

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

MINUTES OF THE EIGHTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON A FULLY VIRTUAL BASIS AT THE BROADCAST VENUE AT MULTI-PURPOSE HALL, S-16-01, PENTHOUSE, LEVEL 16, FIRST SUBANG, JALAN SS15/4G, 47500 SUBANG JAYA, SELANGOR DARUL EHSAN ON THURSDAY, 26 NOVEMBER 2020 AT 10:05 A.M.

---

**DIRECTORS PRESENT AT THE BROADCAST VENUE** : ADMIRAL TAN SRI DATO' SETIA MOHD ANWAR BIN HAJI MOHD NOR (RETIRED) (*Chairman*)  
(*Independent Non-Executive Director*)

TAN SRI DATO' LIM SOON PENG  
(*Group Managing Director*)

MR. LIM POH YIT  
(*Deputy Group Managing Director*)

MS. LIM PUAY FUNG  
(*Executive Director*)

DATUK SERI CH'NG TOH ENG  
(*Independent Non-Executive Director*)

MR. CHIN KIM CHUNG  
(*Non-Independent Non-Executive Director*)

DATO' MOHD IBRAHIM BIN MOHD NOR  
(*Independent Non-Executive Director*)

TAN SRI SYED MOHD YUSOF BIN TUN SYED NASIR  
(*Non-Independent Non-Executive Director*)

**IN ATTENDANCE AT BROADCAST VENUE** : Ms. Chua Siew Chuan (*Company Secretary*)  
Ms. Tan Ley Theng (*Company Secretary*)  
Ms. Nurul Ameerah Binti Lokman  
(*Assisting the Company Secretaries*)

**IN ATTENDANCE REMOTELY** : Mr. Heng Fu Joe } *Representatives of Messrs. Baker*  
Ms. Choong Mei Lean } *Tilly Monteiro Heng PLT*

**MEMBERS** : As per Attendance List

**PROXY HOLDERS** : As per Attendance List

**CORPORATE REPRESENTATIVES** : As per Attendance List

**INVITEES** : As per Attendance List

**CHAIRMAN**

Admiral Tan Sri Dato' Setia Mohd Anwar Bin Haji Mohd Nor (Retired) ("**Tan Sri Dato' Setia Chairman**"), the Chairman of Titijaya Land Berhad ("**Titijaya**" or "**Company**"), took the Chair.

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

---

Tan Sri Dato' Setia Chairman extended a warm welcome to all present at the Broadcast Venue and those participating remotely in the Eighth Annual General Meeting ("**8th AGM**" or "**Meeting**") of the Company from various locations through live streaming.

Tan Sri Dato' Setia Chairman emphasised that in the interest of the health and safety of all stakeholders, the Board had decided that the 8th AGM of the Company be held on a fully virtual basis via live streaming and online voting from the Broadcast Venue using remote participation and voting facilities ("**RPV**"), without physical attendance by shareholders, proxy and corporate representatives.

Tan Sri Dato' Setia Chairman introduced members of the Board, the Company Secretaries and the Group Chief Financial Officer who were present at the Broadcast Venue, as well as the representatives of Baker Tilly Monteiro Heng PLT, the External Auditors, who were in attendance through remote participation.

**QUORUM**

With the requisite quorum being present pursuant to Clause 100 of the Company's Constitution, Tan Sri Dato' Setia Chairman declared the Meeting duly convened.

Tan Sri Dato' Setia Chairman advised the Meeting that the Company was using 20 November 2020 as the determinant date of the General Meeting Record of Depositors, being the cut-off date for determining who should be entitled to participate in the 8th AGM.

**NOTICE**

The Notice convening the Meeting having been circulated within the prescribed period was, with the permission of the Meeting, taken as read.

**POLLING AND VOTING PROCEDURES**

Tan Sri Dato' Setia Chairman informed that voting at the Meeting would be conducted by way of poll, in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Tan Sri Dato' Setia Chairman briefed the shareholders, proxies and corporate representatives present virtually at the Meeting of their rights to ask questions and vote at the 8th AGM.

