



TITIJAYA LAND BERHAD

(Company No. 1009114-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Titijaya Land Berhad ("TITIJAYA" or "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 27 May 2015 at 10.00 a.m., for the purpose of considering and if thought fit, passing the following ordinary resolution with or without modifications:

PROPOSED ACQUISITION BY CITY MERIDIAN DEVELOPMENT SDN BHD ("CMD" OR "PURCHASER"), A WHOLLY-OWNED SUBSIDIARY OF TITIJAYA, OF A PARCEL OF LEASEHOLD LAND HELD UNDER PN 4022, LOT NO. 12174, MUKIM 12, DAERAH BARAT DAYA, PULAU PINANG ("LAND") FROM TITIJAYA GROUP SDN BHD ("TGSB" OR "VENDOR") FOR CASH CONSIDERATION OF RM126,000,000 ("PROPOSED ACQUISITION")

THAT subject to approvals being obtained from the relevant authorities, approval be and is hereby given to CMD, a wholly-owned subsidiary of the Company to undertake the Proposed Acquisition upon the terms and conditions set out in the sale and purchase agreement dated 21 May 2014 and the Supplemental Agreement dated 19 January 2015 entered into between CMD and TGSB for a total cash consideration of RM126,000,000.

AND THAT any one (1) of the Independent Director of the Company be and is hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Acquisition, with full and discretionary power to assent or make to any conditions, variations, revaluations, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Acquisition."

BY ORDER OF THE BOARD
TITIJAYA LAND BERHAD

CHUA SIEW CHUAN (MAICSA 0777689)

Company Secretary

Kuala Lumpur
5 May 2015

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 May 2015 ("General Meeting Record of Depositors") shall be eligible to attend the meeting.*
- A member entitled to attend and vote at this meeting is entitled to appoint a maximum of two (2) proxies to attend and vote instead of him. A proxy may but need not be a member of the Company and the provision of Section 149(1) of the Companies Act, 1965 shall not apply to the Company. 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. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. 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 qualifications of the proxy.*
- 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, under its common seal or in other manner approved by its Board of Directors.*
- Where a member of the Company is an Authorised Nominee as defined under the Central Depositories Act, 1991, it may appoint up to two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 must be deposited at the registered office of the Company at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.*