



(Company No.: 6265-P)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of TDM Berhad (“**TDM**” or the “**Company**”) will be held at Gamelan 3, Level 3, Primula Beach Hotel Sdn Bhd, Jalan Persinggahan, 20400 Kuala Terengganu, Terengganu on Thursday, 23 May 2013 at 12.00 noon or immediately following the conclusion of the 48th Annual General Meeting of our Company (which will be held at the same venue on the same day at 11.00 a.m.), whichever is the earlier or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED AUTHORITY FOR TDM TO PURCHASE ITS OWN SHARES OF UP TO 10% OF ITS ISSUED AND PAID-UP SHARE CAPITAL (“PROPOSED SHARE BUY-BACK”)

“**THAT** subject always to compliance with the Companies Act, 1965 (“**the Act**”), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”) or the rules and regulations of any other regulatory authorities and all other applicable rules, regulations, guidelines or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and is hereby authorised to make purchases of ordinary shares of RM1.00 each in the Company’s (or any subsequent division) issued and paid-up ordinary share capital (“**TDM Shares**” or “**Shares**”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit, necessary and expedient in the interest of the Company, provided that:

- (i) the aggregate number of TDM Shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company at any point in time of the said purchase(s);
- (ii) the maximum amount of funds to be utilised for the purpose of the Proposed Share Buy-Back shall not exceed the aggregate of the Company’s retained earnings and share premium account of the Company at the time of the said purchase(s); and
- (iii) the authority conferred by this resolution shall commence immediately upon the passing of this ordinary resolution and shall continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the general meeting at which such resolution was passed, at which time it will lapse unless the authority is renewed by ordinary resolution, either unconditionally or subject to conditions; or
 - (b) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; or
 - (c) the expiration of the period within which the next AGM of the Company is required by law to be held, whichever occurs first;

THAT upon completion of the purchase by the Company of its own Shares, the Directors of the Company be and are hereby authorised to deal with the Shares so purchased in their absolute discretion in the following manner:

- (i) cancel the Shares so purchased; and/or
- (ii) retain the Shares so purchased as treasury shares, which may subsequently be cancelled and/or distributed as share dividends to TDM’s shareholders and/or resold on Bursa Securities in accordance with the Listing Requirements,

or in any other manner as prescribed by the prevailing laws and rules, regulations, orders, guidelines and requirements issued by the relevant authorities at that time being in force;

AND THAT authority be and is hereby given to the Directors of the Company to do or procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Share Buy-Back, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors of the Company may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 49,388,722 NEW ORDINARY SHARES OF RM1.00 EACH IN TDM (“TDM SHARE(S)”) ON THE BASIS OF ONE (1) NEW SHARE FOR EVERY FIVE (5) EXISTING TDM SHARES HELD ON A DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE”)

“**THAT** the Directors of the Company be and are hereby authorised to capitalise up to RM49,388,722 from the share premium account of the Company and the same be applied for the allotment and issuance of up to 49,388,722 new TDM Shares to be credited as fully paid-up (“**Bonus Shares**”), to the shareholders, whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Directors of the Company, on the basis of one (1) new TDM Share for every five (5) existing TDM Share held;

THAT the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with then existing TDM Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to shareholders, of which the entitlement date is prior to the date of the allotment of the Bonus Shares;

AND THAT authority be and is hereby given to the Directors of the Company to do or procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Share Bonus Issue, including to deal with any fractional entitlements, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors of the Company may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 3

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EACH ORDINARY SHARE OF RM1.00 EACH IN TDM BERHAD (“TDM SHARE(S)”) INTO FIVE ORDINARY SHARES OF RM0.20 EACH (“PROPOSED SHARE SPLIT”)

“**THAT** subject to the passing of the Special Resolution below and approvals being obtained from the relevant regulatory authorities and/or parties (where required), approval be and is hereby given to the Directors of the Company to subdivide each of the existing ordinary shares of RM1.00 each in the Company into five (5) ordinary shares of RM0.20 each in the Company (“**Subdivided Shares**”);

THAT the Subdivided Shares shall, upon allotment and issue, rank *pari passu* in all respects among themselves;

THAT the Proposed Share Split will be applied for the TDM Shares held by the registered shareholders of the Company, whose names appear in the Record of Depositors of TDM at the close of business on a date to be determined and announced by the Directors of the Company;

AND THAT authority be and is hereby given to the Directors of the Company to do or procure to be done all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to and complete the Proposed Share Split, including to deal with any fractional entitlements, with full powers to assent to any condition, modification, variation and/or amendment thereto as the Directors of the Company may deem fit and expedient in the best interest of the Company.”

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF TDM TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED SHARE SPLIT (“PROPOSED AMENDMENT”)

“**THAT**, subject to the passing of Ordinary Resolution 3 above being obtained, approval be and is hereby given for Clause 5 of the Memorandum of Association of the Company to be altered, modified, varied and deleted in the manner as described in Section 2.4 of the Circular to Shareholders dated 30 April 2013, and that any Directors of the Company be and is hereby authorised to give effect to the Proposed Amendment and to take all steps and do all acts and things in any manner as they may deem necessary to complete, finalise, implement and give full effect to the Proposed Amendment.”

By Order of the Board

Yeap Kok Leong (MAICSA No. 0862549)
Wong Wai Foong (MAICSA No. 7001358)
Company Secretaries

Kuala Lumpur
30 April 2013

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and the provisions of the Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member shall appoint not more than two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
2. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”), it may appoint at least one (1) proxy but not more than two (2) in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. The instrument appointing a proxy shall be in writing under hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the common seal, or under the hand of an officer or attorney duly authorised.
6. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading “signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received”. If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading “signed under Power of Attorney which is still in force, no notice of revocation having been received”. A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in this Proxy Form.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company at Aras 5, Bangunan UMNO Terengganu, Lot 3224, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of the poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
8. For the purpose of determining a member who shall be entitled to attend and vote at the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 57B of the Articles of Association of the Company and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at 17 May 2013. Only a depositor whose name appears on the said Record of Depositors shall be entitled to attend the said meeting or appoint proxies to attend and vote in his stead.