The Meeting was informed that there were shareholders who were unable to participate in the Meeting via RPV, had appointed the Chairman of the Meeting to vote on their behalf. Accordingly, Tan Sri Dato' Setia Chairman would be voting in his capacity as proxy in accordance with their instructions, where indicated.

Tan Sri Dato' Setia Chairman highlighted that as there was no legal requirement for a proposed resolution to be seconded, he would take the Meeting through each item on the Agenda.

The voting session was made available to all shareholders, proxies and corporate representatives from the start of the Meeting and had continued until the closure of the

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

voting session was announced. Shareholders, proxies and corporate representatives could nonetheless proceed to cast and submit their votes, after all the resolutions to be tabled at this AGM were read out.

Tan Sri Dato' Setia Chairman advised that the Company had taken all efforts and tried their best to ensure a smooth live streaming, however the quality of the broadcast could be affected by the participants' own internet bandwidth connection and stability.

Tan Sri Dato' Setia Chairman then invited the Company Secretary, Ms. Chua Siew Chuan to give an overview of the polling and voting procedures at this Meeting.

The Company Secretary briefed the Meeting that as explained in the Administrative Guide accompanying the Notice of the 8th AGM, shareholders, proxies and corporate representatives could use the text box facility under the RPV to transmit their questions real time to the Chairman or the Board during the Meeting. For more efficient running of the proceedings of the Meeting, the question-and-answer session was conducted, upon completion of the deliberations of all items to be transacted at the Meeting, prior to the poll voting session.

The Company Secretary informed that the Company had appointed SS E Solutions Sdn. Bhd. as the Poll Administrator to conduct the online electronic polling process. Commercial Quest Sdn. Bhd. was to act as the Independent Scrutineers to verify the results of the poll.

The step-by-step guide together with a pre-recorded short audio clip on the online voting module within the SSeP was played.

**PRESENTATION BY THE GROUP CHIEF FINANCIAL OFFICER**

Tan Sri Dato' Setia Chairman invited the Group Chief Financial Officer of the Company, Mr. Tan Chee Leng, to give a brief overview on the performance and financial highlights of the Group for the financial year ended 30 June 2020, project updates and outlook for the ensuing year.

Mr. Tan Chee Leng made a brief presentation on the operational and financial highlights of the Group, which covered among others, the following:-

- Performance at a glance focusing on key financial ratios and financial performance for the financial year ended 30 June 2020
- Strategic alliances with China Railway Engineering Corporation for 3rdNvenue – Neu Suites project and Tokyu Land Corporation for Riveria City – The RIV project
- Ongoing projects, upcoming projects for the financial year 30 June 2020 and future projects
- Growth strategies to maximise shareholders returns through land banking, strategic partnerships and unlocking land value through innovative ways

Tan Sri Dato' Setia Chairman thanked the Group Chief Financial Officer for his presentation and continued with the proceedings of the Meeting.

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

---

**1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS REPORTS THEREON**

---

Tan Sri Dato' Setia Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors' Reports thereon.

Tan Sri Dato' Setia Chairman explained that the Audited Financial Statements for the financial year ended 30 June 2020 were meant for discussion only and shareholders' approval was not required pursuant to Section 340(1)(a) of the Companies Act 2016. As such, the Audited Financial Statements would not be put forward for voting.

Tan Sri Dato' Setia Chairman declared that the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and the Auditors thereon be received.

Tan Sri Dato' Setia Chairman then reminded the Meeting that voting was already open and shareholders and proxies could cast their votes at any time until the announcement of the closure of poll voting. The results of the poll voting and declaration of resolutions would be reflected on the screen after the Scrutineers had verified the poll results upon the closure of the voting session.

