



(6265-P)

TDM BERHAD
(Company No.: 6265-P)
(Incorporated in Malaysia)

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 Permata Hall, Permai Hotel, Jalan Sultan Mahmud, 20400 Kuala Terengganu, Terengganu Darul Iman on Thursday, 25 May 2017 at 12.00 pm or immediately following the conclusion or adjournment (as the case may be) of the 52nd Annual General Meeting of the Company, whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 150,546,238 NEW ORDINARY SHARES IN TDM (“BONUS ISSUE”) ON THE BASIS OF ONE (1) NEW ORDINARY SHARE IN TDM FOR EVERY TEN (10) EXISTING ORDINARY SHARES IN TDM (“TDM SHARES” OR “SHARE(S)”) HELD AT A DATE TO BE DETERMINED AND ANNOUNCED LATER

“**THAT** the Directors of the Company be and are hereby authorised to capitalise up to RM30,109,248 from the share premium account of the Company and the same be applied for the allotment and issuance of up to 150,546,238 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 ten (10) 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.”

By Order of the Board

Wan Haslinda Wan Yusoff (MAICSA 7055478)
Company Secretary

Kuala Terengganu
28 April 2017

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. 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 not more than two (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.
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 the 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 authorized 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 original signed instrument appointing a Proxy or the Power of Attorney or other Authority, if any, under which it is signed or a notarially certified copy of that Power or Authority must be deposited at the office of our Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the meeting or at adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a 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.
Paragraph 8.29A (1) of the Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of EGM to be put to vote by poll.
8. For the purpose of determining a member who shall be entitled to attend and vote at the 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 19 May 2017. Only a depositor whose name appears on the Record of Depositors as at 19 May 2017 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his stead.