



TAMBUN INDAH LAND BERHAD

(Company No. 810446-U)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of the Company will be held at Salon V, Level 2, G Hotel, 168A, Persiaran Gurney, 10250 Penang on Wednesday, 19 June 2013 at 10.00 a.m. for the following purposes:-

A G E N D A

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of Directors and Auditors thereon. **Please refer to Note 7**
2. To re-elect Mr. Thaw Yeng Cheong, a director who retires by rotation pursuant to Article 86 of the Company's Articles of Association and who, being eligible, offer himself for re-election. **Ordinary Resolution 1**
3. To approve the payment of Directors' Fees of not exceeding RM250,000.00 for the year ending 31 December 2013. **Ordinary Resolution 2**
4. To approve the payment of a final tax exempt dividend of 3.3 sen per ordinary share for the financial year ended 31 December 2012. **Ordinary Resolution 3**
5. To re-appoint Messrs. BDO as auditors of the Company for the ensuing year and to authorise Directors to fix their remuneration. **Ordinary Resolution 4**

As Special Business

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution :

6. **Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**
"That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total issued and paid-up share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares to be issued." **Ordinary Resolution 5**
7. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the Fifth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 10 June 2013. Only a depositor whose name appears on the Record of Depositors as at 10 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/vote on his/her behalf.

By Order of the Board,

LEE PENG LOON (MACS 01258)
P'NG CHIEW KEEM (MAICSA 7026443)

Secretaries
Penang

Date: 28 May 2013

NOTES ON APPOINTMENT OF PROXY

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to 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 more than one (1) proxy, 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 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.
5. 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 meeting.
6. 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 authorized.

EXPLANATORY NOTE ON ORDINARY BUSINESS

7. Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of shareholders of the Company. Hence, Agenda 1 is not put forward for voting.
8. Mr. Tsai Yung Chuan is retiring by rotation in accordance with Article 86 of the Company's Articles of Association as a director of the Company at the forthcoming Annual General Meeting and he had indicated to the Board that he is not seeking for re-election as a director of the Company.
Upon his retirement at the Annual General Meeting, Mr. Tsai Yung Chuan will cease to be a member of Nominating Committee.

EXPLANATORY NOTE ON SPECIAL BUSINESS

9. The Ordinary Resolution 5 proposed under Agenda 6 is to seek a general mandate for the Directors of the Company to allot and issue shares in the Company up to an amount not exceeding 10% of the total issued and paid-up share capital 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 general meeting will expire at the conclusion of the next Annual General Meeting.
The general mandate for issue of 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.