**2. ORDINARY RESOLUTION 1  
DIRECTORS' FEES AMOUNTING TO RM271,670.00 FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020**

---

Tan Sri Dato' Setia Chairman advised the Meeting that the next item on the Agenda was to approve the payment of Directors' fees amounting to RM271,670.00 for the financial year ended 30 June 2020.

**3. ORDINARY RESOLUTION 2  
DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM100,000.00 FROM 27 NOVEMBER 2020 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY IN YEAR 2021**

---

Tan Sri Dato' Setia Chairman proceeded to Ordinary Resolution 2 in respect of the payment of Directors' benefits up to an amount of RM100,000.00 payable to the Directors of the Company with effect from 27 November 2020 until the next Annual General Meeting ("**AGM**") of the Company in year 2021.

The Meeting was informed that the Directors' benefits comprise the insurance allowance and the estimated meeting allowances payable to the Non-Executive Directors. The meeting allowances were estimated according to size of the Board and Board Committees and the number of anticipated Board and Board Committee meetings commencing from the period from 27 November 2020 until the next AGM of the Company in year 2021.

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

**4. ORDINARY RESOLUTIONS 3 AND 4  
RE-ELECTION OF THE FOLLOWING DIRECTORS WHO RETIRED PURSUANT  
TO CLAUSE 122 OF THE COMPANY'S CONSTITUTION: -  
(I) TAN SRI DATO' LIM SOON PENG  
(II) MR. LIM POH YIT**

---

Tan Sri Dato' Setia Chairman tabled the next two (2) Ordinary Resolutions pertaining to the re-election of the Directors who were retiring by rotation pursuant to the Company's Constitution.

The Meeting was informed that pursuant to Clause 122 of the Company's Constitution, Tan Sri Dato' Lim Soon Peng and Mr. Lim Poh Yit who were retiring as Directors of the Company and being eligible, had offered themselves for re-election.

**5. ORDINARY RESOLUTION 5  
RE-ELECTION OF DATO' MOHD IBRAHIM BIN MOHD NOR WHO RETIRED  
PURSUANT TO CLAUSE 121 OF THE COMPANY'S CONSTITUTION**

---

Tan Sri Dato' Setia Chairman moved on to Ordinary Resolution 5 on the Agenda pertaining to the re-election of Dato' Mohd Ibrahim Bin Mohd Nor, who retired at this AGM pursuant to Clause 121 of the Company's Constitution and being eligible, had offered himself for re-election.

**6. ORDINARY RESOLUTION 6  
RE-APPOINTMENT OF BAKER TILLY MONTEIRO HENG PLT AS AUDITORS  
OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE  
BOARD OF DIRECTORS TO DETERMINE THEIR REMUNERATION**

---

Tan Sri Dato' Setia Chairman informed that Ordinary Resolution 6 was to seek shareholders' approval on the re-appointment of Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. The retiring auditors, Baker Tilly Monteiro Heng PLT had indicated their willingness to continue in office.

The Audit Committee and the Board had reviewed the performance of Baker Tilly Monteiro Heng PLT as Auditors of the Company for the past financial year and are satisfied with their effectiveness and performance as External Auditors of the Company.

**SPECIAL BUSINESS**

**7. ORDINARY RESOLUTION 7  
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

---

Tan Sri Dato' Setia Chairman advised that the next item on the Agenda was a Special Business to consider and if thought fit, pass an Ordinary Resolution to authorise the Directors to issue an aggregate number of shares up to twenty per centum (20%) of the total number of issued shares of the Company pursuant to the Companies Act 2016.

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

It was highlighted that Bursa Malaysia Securities Berhad ("**Bursa Securities**") had vide their letter dated 16 April 2020 allowed, as an interim measure, for listed corporations, to increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("**20% General Mandate**").

Pursuant to the 20% General Mandate, Bursa Securities had also mandated that the 20% General Mandate may be utilised by listed corporation until 31 December 2021.

