



**TAMBUN INDAH LAND BERHAD** (Company No. 810446-U)  
Incorporated in Malaysia

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting of Tambun Indah Land Berhad ("Tambun Indah" or "the Company") will be held at Datai Room, Level 2, Traders Hotel, Penang, Magazine Road, 10300 Penang on Friday, 20 June 2014 at 10.30 a.m. for the following purposes:-

### A G E N D A

#### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of Directors and Auditors thereon. **Please refer to Note 7**
- To re-elect the following Directors who retire by rotation in accordance with Article 86 of the Company's Articles of Association and who, being eligible, offers themselves for re-election :-
  - Mr. Yeoh Chong Keat **Ordinary Resolution 1**
  - Encik Taufiq Ahmad @ Ahmad Mustapha Bin Ghazali **Ordinary Resolution 2**
- To re-elect Ms. Tsai Chia Ling, a Director who retires in accordance with Article 93 of the Company's Articles of Association and who, being eligible, offer herself for re-election. **Ordinary Resolution 3**
- To approve the payment of Directors' Fees of not exceeding RM250,000 for the financial year ending 31 December 2014. **Ordinary Resolution 4**
- To approve the payment of a single tier final dividend of 4.6 sen per ordinary share for the financial year ended 31 December 2013. **Ordinary Resolution 5**
- To re-appoint Messrs. BDO as auditors of the Company for the ensuing year and to authorise Directors to fix their remuneration. **Ordinary Resolution 6**

#### As Special Business

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

- Proposed Renewal of General Mandate for the Directors to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965**

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10% of the total issued and paid-up share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued." **Ordinary Resolution 7**
- Proposed renewal of the authority for Directors to allot and issue new ordinary shares of RM0.50 each in the Company ("Tambun Indah Shares") in relation to the Dividend Reinvestment Scheme**

"THAT, pursuant to the Dividend Reinvestment Scheme as approved by the shareholders at an Extraordinary General Meeting held on 19 June 2013, approval be and is hereby given to the Company to allot and issue such number of new Tambun Indah Shares upon the election of shareholders of the Company to reinvest the dividend pursuant to the Dividend Reinvestment Scheme until conclusion of the next Annual General Meeting upon such terms and conditions and to such shareholders as the Directors may, in their absolute discretion, deem fit and in the interest of the Company PROVIDED THAT that the issue price of the new Tambun Indah Shares shall be fixed by the Directors at not more than 10% discount to 5 market day volume weighted average market price of Tambun Indah Shares immediately prior to the price fixing date or the par value of Tambun Indah Shares at the material time, whichever shall be higher.

THAT the new Tambun Indah Shares, shall upon allotment and issue, rank pari passu in all respects with the existing Tambun Indah Shares, save and except that the new Tambun Indah Shares shall not be entitled to any dividends, rights, allotments and/or any other distributions which may be declared, made or paid, the entitlement date of which is prior to the allotment of the new Tambun Indah Shares issued pursuant to the Dividend Reinvestment Scheme.

THAT the Directors of the Company be and are hereby authorised to do to do all such acts and to enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Dividend Investment Scheme with full power to assent to any conditions, modifications, variations and/or amendments or as the Directors, in its absolute discretion, deem fit and in the best interest of the Company.

AND THAT any Executive Director and/or Secretary of the Company be and is hereby authorised to do all things necessary and to make necessary application to Bursa Malaysia Securities Berhad for the listing of and quotation for any Tambun Indah Shares that may hereafter issued and allotted pursuant to the Dividend Reinvestment Scheme." **Ordinary Resolution 8**
- Proposed Granting of Options to Teh Deng Wei**

"THAT, pursuant to the Employees' Share Option Scheme ("ESOS") as approved by shareholders at an Extraordinary General Meeting held on 06 April 2012, approval be and is hereby given for the Directors at any time, and from time to time, to offer and/or grant options up to a maximum of 1,000,000 Tambun Indah Shares to Teh Deng Wei, the General Manager of Tambun Indah to subscribe for such number of new Tambun Indah Shares to be allocated to him under the ESOS of which, not more than 10% of the new Tambun Indah Shares to be issued under the ESOS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company PROVIDED ALWAYS THAT it is accordance with any prevailing guidelines, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad or any other authorities, as amended from time to time and subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws of the ESOS.

AND THAT approval be and is hereby given to the Directors of the Company to allot and issue such number of new Tambun Indah Shares pursuant to the ESOS to him from time to time pursuant to the exercise of such options." **Ordinary Resolution 9**
- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Sixth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 16 June 2014. Only a depositor whose name appears on the Record of Depositors as at 16 June 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/vote on his/her behalf.

By Order of the Board,

**LEE PENG LOON (MACS 01258)**

**P'ING CHIEW KEEM (MAICSA 7026443)**

Secretaries  
Penang

Date : 29 May 2014

#### NOTES ON APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member 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.
- For a proxy to be valid, the Proxy Form, duly completed must be deposited at the Registered Office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
- In the case of a corporate member, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorized.

#### EXPLANATORY NOTE ON ORDINARY BUSINESS

- Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company. Hence, Agenda 1 is not put forward for voting.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

- The Proposed Ordinary Resolution 7 is to seek a general mandate for the Directors of the Company to allot and issue shares in the Company up to an amount not exceeding 10% of the total issued and paid-up share capital of the Company for the time being for such purposes as the Directors consider will be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, 15,000,000 Tambun Indah Shares were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 19 June 2013. The total proceeds of RM19,800,000.00 had been fully utilised to fund the acquisition of subsidiaries, the working capital of the Company and its subsidiaries as well as to defray expenses relating to the placement of shares.

The general mandate for issue of shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

- The Proposed Ordinary Resolution 8 is to seek shareholders' approval for the Directors to allot and issue new Tambun Indah Shares upon election of the shareholders of the Company to reinvest the dividend declared by the Company from time to time pursuant to the Dividend Reinvestment Scheme, until the conclusion of the next Annual General Meeting. A renewal of this authority will be sought at the next Annual General Meeting of the Company.
- The Proposed Ordinary Resolution 9, is to seek shareholders' approval for the Directors of the Company to offer and grant options to Teh Deng Wei, the General Manager of Tambun Indah to subscribe for new Tambun Indah Shares under the Company's ESOS approved by the shareholders on 06 April 2012.

Teh Deng Wei is the son of Teh Kiak Seng, the Managing Director and Major Shareholder of the Company and nephew of Teh Theng Theng, the Executive Director of the Company.

Accordingly, Teh Kiak Seng and Teh Theng Theng have abstained and will continue to abstain from deliberation and voting in respect of their respective direct and/or indirect interest in the Company and will also ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect interest in the Company, if any, on the Proposed Ordinary Resolution 9 pertaining to the allocation of options to Teh Deng Wei under the Company's ESOS.