



TAMBUN INDAH LAND BERHAD

(Company No. 810446-U)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Tambun Indah Land Berhad ("TILB" or the "Company") will be held at Salon III, Level 2, G Hotel Penang, 168A, Persiaran Gurney, 10250 Penang on Wednesday, 1 October 2014 at 11.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY PALMINGTON SDN BHD ("PALMINGTON" OR THE "PURCHASER"), A WHOLLY-OWNED SUBSIDIARY OF TILB, OF 27 PARCELS OF FREEHOLD LAND MEASURING IN AGGREGATE OF APPROXIMATELY 209.54 ACRES IDENTIFIED AS LOT NOS. 1058, 1060, 1066, 1295, 1309, 1373, 1375, 1376, 1378, 1442, 3407 TO 3423 HELD UNDER TITLE NOS. GRN 40158, GRN 7283, GM 275, GM 197, GM 179, GM 206, GRN 19103, GM 59, GM 61, GM 77, HSD NOS. 27819 TO 27835, MUKIM 15, DISTRICT OF SEBERANG PERAI SELATAN, PULAU PINANG ("SUBJECT LAND"), FROM TPPT SDN BHD ("TPPT" OR THE "VENDOR") FOR A TOTAL PURCHASE CONSIDERATION OF RM150.00 MILLION TO BE SATISFIED ENTIRELY BY CASH ("PROPOSED ACQUISITION")

"THAT, subject to and conditional upon the approvals of all relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given for Palmington, a wholly-owned subsidiary of TILB, to acquire 27 parcels of freehold land measuring in aggregate of approximately 209.54 acres identified as Lot Nos. 1058, 1060, 1066, 1295, 1309, 1373, 1375, 1376, 1378, 1442, 3407 to 3423 held under Title Nos. GRN 40158, GRN 7283, GM 275, GM 197, GM 179, GM 206, GRN 19103, GM 59, GM 61, GM 77, HSD Nos. 27819 to 27835, Mukim 15, District of Seberang Perai Selatan, Pulau Pinang, from TPPT for a total purchase consideration of RM150.00 million to be satisfied entirely by cash, in accordance with the terms and conditions of the conditional sale and purchase agreement dated 11 July 2014 entered into between Palmington and TPPT.

AND THAT the Board of Directors of the Company be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the aforesaid Proposed Acquisition with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

By Order of the Board

Lee Peng Loon (MACS 01258)
P'ng Chiew Keem (MAICSA 7026443)
Company Secretaries

Pulau Pinang
15 September 2014

Notes:-

1. 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.
2. A member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting.
3. 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.
4. 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.
5. 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.
6. 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.
7. In respect of the deposited securities, only members whose names appear in the Record of Depositors on 25 September 2014 (General Meeting Record of Depositors) shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on their behalf.