

TITIJAYA LAND BERHAD

(Company No. 1009114-M)

(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Titijaya Land Berhad (“TLB” or the “Company”) will be held at Concorde II, Level 2, Concorde Hotel Shah Alam, 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Friday, 7 July 2017 at 3.00 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 614,999,899 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN TLB (“ICPS”) ON THE BASIS OF 3 ICPS FOR EVERY 2 EXISTING ORDINARY SHARES IN TLB (“TLB SHARES”) HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED RIGHTS ISSUE OF ICPS”)

“**THAT** subject to the passing of the Special Resolution and the approvals of all relevant parties and/or authorities being obtained (where required), the Board of Directors of the Company (“Board”) be and is hereby authorised:

- (i) to provisionally issue and allot by way of a renounceable rights issue of up to 614,999,899 ICPS on the basis of 3 ICPS for every 2 existing TLB Shares held by the shareholders of TLB whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board;
- (ii) to determine the final issue price of the ICPS after taking into consideration the following:
 - (i) the 5-day volume weighted average market price of TLB Shares immediately preceding the price fixing date;
 - (ii) the conversion ratio and conversion price of the ICPS;
 - (iii) the rationale for the Proposed Rights Issue of ICPS as set out in Section 4.1 of the circular dated 6 June 2017 (“Circular”); and
 - (iv) the funding requirements of the Company and its subsidiaries, as detailed in Section 3 of the Circular; and
- (iii) to utilise the proceeds to be derived from the Proposed Rights Issue of ICPS in the manner as set out in Section 3 of the Circular and that the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit and in the best interest of the Company, necessary and/or expedient, subject to the approvals of the relevant authorities, where required.

THAT the ICPS which are not taken up or validly taken up shall be made available for excess applications by the entitled shareholders and/or their renounee(s) (if applicable) and such excess ICPS shall be allocated in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company.

THAT the new TLB Shares to be issued arising from the conversion of the ICPS shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing TLB Shares, save and except that the new TLB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the new TLB Shares arising from the conversion of the ICPS.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Rights Issue of ICPS with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of ICPS.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF TLB TO FACILITATE THE PROPOSED RIGHTS ISSUE OF ICPS (“PROPOSED AMENDMENTS”)

“**THAT** subject to the passing of the Ordinary Resolution, the Proposed Amendments as set out in Appendix II of the Circular be and are hereby approved.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authorities and to take all steps as they may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments.”

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)

TAN LEY THENG (MAICSA 7030358)

Company Secretaries

Kuala Lumpur

6 June 2017

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at **3 July 2017** shall be eligible to attend the EGM or appoint proxies to attend and/or vote in his/her stead.
2. A member entitled to attend and vote at the EGM is entitled to appoint a maximum of 2 proxies to attend and vote in his stead. A proxy need not be a member of the Company. Notwithstanding this, a member entitled to attend and vote at the EGM is entitled to appoint any person as his proxy to attend and vote instead of the member at the EGM. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM of the Company shall have the same rights as the member to speak at the EGM.
3. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint up to 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.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer 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.
6. Where a member appoints more than 1 proxy (not more than 2 proxies), the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
7. The instrument appointing a proxy must be deposited at the office of the Registrar of the Company at Symphony Share Registrars Sdn. Bhd. at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PUJ 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the EGM or at any adjournment thereof.