This general mandate would provide flexibility to the Board of Directors to issue and allot shares at any time at their absolute discretion without convening a general meeting, for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

**8. ORDINARY RESOLUTION 8  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

---

Tan Sri Dato' Setia Chairman informed that the motion as indicated in Ordinary Resolution 8 was in relation to the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and Trading Nature ("**Proposed Renewal of Shareholders' Mandate**").

The Meeting noted that the details and rationale of the Proposed Renewal of Shareholders' Mandate were provided in Part A of the Circular dated 28 October 2020 ("**Circular**") accompanying the 2020 Annual Report.

As disclosed in the Circular, all the Directors were regarded as interested in the Proposed Renewal of Shareholders' Mandate and they would abstain and continue to abstain from all deliberations and voting on matters pertaining to the Proposed Renewal of Shareholders' Mandate. Accordingly, all the Directors had undertaken to ensure persons connected to them would abstain from voting in respect of their direct or indirect shareholdings pertaining to the Proposed Renewal of Shareholders' Mandate at this Meeting.

Tan Sri Dato' Setia Chairman explained to the Meeting that he would however vote in his capacity as proxy in accordance with instructions received from non-interested shareholders who had duly appointed him as their proxy while he was chairing this Meeting.

**9. ORDINARY RESOLUTION 9  
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE  
ITS OWN SHARES**

---

Tan Sri Dato' Setia Chairman announced that the motion for consideration at the Meeting as set out in Ordinary Resolution 9, was to seek the shareholders' approval to renew the share buy-back authority for the Company to purchase its own shares ("**Proposed Renewal of Share Buy-Back**").

The details and rationale of the Proposed Renewal of Share Buy-Back were

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

provided in the Statement to Shareholders dated 28 October 2020, which was issued together with the 2020 Annual Report.

The proposed Resolution, if passed, would provide the Directors with authority to exercise the power of the Company to purchase not more than 10% of the total number of issued shares of the Company excluding the treasury shares, at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. This authority, unless revoked or varied at the General Meeting, would expire at the conclusion of the next AGM of the Company.

**10. ORDINARY RESOLUTION 10**  
**RETENTION OF DATUK SERI CH'NG TOH ENG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

Tan Sri Dato' Setia Chairman informed the Meeting that the last item on the Agenda was to consider the retention of Datuk Seri Ch'ng Toh Eng as an Independent Non-Executive Directors pursuant to the Malaysian Code on Corporate Governance ("**MCCG**").

Datuk Seri Ch'ng Toh Eng was appointed as an Independent Non-Executive Director of the Company on 24 September 2012. Therefore, he would have by 24 September 2021, served the Board in that capacity for a cumulative term of nine (9) years.

Tan Sri Dato' Setia Chairman advised the Meeting that the Board recommended that Datuk Seri Ch'ng Toh Eng be retained as an Independent Non-Executive Director of the Company. The justifications and recommendations of the Board of Directors for the retention of Datuk Seri Ch'ng Toh Eng were set out on Page 191 of the Annual Report.

**11. ANY OTHER ORDINARY BUSINESS**

The Meeting was advised that there was no other business to be transacted at this Meeting of which due notice had been given.

**12. QUESTION AND ANSWER SESSION**

After tabling of all resolutions, Tan Sri Dato' Setia Chairman announced that the Meeting was opened for question-and-answer session.

The Meeting was informed that questions received which were similar in nature would be collated to avoid repetition and may also be summarised for reasons of brevity.

Tan Sri Dato' Setia Chairman invited the Group Chief Financial Officer, Mr. Tan Chee Leng to address the questions submitted by the shareholders and proxies during the Meeting.

The following key questions were received and duly responded by the Board and the Management: -

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

**(a) Update on the Proposed Diversification of the Existing Principal Activities of Titijaya and its Subsidiaries to Include Sales, Trading and Distribution of Gloves ("Proposed Diversification")**

The Company is in the midst of finalising the Proposed Diversification exercise and had applied to Bursa Securities for an extension of time to submit the Circular to Shareholders in relation thereto, for perusal by Bursa Securities. Currently, the Company is evaluating the prospective industrial land to provide the infrastructure and facilities for the medical operators recommended by Sinopharm Medical Equipment QuanZhou Co. Ltd. ("**Sinopharm**") or China SINOMACH Heavy Industry Corporation.

