

**NOTICE IS HEREBY GIVEN THAT** the Fifty Second (52<sup>nd</sup>) Annual General Meeting (“AGM”) of 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 10.30 a.m., or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:-

## ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Directors and the Auditors thereon. *Please refer to Explanatory Note 1*
2. To approve the payment of a first and final dividend of 0.50 sen per ordinary share, tax exempt under the single-tier system in respect of the financial year ended 31 December 2016. **Resolution 1**
3. To re-elect the following Directors who retire in accordance with Article 113 of the Company's Articles of Association and who being eligible, offer themselves for re-election:-
  - 3.1 Tuan Haji Md Kamaru Al-Amin Ismail **Resolution 2**
  - 3.2 Tuan Haji Samiun Salleh **Resolution 3**
4. To re-elect the following Directors who retire in accordance with Article 116 of the Company's Articles of Association and who being eligible, offer themselves for re-election:-
  - 4.1 Datuk Dr. Ahmad Shukri Md Salleh @ Embat **Resolution 4**
  - 4.2 Dato' Haji Mohamat Muda **Resolution 5**
5. To approve the payment of Directors' fees up to an amount of RM648,000 for the period from 1 January 2017 until the conclusion of the next AGM of the Company. **Resolution 6**
6. To approve the payment of Directors' benefits up to an amount of RM650,000 for the period from 1 January 2017 until the conclusion of the next AGM of the Company. **Resolution 7**
7. To re-appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Board of Directors to determine their remuneration. **Resolution 8**

## SPECIAL BUSINESS

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

8. **Proposed Renewal of Authority for Share Buy-Back by the Company** **Resolution 9**

“THAT subject always to the Companies Act, 2016 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”) as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed ten percent (10%) of the issued and paid up share capital of the Company and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company. As at 31 December 2016, the audited retained profits of the Company was RM292,860,000.

THAT such authority shall commence immediately upon the passing of this resolution and shall remain in force until the conclusion of the next AGM of the Company unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting.

THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends and/or to deal with the treasury shares in such manners as may be permitted and prescribe by the provisions of the Bursa Securities Main Market Listing Requirements and any other relevant Authorities.

AND THAT FURTHER authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant Authorities and to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company.”
9. **Authority to Issue Shares Pursuant to Section 75 and 76 of the Companies Act, 2016** **Resolution 10**

“THAT subject always to the Act, the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other Governmental/Regulatory Authorities, where such approval is necessary, authority be and is hereby given to the Directors of the Company, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”
10. **Proposed Renewal of the Authority for Directors to allot and issue New Ordinary Shares in the Company (“TDM Shares”) in relation to the Dividend Reinvestment Scheme that Provides Shareholders of the Company with the Option to Reinvest Their Cash Dividend entitlements in new TDM Shares (DRS)** **Resolution 11**

“THAT pursuant to the DRS as approved by the Shareholders at the Extraordinary General Meeting held on 31 May 2016, and subject to the approval of the relevant authority (if any), approval be and is hereby given to the Company to allot and issue such number of new TDM Shares for DRS until the conclusion of the next Annual General Meeting, upon such terms and conditions and to such persons as the Directors may, in their sole and absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the said new TDM Shares shall be fixed by the Directors at not more than ten percent (10%) discount to the adjusted five (5) - day volume weighted average market price (VWAMP) of TDM Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price of TDM shares at the material time;

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to give full effect to the DRS, with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments, as the Directors may, in their absolute discretion, deem fit and in the best interest of the Company.”
11. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Articles of Association.

## BY ORDER OF THE BOARD

### WAN HASLINDA WAN YUSOFF (MAICSA 7055478)

Company Secretary  
Kuala Terengganu

Date: 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 the Share Registrar of the Company i.e at Tricor Investor & Issuing House Services Sdn. Bhd., 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 52<sup>nd</sup> AGM 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.

## EXPLANATORY NOTES TO THE AGENDA:-

### 1. Item 1 of the Agenda

This item is meant for discussion only. The provisions of Section 340 (1) of the Companies Act, 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by Shareholders.

### 6. Item 10 of the Agenda – Ordinary Resolution 11

The proposed Resolution 11, if passed, will give authority to the Directors to allot and issue new TDM Shares in respect of the dividends declared at this AGM and subsequently until the conclusion of the next AGM.