



TAMBUN INDAH LAND BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Tambun Indah Land Berhad ("Tambun Indah" or the "Company") will be held at Salon V, Level 2, G Hotel, 168A, Persiaran Gurney, 10250, Penang on Wednesday, 19 June 2013 at 11.00 a.m., or immediately after the conclusion or adjournment (as the case may be) of the Fifth Annual General Meeting of the Company to be held at the same venue and on the same day at 10.00 a.m., whichever is the later or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED DIVIDEND REINVESTMENT SCHEME THAT PROVIDES THE SHAREHOLDERS OF TAMBUN INDAH ("SHAREHOLDERS") THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND IN NEW ORDINARY SHARES OF RM0.50 EACH IN TAMBUN INDAH ("TAMBUN INDAH SHARES") ("PROPOSED DRS")

"**THAT** subject to the approvals of all relevant authorities or parties (where required) being obtained and to the extent permitted by law, the Proposed DRS be and is hereby approved, and that the Board of Directors of the Company ("**Board**") be and is hereby authorised:-

- (a) to establish and implement the Proposed DRS;
- (b) to determine, at their sole and absolute discretion, whether the Proposed DRS will apply to any cash dividend(s) (whether interim, final, special or any other cash dividend) declared and/or approved by the Company;
- (c) to allot and issue such number of new Tambun Indah Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRS until the conclusion of the next annual general meeting of the Company, upon such terms and conditions as the Board may, in its absolute discretion deem fit and in the best interest of the Company;
- (d) to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Proposed DRS with full power to assent to any conditions, modifications, variations and/or amendments, or as the Board, in its absolute discretion, deems fit and in the best interest of the Company;

THAT the new Tambun Indah shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing Tambun Indah 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 Proposed DRS."

BY ORDER OF THE BOARD

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

Penang
28 May 2013

Notes:

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 authorised.