



TAMBUN INDAH LAND BERHAD

Registration No. 200801009158 (810446-U)
Incorporated in Malaysia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 13th Annual General Meeting ("AGM") of Tambun Indah Land Berhad ("Tambun Indah" or "the Company") which was originally scheduled for a physical meeting will now be conducted fully virtual through live streaming and online participation and voting using Remote Participation and Voting ("RPV") facilities via the online meeting platform of TIH Online website at <https://tjih.online> or <https://tjih.com.my> provided by Tricor Investor & Issuing House Services Sdn. Bhd. (Domain registration number with MYNIC: D1A282781) on Monday, 27 September 2021 at 10.30 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of Directors and Auditors thereon.
- To re-elect Ms. Lam Voon Kean, a director who retires by rotation in accordance with Article 102 of the Company's Constitution and who, being eligible, offers herself for re-election.
- To re-elect Ms. Tsai Chia Ling, a director who retires by rotation in accordance with Article 102 of the Company's Constitution and who, being eligible, offers herself for re-election.
- To approve the payment of Directors' Fees of not exceeding RM500,000.00 for the financial year ending 31 December 2021.
- To approve the payment of Directors' Benefits to non-executive directors of not exceeding RM150,000.00 from the conclusion of the 13th AGM until financial year ending 31 December 2022.
- To approve the payment of a single tier final dividend of 2.4 sen per ordinary share for the financial year ended 31 December 2020.
- To re-appoint Messrs. BDO PLT 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
Note 9

Resolution 1

Resolution 2

Resolution 3

Resolution 4
Please refer
Note 10

Resolution 5

Resolution 6

As Special Business

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

8. AUTHORITY TO ALLOT AND ISSUE SHARES

"THAT, subject to the approvals of the regulatory authorities, the Directors of the Company be hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, 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 number of issued shares 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 additional shares to be issued and to do all such acts and things necessary to give full effect to such transactions as authorised by this resolution.

AND THAT, such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."

Resolution 7
Please refer
Note 11

9. 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 approved by the shareholders at an Extraordinary General Meeting held on 19 June 2013, the Directors of the Company 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 Tambun Indah shares shall be fixed by the Directors at not more than 10% discount to 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 Tambun Indah shares, shall upon allotment and issue, rank *pari passu* in all respects with the existing shares, save and except that the new Tambun Indah 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 Tambun Indah shares issued pursuant to the Dividend Reinvestment Scheme.

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 Tambun Indah shares to be issued pursuant to the Dividend Reinvestment Scheme."

Resolution 8
Please refer
Note 12

10. PROPOSED CONTINUATION OF MR. LAI FOOK HOY IN OFFICE AS INDEPENDENT DIRECTOR OF THE COMPANY

"THAT Mr. Lai Fook Hoy be hereby authorized to be retained and continued to act as an independent director of the Company until the conclusion of the next AGM in accordance with Malaysian Code on Corporate Governance."

Resolution 9
Please refer
Note 13

- 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.

By Order of the Board,

LEE PENG LOON (MACS 01258)
SSM PC NO. 201908002340

P'NG CHIEW KEEM (MAICSA 7026443)
SSM PC NO. 201908002334

Company Secretaries

Penang
Date: 30 August 2021

FULLY VIRTUAL 13TH AGM

In light of the Covid-19 pandemic, the 13th AGM of the Company will be held fully virtual via RPV facilities. Should members wish to participate remotely at the 13th AGM, kindly register at TIH Online, the details as set out in the Notification to Shareholders dated 30 August 2021 which is available for download at the Company's website (www.tambunindah.com).

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 2 proxies to attend and vote at the same meeting.
- Where a member appoints more than 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 authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Exempt Authorised Nominee") it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding 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 shall be deposited at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang or to be submitted electronically via TIH Online not less than 48 hours before the time for holding the AGM or adjournment thereof, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll. The completed Proxy Form transmitted by facsimile or electronic mail (e-mail) will not be accepted. If members wish to submit their Proxy Form electronically, please refer to the Notification to Shareholders dated 30 August 2021.
- 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 authorised.
- Only a depositor whose name appears on the Record of Depositors on 20 September 2021 (General Meeting Record of Depositors) shall be eligible to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.

