

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 Ivory 12, Level 4, Holiday Villa Hotel & Conference Centre Subang, 9, Jalan SS 12/1, Subang Jaya, 47500 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 12 September 2017 at 10.30 a.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 1

PROPOSED ISSUANCE OF 79,732,622 NEW ORDINARY SHARES IN TLB (“TLB SHARES”) AT AN ISSUE PRICE OF RM1.45 PER TLB SHARE (“CONSIDERATION SHARES”) TO ACQUIRE THE ENTIRE EQUITY INTEREST IN NPO BUILDERS SDN BHD AND FULL SETTLEMENT OF ADVANCES FROM TITI KAYA SDN BHD, LEE ENG WAH AND LIM WEN YEH, BEING THE VENDORS OF NPO BUILDERS SDN BHD, FOR A TOTAL PURCHASE CONSIDERATION OF RM115,612,302 (“PROPOSED ISSUANCE OF CONSIDERATION SHARES”)

“THAT approval be and is hereby given to the Company for the issuance of 79,732,622 Consideration Shares to Titi Kaya Sdn Bhd, Lee Eng Wah and Lim Wen Yeh and/or their nominee(s).

THAT approval be and is hereby given to the Company for the issuance of Consideration Shares, and that all Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing TLB Shares, save and except that the Consideration 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 Consideration Shares.

AND THAT the Directors of the Company (“Board”) be and are hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and to do all acts and things as may be required for or in connection with and to give full effect to and complete the Proposed Issuance of Consideration Shares, with full and discretionary power to assent to or make any modifications, variations and/or amendments in any manner as may be imposed, required or permitted or necessary by the relevant authorities, and to take all steps and actions as they may deem necessary or expedient in the best interests of the Company to finalise, implement and give full effect to the Proposed Issuance of Consideration Shares.”

ORDINARY RESOLUTION 2

PROPOSED SUBDIVISION INVOLVING SUBDIVISION OF EVERY 1 TLB SHARE HELD INTO 2 ORDINARY SHARES IN TLB (“SUBDIVIDED SHARES”) HELD AFTER THE PROPOSED ISSUANCE OF CONSIDERATION SHARES, AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED SUBDIVISION”)

“THAT subject to the passing of Special Resolution and the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the Proposed Subdivision, the listing of and quotation for the Subdivided Shares and additional irredeemable convertible preference shares in TLB (“ICPS”) (“Additional ICPS”) to be issued in consequence of the adjustments arising from the Proposed Subdivision as well as the listing of and quotation for the new TLB Shares to be issued pursuant to the conversion of the Additional ICPS on the Main Market of Bursa Securities, approval be and is hereby given to the Board to subdivide each of the TLB Shares held by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on a date and time to be determined by the Board and announced later.

THAT approval be and is hereby given to the Board to create and issue the Additional ICPS pursuant to the adjustments as a result of the Proposed Subdivision.

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of new TLB Shares arising from the conversion by the holders of the Additional ICPS.

THAT the Subdivided Shares shall, upon allotment and issuance, rank *pari passu* in all respects with one another, save and except that the Subdivided Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Subdivided Shares.

THAT the Additional ICPS shall rank in priority to the TLB Shares in the capital of the Company and shall rank *pari passu* amongst the ICPS to be issued, save and except that the Additional ICPS shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Additional ICPS.

THAT the new TLB Shares to be issued pursuant to the conversion of the Additional ICPS shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing TLB Shares, save and except that such 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 TLB Shares arising from the conversion of the Additional ICPS.

THAT fractional entitlement arising from the Proposed Subdivision, if any, shall be dealt with by the Board in such manner at its absolute discretion as it may deem fit and/or expedient in the best interests of the Company.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interests of the Company with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Subdivision.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY TO FACILITATE THE PROPOSED SUBDIVISION (“PROPOSED AMENDMENTS”)

“THAT subject to the passing of the Ordinary Resolution 2, the Proposed Amendments as set out in Section 4 of the circular to shareholders dated 17 August 2017 be and are hereby approved.

AND THAT the Board be and is 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 interests 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
17 August 2017

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors as at 6 September 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 PJU 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.