# TAMBUN INDAH I AND BERHAD

# NOTICE OF ANNUAL GENERAL MEETING

Y GIVEN that the 16th Annual General Meeting ("AGM") of Tambun Indah Land Berhad ("Tambun Indah" or "the eld at Pearl City Sales Gallery, Lot 8936, Jalan Tasek Mutiara 2, Bandar Tasek Mutiara, 14120 Simpang Ampat, Penang e 2024 at 10.30 a.m. for the following purposes:-

# IENT OF PROXY

	TAMBUN INDAH LAND BERHAD Registration No. 200801009158 (810446-U)		NOTICE IS HEREBY Company") will be he
	INDAH Incorporated in Malaysia 個大目地		on Thursday, 20 June
A G E N D A			NOTES ON APPOINTME
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of Directors and Auditors thereon.	Please refer Note 9	<ol> <li>A proxy may but need</li> <li>A member shall be er</li> </ol>
2.	To re-elect Mr. Lai Fook Hoy, 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.	Resolution 1	<ol> <li>Where a member app proxy.</li> </ol>
3.	To re-elect Ms. Lam Voon Kean, a Director who retires by rotation in accordance with Article 102 of the Company's Constitution	Resolution 2	<ol> <li>Where a member is ("omnibus account") to an authorised nom</li> </ol>
4.	and who, being eligible, offers herself for re-election. To re-elect Ms. Kaoy Lay Min, a Director who retires pursuant with Article 109 of the Company's Constitution and who, being eligible, offers herself for re-election.	Resolution 3	<ol> <li>Where a member is a not more than 2 proxi of a particular securiti</li> </ol>
5.	To approve the payment of Directors' fees of not exceeding RM200,000.00 to the Executive Directors of the Company for the financial year ending 31 December 2024.	Resolution 4	<ol> <li>For a proxy to be val Ahmad Shah, 10050 before the time appoi</li> </ol>
6.	To approve the payment of Directors' fees of not exceeding RM400,000.00 to the Non-Executive Directors of the Company for the financial year ending 31 December 2024.	Resolution 5	<ol> <li>In the case of a corp authorised.</li> </ol>
7.	To approve the payment of Directors' benefits of not exceeding RM100,000.00 payable to the Non-Executive Directors of the Company for the financial year ending 31 December 2025.	Resolution 6	<ol> <li>Only a Depositor who or to appoint proxies</li> <li>NOTES ON ORDINARY I</li> </ol>
8.	To approve the payment of a Single Tier First and Final Dividend of 3.9 sen per ordinary share for the financial year ended 31 December 2023.	Resolution 7	<ol> <li>Agenda 1 – Audited The Audited Financia pursuant to Section 3</li> </ol>
9.	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.	Resolution 8	10. <b>Agenda 2 to Agenda</b> The Nominating Com Fit and Proper Policy
As Special Business			re-election of the retir respective re-election AGM are provided in
	<ul> <li>consider and if thought fit, to pass with or without modifications the following ordinary resolutions:-</li> <li>AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</li> </ul>	Resolution 9	11. Agenda 5 and Agen The Resolution 4 and year ending 31 Decer
	"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.		<ol> <li>Agenda 7 – Director The Resolution 6, if Companies Act 2016 as well as the numbe other emoluments an</li> </ol>
	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.		<ol> <li>Agenda 8 – Paymen The Resolution 7, if p December 2023 at a</li> </ol>
	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."		14. Agenda 9 – Re-appo The Audit Committee
11	. PROPOSED RENEWAL OF GENERAL MANDATE FOR THE DIRECTORS TO ALLOT AND ISSUE NEW SHARES PURSUANT TO THE DIVIDEND REINVESTMENT SCHEME	Resolution 10	collectively agreed ar Bursa Malaysia Secu
	"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.		NOTES ON SPECIAL BU 15. Agenda 10 – Author The Resolution 9, if p issued shares (excluc This authority, unless The proposed renew: limited to placing of a

