

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty Fourth (“54th”) Annual General Meeting (“AGM”) of the Company will be held at **Gamelan 3, Primula Beach Hotel, Jalan Persinggahan, 20400 Kuala Terengganu, Terengganu on Tuesday, 28 May 2019 at 10.00 a.m.**, or at any adjournment thereof for the purpose of considering and if thought fit, passing the following business with or without modifications:

AGENDA ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and the Auditors thereon.
- To re-elect the following Directors who retire in accordance with Article 116 of the Company’s Articles of Association, and being eligible, offer themselves for re-election:
 - YM Raja Dato’ Haji Idris Raja Kamarudin
 - YB Dato’ Haji A.Rahman bin Yahya
 - Haji Mazli Zakuan bin Mohd Noor
 - Encik Mohd Kamaruzaman bin A Wahab
 - Encik Burhanuddin Hilmi bin Mohamed @ Harun
 - Haji Najman bin Kamaruddin
- To approve the payment of Directors’ Fee up to an amount of RM468,000.00 for the period from 29 May 2019 until 30 June 2020.
- To approve the payment of Directors’ Benefits to the Non-Executive Directors up to an amount of RM1,330,450.00 for the period from 29 May 2019 until 30 June 2020.
- To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

- Authority to Issue Shares Pursuant to Section 75 and 76 of the Companies Act, 2016**

“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.”

- PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

“THAT subject to the provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and / or its Subsidiary Companies to enter into recurrent related party transactions of a revenue or trading nature as set out in the Circular to Shareholders dated 26 April 2019 provided that such transactions and/or arrangement are:

- necessary for the day-to-day operations;
- undertaken in the ordinary course of business at arms’ length based on commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- not detrimental to the minority shareholders of the Company.

AND THAT such approval, shall continue to be in force until:

- the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (“Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is earlier.

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders’ Mandate.

- SPECIAL RESOLUTION
- PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY (“PROPOSED ADOPTION”)**

“THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof, a new constitution as set out in Appendix 2 of the Circular/Statement to Shareholders dated 26 April 2019 be and is hereby adopted as the Constitution of the Company with immediate effect;

AND THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption with the full power to assent to any conditions, modification, and/or amendments as may be required by any relevant authorities to give effect to the Proposed Adoption.”

- 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
Dated : 26 April 2019

Notes:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- Duly completed Proxy Form 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 any adjournment thereof.

Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 54th AGM to be put to vote by poll.

- For the purpose of determining a member who shall be entitled to attend and vote at the Meeting, **only a depositor whose name appears on the Record of Depositors as at 21 May 2019 shall be entitled to attend the said meeting or appoint proxies to attend and vote in his stead.**

The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this meeting and convening the meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.

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.

2) **Item 3 and 4 of the Agenda – Ordinary Resolution 7 and 8**

Section 230 (1) of the Companies Act 2016, provides amongst others, that “the fees” of the Directors and “any benefits” payable to the Directors shall be approved at a general meeting. In this respect, the Board of Directors (“the Board”) agreed that the shareholders’ approval shall be sought at the 54th AGM on the Directors’ fees and benefits in two (2) separate resolutions.

The payment of the Directors’ Fees for the period from 29 May 2019 until 30 June 2020 will only be made if the proposed resolution 7 has been approved at the 54th AGM of the Company.

In determining the estimated total amount of Directors’ Benefits, the Board had considered various factors which include amongst others, the number of scheduled and Special Board meetings, scheduled and Special Board Committee meetings as well as the number of Non-Executive Directors (NEDs) involved in these meetings.

The estimated sum of RM1,330,450.00 is for Directors’ Benefits for the period from 29 May 2019 until 30 June 2020.

The payment of the Directors’ Benefits will be made on monthly basis and/or as and when incurred if the Proposed Resolution 8 has been passed at the 54th AGM. The Board is of the view that it is fair and equitable for the Directors to be paid on a monthly basis and/or as and when incurred, given that they have duly discharged their duties and responsibilities and provided their services to the Company throughout the said period.

3) **Item 6 of the Agenda – Ordinary Resolution 10 Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The Company had in its 53rd Annual General Meeting held on 24 May 2018, obtained its Shareholders’ approval for the renewal of the general mandate for issuance of shares pursuant to Section 75 & 76 of the Companies Act, 2016 (the Act). As at the date of this Notice, the Directors have not utilised the mandate granted to the Directors at the last Annual General Meeting held on 24 May 2018 and the said mandate will lapse at the conclusion of the Fifty-Fourth Annual General Meeting.

The proposed Ordinary Resolution No: 10 is intended to renew the authority granted to the Directors of the Company to issue shares under Section 75 and 76 of the Companies Act 2016. If passed, it will allow the Directors of the Company, from the date of the above Annual General Meeting i.e 28 May 2019, authority to issue and allot shares from the unissued capital of the Company but not exceeding 10% of the issued share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

A renewal for the said mandate is sought to avoid any delay and cost involved in convening such a general meeting. Should the mandate be exercised, the Directors will utilise the proceeds raised for funding current and/or future investment projects, working capital, acquisition, issuance of shares as settlement of purchase consideration and/or such other applications they may in their absolute discretion deem fit.

4) **Item 7 of the Agenda – Ordinary Resolution 11**

Proposed Renewal of Shareholders’ Mandate
The proposed resolution, if passed, will empower the Company and its subsidiaries (“TDM Group”) to enter into recurrent related party transactions of a revenue or trading nature which are necessary for TDM Group’s day-to-day operations, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public and are not, in the Company’s opinion, detrimental to the minority shareholders of the Company. Further information on the Proposed Renewal of Shareholders’ Mandate is set out in the Circular to Shareholders dated 26 April 2019 which is dispatched together with the Company’s 2018 Annual Report.

5) **Item 7 of the Agenda – Special Resolution 1**

Special Resolution – Proposed Adoption of a New Constitution of the Company (“Proposed Adoption”)
The proposed Special Resolution 1 is undertaken primarily to streamline the existing Memorandum and Articles of Association (“M&A”) of the Company with the Companies Act 2016, which was effective from 31 January 2017. The Proposed Adoption is also to align the existing M&A with the relevant amendments of the Main Market Listing Requirements and to provide clarity to certain provision thereof.

Further information on the Proposed Adoption is set out in the Circular to Shareholders dated 26 April 2019 which is dispatched together with the Company’s 2018 Annual Report.