaining 120,000 ordinary shares in RCSB representing 30% equity interest in RCSB.

#### 3.2 Consideration

Titijaya and BPPSB agree that the total purchase consideration for the acquisition shall be RM120,000 only. At the request of BPPSB, the Transfer Shares Consideration has been paid in full prior to the date of the Mutual Termination Agreement into the account of Bina Puri Sdn. Bhd., which BPPSB hereby acknowledge receipt.

#### 3.3 Transfer Documents

Upon the execution of the Mutual Termination Agreement, BPPSB shall procure and deliver the following documents to the following custodians/stakeholders to hold as custodians/stakeholders (collectively referred to as the "**Transfer Documents**"):

(a) to TLB's Solicitors: -

(i) All corporate documents including any and all forms, documents or confirmations of BPPSB, and the necessary shareholders' and members' resolutions approving the dissolution of the JVA and to transfer the Transfer Shares to Titijaya; and

(ii) Any and all forms to properly, legally and validly convey and vest the Transfer Shares to Titijaya;

(b) to BPPSB's Solicitors: -

(i) The original share certificate to the Sale Shares.

### 3.4 Termination of the JVA

Titijaya and BPPSB have agreed that the JVA will be deemed terminated forthwith on the date of the Mutual Termination Agreement and shall cease to be binding on both parties.

### 3.5 Discharge and Release

(a) Both parties agree to mutually discharge and release the other from any past and future obligations, responsibilities, liabilities, duties, or any functions whatsoever as provided in the JVA with effect from the date of the Mutual Termination Agreement.

(b) BPPSB agrees that it shall procure BPC to execute in the favour of Titijaya and or its subsidiary/associate companies a waiver of all net advances owing by Titijaya and or any of its subsidiary/associate companies to BPC.

### 3.6 Resignation as Director

BPPSB will forthwith procure all its nominated directors to forthwith resign as directors of RCSB without any claim for any compensation whatsoever, and withdraw as signatories for any and all bank accounts of RCSB.

### 3.7 Waiver of Claims

In consideration of the foregoing, BPPSB and Titijaya agree to waive any and all claims whatsoever arising to the termination of the JVA against each other.

## **4. BASIS AND JUSTIFICATION FOR ARRIVING AT THE TRANSFER SHARES CONSIDERATION**

The Consideration for the Sale Shares was arrived at on a willing-buyer willing-seller basis, taking into consideration BPPSB's original cost of investment in the Sale Shares.

## **5. SOURCE OF FUNDING**

The Acquisition of Shares in RCSB shall be satisfied via internally generated funds.

## **6. LIABILITIES TO BE ASSUMED**

Titijaya is not expected to assume other liabilities, including contingent liabilities and guarantees arising from the Proposed Termination and Acquisition of Shares in RCSB.

## **7. RATIONALE FOR THE PROPOSED TERMINATION**

The Proposed Termination is in line with the strategies and plans for rationalisation of Titijaya Group's business and to facilitate project implementation.

## **8. FINANCIAL EFFECTS**

The Proposed Termination and Acquisition of Shares in RCSB will have no material effect on the earnings per share, net assets per share, gearing, share capital and the substantial shareholders' shareholdings of Titijaya for the financial year ending 30 June 2019.

## **9. RISKS FACTORS**

Barring any unforeseen circumstances, there are no risk factors identified in relation to the Proposed Termination and Acquisition of Shares in RCSB.

## **10. APPROVALS REQUIRED**

The Proposed Termination and Acquisition of Shares in RCSB are not subject to the approvals of any authority and/or the shareholders of the Company.

## **11. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST**

None of the Directors and/or Major Shareholders of Titijaya and/or persons connected to them, has any interests, direct or indirect in the Proposed Termination and Acquisition of Shares in RCSB.

## **12. APPLICABLE PERCENTAGE RATIOS**

The highest percentage ratio applicable to the Acquisition of Shares in RCSB pursuant to paragraph 10.02(g) of the Main Market Listing Requirements of Bursa Securities is negligible, based on the latest audited consolidated financial statements of Titijaya for the financial year ended 30 June 2018.

## **13. STATEMENT BY DIRECTORS**

The Board of Directors of Titijaya, having taken into consideration all aspects of the Proposed Termination and Acquisition of Shares in RCSB, is of the opinion that the aforesaid transactions are in the best interest of Titijaya Group.

## **14. DOCUMENTS AVAILABLE FOR INSPECTION**

The documents in relation to the Proposed Termination and Acquisition of Shares in RCSB are available for inspection at the registered office of the Company at

Level 7, Menara Milenium, 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 22 April 2019.