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.\*

12. 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** 

Penano Date: 29 April 2024 ed not be a member of the Company

- entitled to appoint a maximum of 2 proxies to attend and vote at the same meeting
- ppoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each
- is an Exempt Authorized Nominee which holds ordinary shares of the Company for multiple beneficial owners in one securities account t"), 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 ninee defined under SICDA which is exempted from compliance with the provision of subsection 25A(1) of SICDA.
- an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least 1 proxy but pixes in respect of each securities account it holds which is credited with the shares of the Company. The appointment of 2 proxies in respect rities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- alid, the Proxy Form duly completed must be deposited at the registered office of the Company at 51-21-A Menara BHL Bank, Jalan Sultan 50 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 pointed for the taking of the poll. The completed Proxy Form transmitted by facsimile or electronic mail (e-mail) will not be accepted
- reporate member, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly
- hose name appears on the Record of Depositors on 11 June 2024 (General Meeting Record of Depositors) shall be eligible to attend the AGM es to attend and/or vote on his/her behalf.

#### BUSINESS

#### ed Financial Statements

a Statements for the financial year ended 31 December 2023 will be laid to shareholders at the forthcoming 16th 340(1)(a) of the Companies Act 2016. Hence, the Agenda 1 is not put forward for voting.

## da 4 – Re-election of Directors

mmittee had assessed the performance and contribution of each of the retiring Directors seeking for re-election in accordance with the Directors' cv and was satisfied therewith. The Board had endorsed the Nomination Committee's recommendation to seek shareholders' approval for the tiring Directors at the forthcoming 16th AGM of the Company. The retiring Directors had abstained from deliberations and decisions on their on at the Nominating Committee and Board meetings. The details and profiles of the Directors who are standing for re-election at the forthcoming in the Company's Annual Report 2023.

### enda 6 – Directors' Fees

nd 5, if passed, will enable the Company to pay Directors' fees to the Non-Executive and Executive Directors of the Company for the financial ember 2024 in accordance with Section 230(1) of the Companies Act 2016.

#### tors' Benefits

if passed, will enable the Company to pay benefits to Non-Executive Directors of the Company in accordance with Section 230(1) of the 16. The total amount of Directors' benefits payable is estimated based on number of scheduled meetings of the Board and Board Committees ber of Non-Executive Directors involved; and these benefits may comprise of meeting allowances, trainings, accommodations, insurance and and benefits-in-kinds

#### ent of Single Tier First and Final Dividend

passed, will enable the Company to pay a Single Tier First and Final Dividend of 3.9 sen per ordinary share for the financial year ended 31 a book closure and payment dates to be determined by the Board.

#### pointment of Auditors

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

# RUSINESS

#### nority to issue shares pursuant to Companies Act 2016

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 uding 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. ss revoked or varied by the shareholders of the Company in a general meeting will expire at the conclusion of the next AGM.

eval 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 11 - Authority to issue shares pursuant to Dividend Reinvestment Scheme

The Resolution 10 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

# STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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

- 1. No individuals are standing for election as Directors at the forthcoming 16th Annual General Meeting of the Company
- 2. The profiles of the Directors who are standing for re-election as in Agenda 2 to Agenda 4 of the Notice of the 16th Annual General Meeting of the Company are set out in the Directors' Profile section of this Annual Report 2023.

The retiring Directors have confirmed that they do not have any conflict of interest or potential conflict of interest that a rise, or might arise, where they have interest, whether direct or indirect financial interest as well as non-financial interest or competing loyalties or interests which are in conflict with the Company or its subsidiaries

- 3. The details of the Directors' interests in the securities of the Company as at 29 March 2024 are set out in the Analysis of Shareholdings section of this Annual Report 2023
- 4. The Resolution 9 tabled under Special Business as per the Notice of 16th Annual General Meeting of the Company dated 29 April 2024 is a renewal of general mandate granted by shareholders of the Company at the last Annual General Meeting held on 21 June 2023

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