

# NOTICE OF SEVENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Seventh Annual General Meeting (“AGM”) of TITIJAYA LAND BERHAD (“Company”) will be held at Grand Patio, Level 2, Concorde Hotel Shah Alam, 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 28 November 2019 at 10:00 a.m. for the following purposes:-

## AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors Reports thereon.	[Please refer to Explanatory Note (a)]
2. To approve the declaration of a final single-tier dividend of RM0.0015 per ordinary share for the financial year ended 30 June 2019.	Resolution 1
3. To approve the payment of Directors’ fees amounting to RM388,100.00 for the financial year ended 30 June 2019.	Resolution 2
4. To approve the payment of Directors’ benefits up to an amount of RM100,000.00 from 29 November 2019 until the next AGM of the Company in year 2020.	Resolution 3
5. 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) Admiral Tan Sri Dato’ Setia Mohd Anwar Bin Hj Mohd Nor (Retired) (ii) Tan Sri Syed Mohd Yusof Bin Tun Syed Nasir  Datuk Nozirah Binti Bahari who retires pursuant to Article 81 of the Company’s Articles of Association, has indicated not to seek for re-election. Hence, she will retain office until the close of the Seventh AGM.	Resolution 4 Resolution 5
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.	Resolution 6

## AS SPECIAL BUSINESS

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

7. <b>ORDINARY RESOLUTION</b> <b>Authority to Allot Shares pursuant to the Companies Act 2016</b>	Resolution 7
<p>“THAT subject always to the Companies Act 2016 (“Act”), the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) 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 ten percent (10%) of the total number of issued share (excluding treasury shares) of the Company for the time being;</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; <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>	
8. <b>ORDINARY RESOLUTION</b> <b>Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Shareholders’ Mandate”)</b>	Resolution 8
<p>“THAT 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 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 2019, which are necessary for the day-to-day operations of the Company and/or its subsidiaries (“Group”), to be entered by the Group in the ordinary course of business and are on terms which are not more favourable to the parties with which such recurrent transactions to be entered into than those generally available to the public and are not detrimental to the minority shareholders of the Company.</p> <p><b>THAT</b> such approval shall continue to be in force until:-</p> <p>(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</p> <p>(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</p> <p>(iii) revoked or varied by resolution passed by the shareholders in general meeting, 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>	
9. <b>ORDINARY RESOLUTION</b> <b>Proposed Renewal of Authority for the Company to Purchase its Own Shares (“Proposed Renewal of Share Buy-Back”)</b>	Resolution 9
<p>“THAT subject to the Companies Act 2016 (“Act”), the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) 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> <p>(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</p> <p>(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).</p> <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> <p>(i) cancel all the shares so purchased; and/or</p> <p>(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</p> <p>(iii) retain part thereof as treasury shares and cancel the remainder; or</p> <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>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> <p>(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</p> <p>(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</p> <p>(c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;</p> <p>whichever occurs first;-</p> <p><b>AND 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>	

## 10. SPECIAL RESOLUTION

### Proposed Adoption of New Constitution of the Company (“Proposed Adoption”)

### Special Resolution

“THAT approval be and is hereby given to the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Appendix A despatched together with the Company’s Annual Report 2019, be and is hereby adopted as the Constitution of the Company;

**AND THAT** the Board be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with the full power to assent to any conditions, modification, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption.”

- To transact any other ordinary business for which due notice has been given.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** a final single-tier dividend of RM0.0015 per ordinary share in respect of the financial year ended 30 June 2019, if approved by the shareholders at the Seventh AGM of the Company, will be paid on 26 December 2019 to the depositors whose names appear in the Record of Depositors on 12 December 2019.

A Depositor shall qualify for entitlement only in respect of:

- shares transferred into the Depositor’s Securities Account before 4:00 p.m. on 12 December 2019 in respect of ordinary transfers; and
- shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

## BY ORDER OF THE BOARD

**CHUA SIEW CHUAN (MAICSA 0777689)**

**TAN LEY THENG (MAICSA 7030358)**

**Company Secretaries**

Kuala Lumpur  
30 October 2019

## Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at **22 November 2019** shall be eligible to attend the Meeting or appoint proxies to attend and/or vote in his/her stead.
- 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 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 speak at the Meeting.
- Where a member 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 in ordinary shares of the Company standing to the credit of the said securities account.
- 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.
- 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 appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Registrar of the Company at Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.) at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

## Explanatory Note (a)

This Agenda item 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.

## Explanatory Notes to Ordinary and Special Business:-

### (a) Ordinary Resolution 2 – Directors’ Fees

Payment of the Directors’ fees for the financial year ended 30 June 2019 amounting to RM388,100.00 will be made by the Company if the proposed Ordinary Resolution 2 is passed at the Seventh AGM of the Company.

### (b) Ordinary Resolution 3 – Benefits of Directors

The proposed Ordinary Resolution 3, if passed, will authorise the payment of the Directors’ benefits to the Non-Executive Directors up to an amount of RM100,000.00 with effect from 29 November 2019 until the next AGM of the Company in year 2020 (“Period”). The Directors’ benefits payable for the Period comprise the following:-

Description	Non-Executive Director (excluding the Alternate Director)	Remarks
Meeting Allowance		The meeting allowance shall only be paid whenever meetings are called during the Period
(a) Board Meeting	RM1,000 per meeting	
(b) Board Committee Meeting	RM500 per meeting	
(c) General Meeting	RM1,000 per meeting	
(d) Ad-hoc/special/emergency Meeting, if any	RM500 per meeting	
Insurance Allowance	RM2,000 per year	-

### (c) Ordinary Resolution 7

#### Authority to Allot Shares Pursuant to the Companies Act 2016

This is the renewal of the general mandate for issuance of shares by the Company obtained from the shareholders of the Company at the Sixth AGM of the Company held on 29 November 2018 (hereinafter referred to as the “Previous Mandate”).

The proposed Ordinary Resolution 7 is primarily to give a renewal mandate to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be time consuming to organise a general meeting. The general mandate will provide flexibility and expediency to the Company for any possible fund raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or working capital requirements, which the Directors of the Company consider to be in the best interest of the Company

As at the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate and accordingly, no proceeds were raised.

### (d) Ordinary Resolution 8

#### Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

This proposed Ordinary Resolution 8, if passed, will renew the authority given to the Company and/or its subsidiaries a mandate to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties in compliance with the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

Detailed information of the Proposed Renewal of Shareholders’ Mandate is set out in Part A of the Circular/Statement to Shareholders dated 30 October 2019 circulated together with this Annual Report.

### (e) Ordinary Resolution 9

#### Proposed Renewal of Authority for the Company to Purchase its Own Shares

The proposed adoption of the Ordinary Resolution 9, if passed, will renew the authority given to the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company.

Further information on the Proposed Renewal of Share Buy-Back is set out in Part B of the Circular/Statement to Shareholders dated 30 October 2019 circulated together with this Annual Report.

### (f) Special Resolution

#### Proposed Adoption of New Constitution of the Company

The proposed adoption of the Special Resolution, if passed, will primarily bring the Company’s Constitution in line with the Companies Act 2016 and the changes made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as to enhance administrative efficiency.

In view of the substantial amendments to be made on the existing Memorandum and Articles of Association (“M&A”), the Board proposed that the existing M&A be revoked in its entirety and by the replacement thereof with a new Constitution. Please refer to the new Constitution set out in Appendix A despatched together with the Company’s Annual Report 2019.