NOTES ON ORDINARY BUSINESS

- The Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require the shareholders' approval for the Audited Financial Statements. Hence, the Agenda 1 is not put forward for voting.
- The Resolution 4, if passed, will enable the Company to pay meeting allowance, accommodation, travelling reimbursements, training and other benefits to non-executive directors of the Company in accordance with Section 230(1) of the Companies Act 2016. The total amount of directors' benefits payable is estimated based on the number of the non-executive directors as well as the number of scheduled meetings of the Board and Board Committees.

NOTES ON SPECIAL BUSINESS

- The Resolution 7, if passed, will enable the directors to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of 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.

The proposed 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 placing of shares for the purpose of funding future investment, working capital and/or acquisition.

As at the date of this notice, the directors have not issued any shares pursuant to the general mandate granted at the last AGM of the Company.
- The Resolution 8 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 the Company 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.
- The Resolution 9, if passed, will enable Mr. Lai Fook Hoy, an Independent Director whose tenure exceeds a cumulative term limit of nine (9) years, to be retained and continued to act as the Independent Director of the Company. The Board through the Nominating Committee had assessed Mr. Lai Fook Hoy and had recommended him to be retained as an Independent Director of the Company. Mr. Lai Fook Hoy in his capacity as an Independent Director has demonstrated his objectivity and independent in expressing his opinions in the decision making of the Board. Further, his vast experience and background has contributed significantly to the performance monitoring and enhancement of good corporate governance practices in the best interest of the Company and its stakeholders.



TAMBUN INDAH LAND BERHAD

Registration No. 200801009158 (810446-U)
(Incorporated in Malaysia)

FULLY VIRTUAL 13TH ANNUAL GENERAL MEETING NOTIFICATION TO SHAREHOLDERS

30 August 2021

Dear valued shareholders,

We refer to the earlier announcements made on 28 April 2021, 31 May 2021 and 02 June 2021 in relation to the Notice of the 13th Annual General Meeting (“**AGM**”) of the Company and its postponement in light of the announcements on the Full Movement Control Order by the Government to curb the spread of COVID-19 infections.

The Company wishes to inform that the postponed 13th AGM shall be conducted **fully virtual** and the details are as follows:

Day & Date : Monday, 27 September 2021
Time : 10.30 am
Venue : Online Meeting Platform of TIIH Online website at <https://tiih.online> or <https://tiih.com.my> provided by Tricor Investor & Issuing House Services Sdn. Bhd. (Domain registration number with MYNIC: D1A282781)

In view of the Company’s Annual Report for the financial year ended 31 December 2020 (“**AR 2020**”) was issued on 30 April 2021, we have, pursuant to paragraph 9.25(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad updated the information made up to a date not earlier than 6 weeks from the date of the notice of the postponed 13th AGM in the AR 2020.

The above addendum together with the Notice of the 13th AGM dated 30 August 2021, Statement Accompanying Notice of 13th AGM and the Proxy Form are available for download from the Company’s website (www.tambunindah.com).

ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY

All shareholders (“**members**”) of the Company, whether individual members, corporate members, proxy holders, authorised nominees or exempt authorised nominees whose names appear on the Record of Depositors of the Company as at **20 September 2021** that wish to attend the 13th AGM will have to register to attend remotely by using the Remote Participation and Voting (“**RPV**”) facilities, the details of which is set out below.

Kindly note that the quality of the live streaming and online voting is highly dependent on the bandwidth and stability of the internet connection of the shareholders. Hence, you are to ensure your internet connectivity throughout the duration of the meeting is maintained.

The voting at the 13th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”) as Poll Administrator to conduct the poll by way of electronic and Independent Scrutineers to verify the poll results.

