



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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting ("AGM") of Tambun Indah Land Berhad ("Tambun Indah" or "the Company") will be held at Pearl City Sales Gallery, Lot 8936, Jalan Tasek Mutiara 2, Bandar Tasek Mutiara, 14120 Simpang Ampat, Penang on Thursday, 18 May 2017 at 11.00 a.m. for the following purposes:-

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of Directors and Auditors thereon.
- To re-elect Mr. Teh Kiat Seng, a Director who retires by rotation in accordance with Article 86 of the Company's Constitution and who, being eligible, offers himself for re-election.
- To re-elect Ms. Teh Theng Theng, a Director who retires by rotation in accordance with Article 86 of the Company's Constitution and who, being eligible, offers herself for re-election.
- To re-elect Mr. Teh Deng Wei, a Director who retires pursuant to Article 93 of the Company's Constitution and who, being eligible, offers himself for re-election.
- To approve the payment of Directors' fees of not exceeding RM400,000.00 for the financial year ending 31 December 2017.
- To approve the payment of Directors' Benefits of not exceeding RM100,000.00 from 31 January 2017 until the conclusion of the next AGM of the Company.
- To approve the payment of a single tier final dividend of 7 sen per ordinary share for the financial year ended 31 December 2016.
- To re-appoint Messrs. BDO as auditors of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.

Please refer  
to Note 7

**Resolution 1**

**Resolution 2**

**Resolution 3**

**Resolution 4**

**Resolution 5**

**Resolution 6**

**Resolution 7**

THAT the Directors of the Company be hereby authorised to do all such acts and things as are necessary or expedient in order to give full effect to the Dividend Reinvestment Scheme with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the authorities or as the Directors in their absolute discretion deem fit and in the best interest of the Company.

AND THAT any Executive Director and/or Secretary of the Company be hereby authorised to obtain the approval from Bursa Securities for the listing and quotation of the new shares to be issued pursuant to the Dividend Reinvestment Scheme."

**Resolution 9**

- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

FUTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Tambun Indah Ninth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 12 May 2017. Only a depositor whose name appears on the Record of Depositors as at 12 May 2017 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'NG CHIEW KEEM (MAICSA 7026443)**  
Secretaries  
Penang

Date: 26 April 2017

**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 DIRECTORS TO ALLOT AND ISSUE NEW SHARES IN THE COMPANY**

"THAT, subject always to the provisions of the Companies Act, 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the regulations, guidelines and practice notes issued from time to time by Bursa Securities or any other regulatory authorities, approval be hereby given for the Directors of the Company to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may deem fit, PROVIDED THAT the aggregate number of shares to be issued does not exceed 10% of the total issued shares of the Company and that the approval conferred by this resolution shall take effect immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the AGM of the Company held next after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier; or
- revoked or varied at any time by an Ordinary Resolution passed by the shareholders in a general meeting; whichever is the earlier;

THAT, the Directors of the Company be hereby authorised to enter into such transactions, arrangements, agreements and documents as are necessary with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors, in their absolute discretion deem fit and in the best interest of the Company.

AND THAT, any Executive Director and/or the Secretary of the Company be hereby authorized to obtain the approval from Bursa Securities for the listing and quotation of the additional shares to be issued and to do all such acts and things as are necessary to give full effect to such transactions as authorised by this resolution."

**Resolution 8**

- PROPOSED RENEWAL OF GENERAL MANDATE FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES IN THE COMPANY PURSUANT 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, the Directors be hereby authorised to allot and issue such number of new shares in the Company upon the election of shareholders of the Company to reinvest the dividend pursuant to the Dividend Reinvestment Scheme until conclusion of the next AGM upon such terms and conditions and to such shareholders as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the new Shares shall be fixed by the Directors at not more than 10% discount to five (5)-Market Day volume weighted average market price of the Company's shares immediately prior to the price fixing date at the material time.

THAT the new shares, shall upon allotment and issue, rank *pari passu* in all respects with the existing shares, save and except that the new 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 shares issued pursuant to the Dividend Reinvestment Scheme.

**NOTES ON APPOINTMENT OF PROXY**

- A proxy may but need not be a member of 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**

- The Audited Financial Statements in Agenda 1 had been approved by the Board pursuant to Section 251(1) of the Companies Act 2016. Hence, this agenda does not require formal approval of shareholders of the Company and is meant for discussion pursuant to Section 248(2) of the Companies Act 2016.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

- The Resolution 8 is to seek a renewal of general mandate for the Directors of the Company to allot and issue new shares in the Company up to an amount not exceeding 10% of the total issued shares 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 a general meeting will expire at the conclusion of the next AGM.

As at the date of notice of meeting, the Directors did not issue any new shares pursuant to the general mandate granted at the last AGM of the Company and of which, it will lapse at the conclusion of the Ninth AGM of the Company to be held on 18 May 2017.

The general mandate for issuance of new 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 Resolution 9 is to seek a renewal of general mandate for the Directors to allot and issue new shares upon election of the shareholders of the Company to reinvest the dividend declared by Tambun Indah from time to time pursuant to the Dividend Reinvestment Scheme, until the conclusion of the next AGM. A renewal of this mandate will be sought at the next AGM of the Company.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

(PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

**ELECTION OF DIRECTORS**

There are no individuals who are standing for election as directors at the forthcoming Ninth Annual General Meeting of the Company.

**GENERAL MANDATE FOR ISSUANCE OF SHARES**

The Resolution 8 tabled under Special Business as per the Notice of Ninth Annual General Meeting of the Company dated 26 April 2017 is a renewal of general mandate granted from shareholders of the Company at the last Annual General Meeting held on 18 May 2016.

The renewal of general mandate for issuance 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.

As at the date of notice of meeting, no new share has been issued pursuant to the general mandate granted at the last Annual General Meeting of the Company.