**(b) As Sinopharm has two (2) vaccine candidates which are in Phase 3 clinical trial, does the Company intend to collaborate with Sinopharm to bring the Covid-19 vaccine to Malaysia? What kind of role will the Company be playing?**

The Company will take into consideration the development and distribution of Covid-19 vaccine in Malaysia prior to bringing the vaccine against Covid-19 developed by Sinopharm into the Malaysian market.

The role of the Company in pursuance to the Collaboration Agreement entered with Sinopharm will be announced in due course, after the Circular to Shareholders in relation to the Proposed Diversification has been approved by Bursa Securities.

After all relevant questions were dealt with, Tan Sri Dato' Setia Chairman announced the closure of the question-and-answer session.

**13. POLLING PROCESS**

Tan Sri Dato' Setia Chairman announced that the voting session would continue for another 10 minutes to allow the shareholders, corporate representatives and proxies to complete their voting via the RPV facility.

The step-by-step guide together with a short audio clip on the online e-voting process was played again.

After 10 minutes, Tan Sri Dato' Setia Chairman announced the closing of the poll and the Meeting was adjourned for the Scrutineers to verify the poll results.

The Scrutineers proceeded to verify the poll results while the Company's corporate videos were played for the viewing pleasure of all participants.

**14. ANNOUNCEMENT OF POLL RESULTS**

The Meeting resumed at 11:05 a.m. for the declaration of the poll results which had been verified by the Independent Scrutineers, Commercial Quest Sdn. Bhd.

Based on the report from the Independent Scrutineers, Tan Sri Dato' Setia Chairman announced the poll results as follows: -



**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]  
(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

**14.1 Payment of Directors' fees amounting to RM271,670.00 for the financial year ended 30 June 2020**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 1</b>	106,554,909	99.9959	4,400	0.0041

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 1 was **CARRIED** as follows:-

*"That the payment of Directors' fees amounting to RM271,670.00 for the financial year ended 30 June 2020 be and is hereby approved."*

**14.2 Payment of Directors' benefits up to an amount of RM100,000.00 from 27 November 2020 until the next AGM of the Company in year 2021**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 2</b>	106,554,809	99.9958	4,500	0.0042

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 2 was **CARRIED** as follows:-

*"That the payment of Directors' benefits up to an amount of RM100,000.00 from 27 November 2020 until the next Annual General Meeting of the Company in year 2021 be and is hereby approved."*

**14.3 Re-election of Tan Sri Dato' Lim Soon Peng who retired pursuant to Clause 122 of the Company's Constitution**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 3</b>	106,524,409	99.9672	34,900	0.0328

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 3 was **CARRIED** as follows:-

*"That Tan Sri Dato' Lim Soon Peng, who retired pursuant to Clause 122 of the Company's Constitution, be and is hereby re-elected as Director of the Company"*

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]  
(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

**14.4 Re-election of Mr. Lim Poh Yit who retired pursuant to Clause 122 of the Company's Constitution**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 4</b>	106,557,209	99.9980	2,100	0.0020

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 4 was **CARRIED** as follows:-

*"That Mr. Lim Poh Yit, who retired pursuant to Clause 122 of the Company's Constitution, be and is hereby re-elected as Director of the Company."*

**14.5 Re-election of Dato' Mohd Ibrahim Bin Mohd Nor who retired pursuant to Clause 121 of the Company's Constitution**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 5</b>	106,557,109	99.9979	2,200	0.0021

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 5 was **CARRIED** as follows:-

*"That Dato' Mohd Ibrahim Bin Mohd Nor, who retired pursuant to Clause 121 of the Company's Constitution, be and is hereby re-elected as Director of the Company."*

