



TAMBUN INDAH LAND BERHAD

(Company No.: 810446-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Tambun Indah Land Berhad (“Tambun Indah” or “Company”) is scheduled to be held at Pearl City Sales Gallery, Lot 8936, Jalan Tasek Mutiara 2, Bandar Tasek Mutiara, 14120 Simpang Ampat, Penang on Thursday, 27 June 2019 at 11.00 am or immediately after the conclusion or adjournment of the Eleventh (11th) Annual General Meeting of the Company to be held at the same venue and on the same date at 10.00 am, for the purpose of considering and if thought fit, passing with or without modifications of the following resolution:

ORDINARY RESOLUTION

PROPOSED PROVISION OF FINANCIAL ASSISTANCE OF UP TO A TOTAL OF RM150.0 MILLION TO MUSTIARA SDN BHD (“MUSTIARA”), A 70% OWNED SUBSIDIARY OF TAMBUN INDAH (“PROPOSED PROVISION OF FINANCIAL ASSISTANCE”)

“**THAT** subject to the approval from all relevant authorities and/or parties (where applicable), the Board of Directors of Tambun Indah (“**Board**”) be and is hereby authorised to provide financial assistance to Mustiara of up to a total of RM150.0 million in the form of shareholder’s advances in cash and corporate guarantees for banking facilities to be obtained by Mustiara, which shall be utilised to fund the proposed acquisition by Mustiara from TPPT Sdn Bhd of 27 parcels of freehold land measuring in aggregate approximately 209.54 acres identified as Lot Nos. 1058, 1060, 1066, 1295, 1309, 1373, 1375, 1376, 1378, 1442, 3407 to 3423, Mukim 15, District of Seberang Perai Selatan, Pulau Pinang (“**Land**”) for a total purchase consideration of RM131.0 million and other costs related to the Land.

THAT the terms and conditions of the conditional shareholders’ agreement dated 25 April 2019 entered into between Tambun Indah, Encik Taufiq Ahmad @ Ahmad Mustapha Bin Ghazali and Mustiara, details of which are set out in the circular to shareholders of the Company dated 12 June 2019, be hereby approved and confirmed.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and to execute, sign and deliver or caused to be delivered for and on behalf of the Company, all such documents, agreements, arrangements, undertakings, declarations and/or guarantees to or with any party or parties as it may consider necessary and/or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Provision of Financial Assistance with full power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as the Board may deem necessary and/or expedient in the best interest of the Company.”

By Order of the Board

LEE PENG LOON (MACS 01258)
P’NG CHIEW KEEM (MAICSA 7026443)
Company Secretaries

Pulau Pinang
12 June 2019

Notes:

1. A proxy may but need not be a member of the Company.
2. A member shall be entitled to appoint a maximum of two (2) proxies to attend and vote at the same meeting.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**Exempted 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.
5. Where a member is an Exempt Authorised Nominee, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (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.
6. 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 EGM or adjournment thereof, or in the case of a poll not less than twenty-four (24) hours before the time appointed for the taking of the poll.
7. 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.
8. Only a depositor whose names appear in the Record of Depositors on 20 June 2019 shall be eligible to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.
9. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by poll.
10. Last date and time for lodging of Proxy Form will be on Wednesday, 26 June 2019 at 11.00 am (being twenty-four (24) hours prior to the approximate time appointed for the taking of the poll at the EGM). Proxy Form transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the registered office of the Company, 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang on Wednesday, 26 June 2019 at 11.00 am.