

## ANNOUNCEMENT TO BURSA MALAYSIA SECURITIES BERHAD

### TITIJAYA LAND BERHAD ("Titijaya" or "the Company")

#### - Shareholders' Agreement between Amona Development Sdn. Bhd., Titijaya Resources Sdn. Bhd. and Metrogale Development Sdn. Bhd.

### 1.0 INTRODUCTION

The Board of Directors of Titijaya wishes to announce that Titijaya Resources Sdn. Bhd. (Company No. 1078020-X) ("**TRSB**"), a wholly owned subsidiary of the Company has on 30 October 2015, entered into a Shareholders' Agreement ("**SA**") with Amona Development Sdn. Bhd (Company No. 163826-A) ("**ADSB**") and Metrogale Development Sdn. Bhd. (Company No. 1150341-V) ("**MDSB**" or "**JV Company**") to form a strategic collaboration and to govern the material aspects of the joint venture, the conduct of the business and the management of the JV Company ("**Proposed Joint Venture**").

### 2.0 BACKGROUND INFORMATION ON TRSB

TRSB was incorporated in Malaysia on 20 January 2014 as a private limited company under the Companies Act, 1965. TRSB has an authorised share capital of RM400,000 divided into 400,000 ordinary shares of RM1.00 each, of which 10,000 ordinary shares have been issued and fully paid-up.

TRSB is principally carrying on the business of property development.

### 3.0 BACKGROUND INFORMATION ON ADSB

Date and place of Incorporation	27 August 1987, Malaysia
Principal activity	Property Development and construction and provision of property management services
Authorised share capital	RM10,000,000 divided into 100,000 ordinary shares of RM100.00 each
Issued share capital	100,000 ordinary shares of RM100.00 each
Name of Directors	1. YAM Dato' Seri Syed Amir Abidin bin Tuanku Syed Putra Jamalullail 2. Dato' Hj Othman bin Ahmad 3. Abd Manaf bin Ahmad 4. Saudah binti Ahmad 5. Hafiz bin Othman

Name of shareholders	<b>Name of shareholders</b>	<b>Shareholding</b>
	Amona Permodalan Holdings Sdn. Bhd.	6,000,000
	YAM Dato' Seri Syed Amir Abidin bin Tuanku Syed Putra Jamalullail	2,000,000
	Dato' Hj Zaharudin bin Zainol Rashid	2,000,000

#### 4.0 BACKGROUND INFORMATION ON JV COMPANY

Date and place of Incorporation	30 June 2015, Malaysia
Principal activity	Property development and currently dormant.
Authorised share capital	RM400,000 divided into 400,000 ordinary shares of RM1.00 each
Issued share capital	2 ordinary shares of RM1.00 each

The Directors and shareholders of JV Company together with their respective shareholdings are as follow:-

Name of Directors and Shareholders	Ordinary Shares of RM1.00 each	Percentage (%)
Aziah binti Musa	1	50%
Radjah binti Abdul Razak	1	50%
<b>Total</b>	<b>2</b>	<b>100%</b>

The JV Company has applied to the Companies Commission of Malaysia ("**CCM**") for change of name to "Amona Titijaya Sdn. Bhd.". As at the date of this announcement, the issuance of the Certificate of Incorporation on Change of Name of Company (Form 13) is currently pending from CCM.

#### 5.0 SALIENT TERMS OF THE SA

##### Purpose and Business

- 5.1 Pursuant to the Proposed Joint Venture, both ADSB and TRSB ("**Shareholders**") have entered into the SA to regulate their relationships in respect of respective rights and obligations as the Shareholders of the JV Company.
- 5.2 As the Company is desirous of expanding its property development business, it is the intention of the Shareholders to use the JV Company to participate in the future property development opportunity within the Kuala Lumpur region.
- 5.3 ADSB had made a proposal to the Government to construct school facilities in exchange for a Government land situated at Bukit Bintang, Kuala Lumpur measuring approximately 2.7 acres. The proposal is in advance stage and the Company will make further announcement after definitive and conclusive terms have been agreed upon, and the proposed privatisation agreement has been agreed and signed.

##### Capital Structure of the JV Company

- 5.4 The shareholding structure and percentage ratio in the JV Company shall be as follows:

Party	Percentage (%)
ADSB	60%
TRSB	40%
<b>Total</b>	<b>100%</b>

## **Board of Directors**

5.5 Members of the Board shall be nominated by each Shareholder and number of Directors of the JV Company shall be maintained at the ratio as follows:-

<b>Party</b>	<b>Ratio</b>
ADSB	2
TRSB	3

## **6.0 RATIONALE FOR THE PROPOSED JOINT VENTURE**

The Proposed Joint Venture represents an opportunity for the Company to strengthen its property development presence in Kuala Lumpur city area.

## **7.0 EFFECTS OF THE PROPOSED JOINT VENTURE**

### **7.1 Share Capital**

The Proposed Joint Venture will have no effect on the issued and paid-up share capital of the Company.

### **7.2 Net Assets ("NA")**

The Proposed Joint Venture will have no effect on the consolidated NA of Titijaya.

### **7.3 Earnings**

The Proposed Joint Venture is not expected to have a material impact on the earnings of Titijaya for the financial year ending 30 June 2016. The Proposed Joint Venture is expected to contribute positively to the future earnings of Titijaya.

### **7.4 Gearing**

The Proposed Joint Venture will not have a material effect on the gearing of Titijaya for the financial year ending 30 June 2016.

### **7.5 Shareholding structure**

The Proposed Joint Venture will have no effect on the shareholding structure of the Company.

### **7.6 Risk in relation to the Proposed Joint Venture**

The Proposed Joint Venture is subject to financial risks inherent in the property development industry. Such risks may include competition in the industry, changes in economic and political conditions and increases in costs.

The Board is not aware of any other material risk arising from the Proposed Joint Venture other than stated above.

## **8.0 APPROVALS REQUIRED**

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

## **9.0 DIRECTORS AND SUBSTANTIAL SHAREHOLDERS INTEREST**

None of the Directors and/or Substantial Shareholders of Titijaya or persons connected to them has any interest, direct or indirect, in the JV Company and the Proposed Joint Venture.

## **10.0 DIRECTORS' STATEMENT**

The Board of Directors of Titijaya, having considered all aspects of the Proposed Joint Venture, is of the opinion that the entering into the SA is in the best interest of the Company.

## **11.0 DOCUMENT AVAILABLE FOR INSPECTION**

The SA will be available for inspection at the Registered Office of the Company at Level 7, Menara Millenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur for a period of 3 months from the date of this announcement.

This announcement is dated 30 October 2015.