



TAMBUN INDAH LAND BERHAD

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

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of Directors and Auditors thereon.
- To re-elect Ms. Teh Theng Theng, 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 Mr. Teh Deng Wei, a Director who retires by rotation in accordance with Article 102 of the Company's Constitution and who, being eligible, offers himself for re-election.
- To approve the payment of Directors' fees of not exceeding RM180,000.00 to the Executive Directors of the Company for the financial year ending 31 December 2023.
- To approve the payment of Directors' fees of not exceeding RM320,000.00 to the Non-Executive Directors of the Company for the financial year ending 31 December 2023.
- To approve the payment of Directors' benefits of not exceeding RM100,000.00 payable to Non-Executive Directors for the financial year ending 31 December 2024.
- To approve the payment of a Single Tier First and Final Dividend of 5.6 sen per ordinary share for the financial year ended 31 December 2022.
- 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

Resolution 5

Resolution 6

Resolution 7

As Special Business

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

9. AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be hereby authorised to allot and issue new 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 (excluding treasury shares) of the Company.

THAT pursuant to Section 85 of the Companies Act, 2016 to be read together with Article 12 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016.

THAT any one of the Executive Directors and/or Secretary of the Company be hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so 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."

10. PROPOSED RENEWAL OF GENERAL MANDATE FOR THE DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO THE DIVIDEND REINVESTMENT SCHEME

"THAT, pursuant to the Dividend Reinvestment Scheme ("DRS") as approved by the shareholders at the 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 DRS 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 DRS.

THAT the Directors be hereby authorised to do all such acts and things as are necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the authorities or as the Board in its absolute discretion deem fit and in the best interest of the Company.

AND THAT any one of the Executive Directors and/or Secretary of the Company be hereby empowered to obtain the approval from Bursa Securities for the listing and quotation of the new Tambun Indah shares to be issued pursuant to the DRS."

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

"THAT authority be and is hereby given to Mr. Lai Fook Hoy who had served as an Independent Director of the Company for a cumulative term of more than 9 years to continue to act as an Independent Director of the Company and to hold office until on or before 24 February 2024."

- 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: 28 April 2023

Resolution 8

Resolution 9

Resolution 10

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 15th Annual General Meeting ("AGM") of Tambun Indah Land Berhad ("Tambun Indah" or "the Company") will be held at Pearl City Sales Gallery, Lot 8936, Jalan Tasek Mutiara 2, Bandar Tasek Mutiara, 14120 Simpang Ampat, Penang on Wednesday, 21 June 2023 at 10.30 a.m. for the following purposes:-

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 Exempt Authorized Nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies it 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 provision of subsection 25A(1) of SICDA.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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.
- For a proxy to be valid, the Proxy Form duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang 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.
- 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 13 June 2023 (General Meeting Record of Depositors) shall be eligible to attend the AGM or to appoint proxies to attend and/or vote on his/her behalf.

NOTES ON ORDINARY BUSINESS

9. Agenda 1 - Audited Financial Statements

The Audited Financial Statements for the financial year ended 31 December 2022 will be laid to shareholders at the forthcoming 15th AGM of the Company pursuant to Section 340(1)(a) of the Companies Act 2016. Hence, the Agenda 1 is not put forward for voting.

10. Agenda 2 and Agenda 3 - Re-election of Directors

The Nominating Committee had assessed the performance and contribution of each of the retiring Directors seeking for re-election and was satisfied therewith. The Board had endorsed the Nomination Committee's recommendation to seek shareholders' approval for the re-election of the retiring Directors at the forthcoming 15th AGM of the Company. The retiring Directors had abstained from deliberations and decisions on their respective re-election at the Nominating Committee and Board meetings. The details and profiles of the Directors who are standing for re-election at the forthcoming AGM are provided in the Company's Annual Report 2022.

11. Agenda 4 and Agenda 5 - Directors' Fees

The Resolution 3 and 4, if passed, will enable the Company to pay Directors' fees to the Non-Executive, and Executive Directors of the Company for the financial year ending 31 December 2023 in accordance with Section 230(1) of the Companies Act 2016.

12. Agenda 6 - Directors' Benefits

The Resolution 5, if passed, will enable the Company to pay 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 number of scheduled meetings of the Board and Board Committees as well as the number of Non-Executive Directors involved; and these benefits may comprised of meeting allowances, trainings, accommodations, insurance and other emoluments and benefits-in-kinds.

13. Agenda 7 - Payment of Single Tier First and Final Dividend

The Resolution 6, if passed, will enable the Company to pay a Single Tier First and Final Dividend of 5.6 sen per ordinary share for the financial year ended 31 December 2022 at a book closure and payment dates to be determined by the Board.

14. Agenda 8 - Re-appointment of Auditors

The Audit Committee and the Board had considered the re-appointment of Messrs. BDO PLT as Auditors of the Company. The Audit Committee and the Board collectively agreed and are satisfied that Messrs. BDO PLT meets the relevant criteria prescribed in Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

NOTES ON SPECIAL BUSINESS

15. Agenda 9 - Authority to issue shares pursuant to Companies Act 2016

The Resolution 8, if passed, will enable the Directors to allot and issue new shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury 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.

16. Agenda 10 - Authority to issue shares pursuant to Dividend Reinvestment Scheme

The Resolution 9 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.

17. Agenda 11 - Proposed continuation as Independent Director

The Resolution 10 is to seek shareholders' approval through a two tier voting process and, if passed, will enable Mr. Lai Fook Hoy, an Independent Director of the Company who had served for a cumulative term of more than 9 years to be retained and continued to act as an Independent Director of the Company on or before 24 February 2024. The Nominating Committee had assessed the independence of Mr. Lai Fook Hoy and recommended him to continue in office as he has demonstrated complete independence in character and judgement. The Board having considered the recommendation of the Nominating Committee proposed that Mr. Lai Fook Hoy be retained as an Independent Director of the Company on or before 24 February 2024.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO PARAGRAPH 8.27(2) OF MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

- No individuals are standing for election as Directors at the forthcoming 15th Annual General Meeting of the Company.
- The profiles of the Directors who are standing for re-election as in Agenda 2 and 3 of the Notice of the 15th Annual General Meeting of the Company are set out in the Directors' Profile section of this Annual Report 2022.
- The details of the Directors' interests in the securities of the Company as at 31 March 2023 are set out in the Analysis of Shareholdings section of this Annual Report 2022.
- The Resolution 8 tabled under Special Business as per the Notice of 15th Annual General Meeting of the Company dated 28 April 2023 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 16 June 2022.

The proposed renewal of general mandate for issuance of new shares will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for the purpose of funding future investment, working capital and/or acquisition.

As at the date of notice of meeting, the Directors have not issued any shares pursuant to the general mandate granted at the last Annual General Meeting of the Company.