

# NOTICE OF FOURTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fourth Annual General Meeting ("AGM") of TITIJAYA LAND BERHAD will be held at Level G, S515 Courtyard@First Subang, Jalan S515/4G, 47500 Subang Jaya, Selangor Darul Ehsan on Wednesday, 23 November 2016 at 10:00 a.m. or at any adjournment thereof for the following purposes:-

- AGENDA**
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|--|---|
| <p>1. To receive the Audited Financial Statements for the financial year ended 30 June 2016 together with the Reports of the Directors and Auditors Reports thereon.</p>   | <p>[Please refer to Explanatory Note (a)]<br/><b>Resolution 1</b><br/><b>Resolution 2</b></p> |
| <p>2. To approve the declaration of a final single-tier dividend of 0.5 sen per ordinary share for the financial year ended 30 June 2016.</p>  |   |
| <p>3. To approve the payment of Directors' fees amounting to RM294,000.00 for the financial year ended 30 June 2016.</p>   |   |
| <p>4. 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:-</p> <p style="margin-left: 20px;">i. Y.B. Senator Admiral Tan Sri Dato' Setia Mohd Anwar Bin Hj Mohd Nor(Retired)</p> <p style="margin-left: 20px;">ii. Y.A.D. Tan Sri Syed Mohd Yusof Bin Tun Syed Nasir</p> | <p><b>Resolution 3</b><br/><b>Resolution 4</b><br/><b>Resolution 5</b></p>                    |
| <p>5. 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 determine their remuneration.</p>  |   |

**AS SPECIAL BUSINESS**

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

6. **ORDINARY RESOLUTION**  
**Authority to Issue Shares Pursuant to Section 132D of The Companies Act, 1965**  
**"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 AGM of the Company."  
**Resolution 6**
7. **ORDINARY RESOLUTION**  
**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
**("Proposed Renewal of Shareholders' Mandate")**  
**"THAT**, subject to the provisions of the 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 ("**RRPT**") as set out in Part A, Section 2.5 of the Circular to Shareholders dated 31 October 2016, provided such transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business, on arm's length basis and on normal commercial 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.  
**Resolution 7**
- THAT** such approval shall continue to be in force until:-
- (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
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965; or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,
- whichever is the earlier.
- AND THAT** 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."
8. **ORDINARY RESOLUTION**  
**Proposed Renewal of Authority for the Company to Purchase its Own Shares ("Proposed Renewal of Share Buy-Back")**  
**"THAT**, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-  
**Resolution 8**
- (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Malaysia Securities Berhad as at the point of purchase;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and share premium account of the Company based on the latest audited financial statement and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s); and
- (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.
- THAT** the authority conferred by this resolution will commence immediately and will, subject to renewal thereof, continue to be in force until:
- (a) the conclusion of the next AGM of the Company following the General Meeting at which such resolution was passed at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after the date is required by law to be held; or
- (c) revoked or varied by a resolution of the shareholders of the Company in a general meeting;
- whichever occurs first.
- AND THAT** the Directors of the Company be and are hereby generally empowered to do all acts and things to give full effect to the aforesaid purchase with full power to assent to any conditions, modifications, revaluations, variation and/or amendments (if any) as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."
9. **SPECIAL RESOLUTION**  
**Proposed Amendments to the Company's Articles of Association**  
**Resolution 9**
- "THAT**, the Proposed Amendments to the Company's Articles of Association as set out in Part C of the Circular to Shareholders dated 31 October 2016, be and are hereby approved.
- AND THAT** the Directors and Secretaries of the Company be and are hereby authorised to do all such acts, deeds and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed Amendments to the Company's Articles of Association with full power to assent to any conditions, modifications, variations and alterations as may be imposed or permitted by the relevant authorities."
10. 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 0.5 sen per ordinary share in respect of the financial year ended 30 June 2016, if approved by the shareholders at the Fourth AGM of the Company, will be payable on 30 December 2016 to the depositors whose names appear in the Record of Depositors at the close of business on 8 December 2016.

A Depositor shall qualify for entitlement only in respect of:

- (a) shares transferred into the Depositor's Securities Account before 4:00 p.m. on 8 December 2016 in respect of ordinary transfers; and
- (b) 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

31 October 2016

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at 16 November 2016 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 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 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 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 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.
- 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 Registrar of the Company at Symphony Share Registrars Sdn. Bhd. at Level 6, 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 Note A**

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.

**Explanatory Notes on Special Business:-**

- (a) Ordinary Resolution 6  
Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

This is the renewal of the general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965 obtained from the Shareholders of the Company at the Third AGM of the Company held on 25 November 2015 (hereinafter referred to as the "Previous Mandate").

The proposed resolution 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.

On 22 September 2016, the Company issued 36,666,600 new ordinary shares of RM0.50 each by way of Private Placement to investors which raised total gross proceeds of RM49,999,910.00 pursuant to the Previous Mandate. As at the date of this Notice, the said proceeds raised have not been utilised.

- (b) Ordinary Resolution 7  
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

This proposed Resolution 7, 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 31 October 2016 circulated together with this Annual Report.

- (c) Ordinary Resolution 8  
Proposed Renewal of Authority for the Company to Purchase its Own Shares

The proposed adoption of the Resolution 8, if passed, will renew the authority given to the Directors to exercise the power of the Company to purchase not more than ten per centum (10%) of the issued and paid-up share capital of the Company at any time within the time period stipulated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements. This authority, unless revoked or varied by the Company at a general meeting, will expire at 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 31 October 2016 circulated together with this Annual Report.

- (d) Special Resolution (Resolution 9)  
Proposed Amendments to the Company's Articles of Association

The Proposed Amendments to the Articles of Association are to align the Company's Articles of Association with the amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and to incorporate the necessary amendments to ensure clarity and consistency with the relevant regulatory provisions.

Further information on the Proposed Amendments is set out in Part C of the Circular/Statement to Shareholders dated 31 October 2016 circulated together with this Annual Report.