

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of TITIJAYA LAND BERHAD will be held at Concorde II, Level 2, Concorde Hotel Shah Alam, 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 27 November 2014 at 10:00 a.m. to transact the following matters:-

- AGENDA**
- To receive the Audited Financial Statements for the financial year ended 30 June 2014 together with the Reports of the Directors and Auditors thereon. **[Please refer to Explanatory Note (a)]**
 - To approve the declaration of a single tier final dividend of 4.0 sen per ordinary share for the financial year ended 30 June 2014. **Resolution 1**
 - To approve the payment of Directors' fees amounting to RM294,000.00 in respect of the financial year ended 30 June 2014. **Resolution 2**
 - To re-elect the following Directors who retire pursuant to Article 81 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
i. Mr. Lim Poh Yit **Resolution 3**
ii. Y. Bhg. Dato' Ch'ng Toh Eng **Resolution 4**
 - To re-elect the following Directors who retire pursuant to Article 88 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
i. Y. Bhg. Admiral Tan Sri Dato' Sri Mohd Anwar bin Hj Mohd Nor (Retired) **Resolution 5**
ii. Y.A.D. Tan Sri Syed Mohd Yusof bin Tun Syed Nasir **Resolution 6**
 - To re-appoint Messrs. Baker Tilly Monteiro Heng as the Company's Auditors for the ensuing year and to authorise the Board of Directors to fix their remuneration. **Resolution 7**
- AS SPECIAL BUSINESS**
- To consider and, if thought fit, with or without modifications, to pass the following ordinary resolution:-
- ORDINARY RESOLUTION**
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965 **Resolution 8**
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being; **AND THAT** the Directors be and are also empowered to obtain the approval for the listing and of quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; **AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."
 - To transact any other ordinary business for which due notice has been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT a single tier final dividend of 4.0 sen per ordinary share in respect of the financial year ended 30 June 2014 will be payable on **23 December 2014** to depositors whose names are registered in the Record of Depositors at the close of business on 3 December 2014 if approved by the members at the forthcoming Second Annual General Meeting on Thursday, 27 November 2014.

A Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 3 December 2014 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

MR. IRENEAUS BAY NUTT SOO (LS 002519)

MS. CHUA SIEW CHUAN (MAICSA 0777689)

Company Secretaries

Kuala Lumpur

5 November 2014

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on **20 November 2014** ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint a maximum of two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the member to speak at the meeting.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- Where a member appoints more than one (1) proxy [not more than two (2) proxies], the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company at Symphony Share Registrars Sdn. Bhd. at Level 6, Block D13, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- Explanatory Notes on Special Business:
 - Item 1 of the Agenda**
This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
 - Ordinary Resolution – Authority To Issue Shares**
This is the renewal of mandate obtained from the Shareholders of the Company at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilized and accordingly no proceeds were raised.
The proposed resolution, if passed, would provide flexibility to the Directors to undertake fund raising exercise, including but not limited to placement of shares for funding current and/or future projects, working capital, acquisition and/or for issuance of shares as settlement of purchase consideration by issuance of shares in the Company to such persons at any time as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.