TAMBUN INDAH LAND BERHAD
 Registration No. 200801009158 (810446-U)
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NOTIFICATION TO SHAREHOLDERS

For members who are unable to participate at the 13th AGM, you may appoint proxy or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM. The Proxy Form and/or documents relating to the appointment of corporate representative or attorney to participate at the 13th AGM whether in hard copy or by electronic means shall be deposited or submitted to the Company not later than **Saturday, 25 September 2021** at **10.30 am** in the following manner:

i) Hard Copy

By hand or post to the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang; or

ii) Electronic Means

Members also have the option to submit the Proxy Form electronically via TIIH Online and the steps to submit are summarised below:

Step	Procedure	Action
INDIVIDUAL MEMBERS		
I)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
II)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> After the issuance of the Notice of 13th AGM by the Company, login with your user name (i.e. email address) and password. Select the corporate event: “TAMBUN INDAH 13TH AGM 2021 - SUBMISSION OF PROXY FORM”. Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. Review and confirm your proxy(s) appointment. Print the Proxy Form for your record.
CORPORATION OR INSTITUTIONAL MEMBERS		
I)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online. Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects the “Sign Up” button and followed by “Create Account by Representative of Corporate Holder”. Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password.

Step	Procedure	Action
		(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration)
II)	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate exercise name: "TAMBUN INDAH 13TH AGM 2021 - SUBMISSION OF PROXY FORM". • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate exercise name: "TAMBUN INDAH 13TH AGM 2021 - SUBMISSION OF PROXY FORM". • Proceed to upload the duly completed proxy appointment file. • Select "Submit" to complete your submission. • Print the confirmation report of your submission for your record.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

The procedures to participate in RPV Facilities are as follows:

Step	Procedure	Action
BEFORE AGM DAY		
I)	Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access to website at https://tiih.online. Register as a user under the "e-Services", select the "Sign Up" button and followed by "Create Account by Individual Holder". Refer to the tutorial guide posted on the homepage for assistance. • Registration as a user will be approved within one (1) working day and you will be notified via e-mail. • If you are already a user with TIIH Online, you are not required to register again. • You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
II)	Submit your request to attend 13 th AGM remotely	<p>Registration is open from 10.30 am on 30 August 2021 until the day of 13th AGM, Monday, 27 September 2021. Members or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 13th AGM to ascertain their eligibility to participate at the 13th AGM using the RPV facilities.</p> <p>Login with your user ID (i.e. email address) and password and select the corporate event: "(REGISTRATION) TAMBUN INDAH 13TH AGM 2021".</p> <ul style="list-style-type: none"> • Read and agree to the Terms & Conditions and confirm the Declaration.

Step	Procedure	Action
		<ul style="list-style-type: none"> Select "Register for Remote Participation and Voting". Review your registration and proceed to register. System will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 20 September 2021, the system will send you an e-mail on or after 25 September 2021 to approve or reject your registration for remote participation. <p>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV facilities. Should your registration for RPV facilities is approved, we shall make available to you the rights to join the live stream meeting and to vote remotely on the day of the AGM. Your login to TIIH Online on the day of the AGM will indicate your presence at the virtual meeting.)</p>
ON AGM DAY (MONDAY, 27 SEPTEMBER 2021)		
I)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 13th AGM at any time from 9:30 am i.e. 1 hour before the commencement of 13th AGM on Monday, 27 September 2021.
II)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: "(LIVE STREAM MEETING) TAMBUN INDAH 13TH AGM 2021" to engage in the proceedings of the 13th AGM remotely. If you have any question for the Chairman/Board, you may type your questions in the query box. The Chairman/Board will endeavour to respond to the questions submitted by you during the 13th AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
III)	Online remote voting	<ul style="list-style-type: none"> Voting session commences from 10.30 am on Monday, 27 September 2021 until a time when the Chairman announces the end of the voting session. Select the corporate event: "(REMOTE VOTING) TAMBUN INDAH 13TH AGM 2021" or if you are on the live stream meeting page, you can select "GO TO REMOTE VOTING PAGE" button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration. Select the CDS account that represents your shareholdings. Indicate your votes for the resolutions that are tabled for voting. Confirm and submit your votes.
IV)	End of remote participation	Upon the announcement by the Chairman on the conclusion of the 13 th AGM, the Live Streaming will end.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions for the Board in advance of the 13th AGM via Tricor's TIIH Online website at <https://tiih.online> by selecting "e-Services" to login, pose questions and submit electronically no later than **Saturday, 25 September 2021 at 10.30 am**. The Board will endeavor to answer the questions received at the AGM.