**14.6 Re-appointment of Baker Tilly Monteiro Heng PLT as the Company's Auditors for the ensuing year and to authorise the Board of Directors to determine their remuneration**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 6</b>	106,559,209	99.9999	100	0.0001

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 6 was **CARRIED** as follows:-

*"That the retiring Auditors, Baker Tilly Monteiro Heng PLT be re-appointed as Auditors of the Company for the ensuing year and that authority be and is hereby given to the Board of Directors to determine their remuneration."*

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]  
(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

**14.7 Authority to Issue Shares pursuant to the Companies Act 2016**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 7</b>	106,559,109	99.9998	200	0.0002

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 7 was **CARRIED** as follows:-

***THAT**, subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Companies Act 2016, to issue and allot shares in the capital of the Company from time to time at such price and to such persons, upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (hereinafter referred to as the "**20% General Mandate**") as empowered by Bursa Malaysia Securities Berhad pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers;*

***AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares to be issued pursuant to the 20% General Mandate on Bursa Malaysia Securities Berhad;*

***AND FURTHER THAT** such authority shall commence immediately upon passing of this resolution and continue in force until the conclusion of the next AGM of the Company."*

**14.8 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 8</b>	9,070,615	99.9978	200	0.0022

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 8 was **CARRIED** as follows:-

***"THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Part A, Section 2.5 of the Circular to Shareholders dated 28 October 2020, which are necessary for the day-to-day operations of the Company and/or its subsidiaries*

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

*("Group"), to be entered by the Group in the ordinary course of business and are on terms which are not more favourable to the parties with which such recurrent transactions to be entered into than those generally available to the public and are not detrimental to the minority shareholders of the Company.*

**THAT** such approval shall continue to be in force until: -

- (i) the conclusion of the next AGM of the Company following the general meeting at which the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or*
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or*
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,*

*whichever is the earlier;*

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."

**14.9 Proposed Renewal of Authority for the Company to Purchase its Own Shares**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Ordinary Resolution 9</b>	106,559,209	99.9999	100	0.0001

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 9 was **CARRIED** as follows:-

**THAT** subject to the Companies Act 2016 ("**Act**"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem and expedient in the interest of the Company, provided that:-

- (i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and*

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

- (ii) *the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) available at the time of the purchase(s).*

**THAT** upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner: -

- (i) *cancel all the shares so purchased; and/or*
- (ii) *retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or*
- (iii) *retain part thereof as treasury shares and cancel the remainder; or*

*in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.*

**THAT** such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until: -

- (i) *the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or*
- (ii) *the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or*
- (iii) *the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;*

*whichever occurs first;*

**AND THAT** the Board be and is hereby authorised to do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, variations and/ or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

**TITIJAYA LAND BERHAD**

[Registration No. 201201024624 (1009114-M)]

(Incorporated in Malaysia)

(Minutes of the Eighth Annual General held on 26 November 2020 - cont'd)

**14.10 Retention of Datuk Seri Ch'ng Toh Eng as an Independent Non-Executive Director.**

Resolution	Voted For		Voted Against	
	No. of shares	%	No. of shares	%
<b>Special Resolution</b>	106,557,209	99.9980	2,100	0.0020

Tan Sri Dato' Setia Chairman declared that the Ordinary Resolution 10 was **CARRIED** as follows:-

*""**THAT** Datuk Seri Ch'ng Toh Eng who will have served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years from 24 September 2021 onwards, be and is hereby retained as an Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance."*

**CONCLUSION**

There being no other business to be transacted, Tan Sri Dato' Setia Chairman thanked the Management and everyone involved in making this virtual AGM a successful event.

The Meeting ended at 11:09 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

ADMIRAL TAN SRI DATO' SETIA MOHD ANWAR  
BIN HJ MOHD NOR (RETIRED)  
CHAIRMAN

Dated: 25 February 2021