

NOTICE OF FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("**AGM**") of TITIJAYA LAND BERHAD will be held at Grand Patio, Level 2, Concorde Hotel Shah Alam, 3, Jalan Tengku Ampuan Zabedah, 40100 Shah Alam, Selangor Darul Ehsan on Wednesday, 29 November 2017 at 10:00 a.m. or at any adjournment thereof for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 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 RM0.005 per ordinary share for the financial year ended 30 June 2017.	Resolution 1
3. To approve the payment of Directors' fees amounting to RM338,100.00 for the financial year ended 30 June 2017.	Resolution 2
4. To approve the payment of Directors' benefits up to an amount of RM100,000.00 from 1 February 2017 until the next AGM of the Company in year 2018.	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. Y. Bhg. Tan Sri Dato' Lim Soon Peng ii. Lim Poh Yit	Resolution 4 Resolution 5
6. To re-elect Y. Bhg. Datuk Nozilah Binti Bahari who retire pursuant to Article 88 of the Company's Articles of Association and being eligible, has offered herself for re-election.	Resolution 6
7. 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.	Resolution 7

AS SPECIAL BUSINESS

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

<p>8. ORDINARY RESOLUTION Authority to Allot Shares pursuant to the Companies Act 2016</p> <p>"THAT subject always to the Companies Act, 2016, the Articles of Association of the Company and the 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 total number of issued share capital of the Company for the time being;</p> <p>AND THAT 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 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."</p>	Resolution 8
<p>9. ORDINARY RESOLUTION Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")</p> <p>"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 2017, 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.</p> <p>THAT 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,</p> <p>whichever is the earlier.</p> <p>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."</p>	Resolution 9
<p>10. ORDINARY RESOLUTION Proposed Renewal of Authority for the Company to Purchase its own Shares ("Proposed Renewal of Share Buy-Back")</p> <p>"THAT, subject always to the Companies Act, 2016, 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 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:-</p> <p>(i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued share capital of the Company as quoted on Bursa Malaysia Securities Berhad as at the point of purchase;</p> <p>(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</p> <p>(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.</p> <p>THAT the authority conferred by this resolution will commence immediately and will, subject to renewal thereof, and shall continue to be in force until:</p> <p>(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</p> <p>(b) the expiration of the period within which the next AGM after the date is required by law to be held; or</p> <p>(c) revoked or varied by a resolution of the shareholders of the Company in a general meeting;</p>	Resolution 10

whichever occurs first.

Resolution 10

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 assets 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 act the Directors may deem fit and expedient in the best interest of the Company."

11. 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 RM0.005 per ordinary share in respect of the financial year ended 30 June 2017, if approved by the shareholders at the Fifth AGM of the Company, will be payable on 28 December 2017 to the depositors whose names appear in the Record of Depositors at the close of business on 14 December 2017.

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 14 December 2017 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 2017

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors as at **23 November 2017** shall be eligible to attend the Meeting or appoint proxies to attend and/or vote in his/her stead.
- A member of the Company 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. When a member appoints more than one (1) proxy, 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 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.
- 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 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 3
Approval for the payment of Directors' Benefits

Section 230(1) of the Companies Act, 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting.

In this respect, the Company wishes to seek shareholders' approval on the Directors' benefits payable to the Directors of the Company with effect from 1 February 2017 until the next AGM in year 2018 (the "**Period**"). The Directors' benefits payable for the Period comprise the following:-

Description	Non-Executive Director (excluding the Alternate Director)	Remarks
Meeting Allowance (for attendance of Board meetings, Board Committee meetings and/or ad-hoc Working Committee meetings)	RM500.00 per meeting	The meeting allowance shall only be paid whenever meetings are called during the Period.
Insurance Allowance	RM2,000.00 per annum	-

- (b) Ordinary Resolution 8
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 Fourth AGM of the Company held on 23 November 2016 (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.

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.

- (c) Ordinary Resolution 9
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

This proposed Resolution 9, 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 2017 circulated together with this Annual Report.

- (d) Ordinary Resolution 10
Proposed Renewal of Authority for the Company to Purchase its own Shares

The proposed adoption of the Resolution 10, 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 total issued 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 2017 circulated together with this Annual Report.