NO E-VOUCHER OR FOOD VOUCHER

There will be no e-voucher or food voucher given at this AGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at this AGM of the Company.

ENQUIRIES

If you have any enquiry before the 13th AGM, please contact the following person during office hours on Monday to Friday from 8.30 am to 5.30 pm (except on public holidays):

Share Registrar	:	Tricor Investor & Issuing House Services Sdn. Bhd.
General Line	:	03-2783 9299
Fax Number	:	03-2783 9222
Email	:	is.enquiry@my.tricorglobal.com
Contact Persons	:	Ms. Christine Cheng at 03-2783 9265 Mr. Ang Wai Meng at 03-2783 9281

Thank you.

Yours faithfully,
For and on behalf,
TAMBUN INDAH LAND BERHAD

LEE PENG LOON
Company Secretary

PROXY FORM

Number of Shares Held	CDS ACCOUNT NO.										
				-							



TAMBUN INDAH LAND BERHAD
Registration No. 200801009158 (810446-U)
(Incorporated in Malaysia)

* I /We.....(*I/C No./Passport No./Company No.)
(Full Name in Block Letters)

of(Address)

being a * member / members of the abovenamed Company, hereby appoint

Full Name (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding
Email Address			
Telephone No.			

* and/or (*delete if not applicable)

Full Name (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding
Email Address			
Telephone No.			

or failing whom, the Chairman of the meeting as *my/our proxy to vote for *me/us on *my/our behalf at the 13th Annual General Meeting ("AGM") of the Company to be conducted fully virtual through live streaming and online participation and voting using Remote Participation and Voting ("RPV") facilities via the online meeting platform of TIIH Online website at <https://tjih.online> or <https://tjih.com.my> provided by Tricor Investor & Issuing House Services Sdn Bhd (Domain registration number with MYNIC: D1A282781) on Monday, 27 September 2021 at 10.30 am, and at any adjournment thereof.

NO.	RESOLUTIONS	FOR	AGAINST
1.	Re-election of Ms. Lam Voon Kean as a director of the Company.		
2.	Re-election of Ms. Tsai Chia Ling as a director of the Company.		
3.	Payment of Directors' Fees for the financial year ending 31 December 2021.		
4.	Payment of Directors' Benefits to non-executive directors.		
5.	Payment of a single tier final dividend.		
6.	Re-appointment of Messrs. BDO PLT as auditors of the Company.		
7.	General mandate to allot and issue new shares in the Company.		
8.	Renewal of general mandate to allot and issue shares pursuant to Dividend Reinvestment Scheme.		
9.	Proposed continuation of Mr. Lai Fook Hoy in office as an Independent Director of the Company.		

Please indicate with an "x" in the appropriate spaces provided above on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy may vote as he thinks fit.

Signed this day of....., 2021.

.....
Signature(s)/Common Seal of member(s)

Notes:

- A proxy may but need not be a member of the Company.
- A member shall be entitled to appoint a maximum of 2 proxies to attend and vote at the same meeting.
- Where a member appoints more than 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 authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Exempt Authorised Nominee") it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding 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.
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- 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 authorised.
- Only a depositor whose name appears on the Record of Depositors on 20 September 2021 (General Meeting Record of Depositors) shall be eligible to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.

**strike out whichever is not desired.*

Fold this flag sealing

2nd fold here

Stamp

The Company Secretary
Tambun Indah Land Berhad
Registration No. 200801009158 (810446-U)
51-21-A Menara BHL Bank
Jalan Sultan Ahmad Shah
10050 Penang

1st fold here
