

TANJONG

public limited company

(Incorporated in England 1926 - Registration No. 210874)
(Registered as a foreign company in Malaysia - No. 990903-V)

Notice of Eighty-Third Annual General Meeting

NOTICE IS HEREBY GIVEN that the **Eighty-Third Annual General Meeting** of **TANJONG PUBLIC LIMITED COMPANY** (the "Company") will be held at **11.00 a.m.** (Malaysian time) on **Friday, 23 July 2010 at the Conference Halls 2 & 3, Level 3, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia** for the purposes of considering and, if thought fit, passing the following resolutions as **Ordinary Resolutions in the case of resolutions 1 to 6 and as Special Resolutions in the case of resolutions 7 to 9:**

Ordinary Resolution As Ordinary Business

- 1 To receive the **Annual Report** and **audited financial statements of the Company and of the Group** for the **year ended 31 January 2010** and the **Reports of the Directors and Auditors** thereon.
- 2 To approve the **Directors' Remuneration Report** for the year ended 31 January 2010, as set out on pages 53 to 56 of the Annual Report.
- 3 To declare a **final dividend of 30 sen per share before Malaysian Income Tax at 25%** in respect of the year ended 31 January 2010.
- 4 To re-elect **Leong Wai Hoong**, a Director who retires by rotation in accordance with Articles 74 and 75 of the Company's Articles of Association, as Director of the Company.
- 5 To re-appoint **PricewaterhouseCoopers LLP** as Auditors of the Company and to authorise the Directors to set their remuneration.

As Special Business

- 6 **Authority to allot shares pursuant to Section 551 of the United Kingdom Companies Act 2006**

THAT the Directors be authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £3,024,420.90, such authority to apply until the end of next year's annual general meeting of the Company (unless previously revoked or varied by the Company in general meeting) but, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot ordinary shares or grant rights to subscribe for or convert securities into shares under any such offer of agreement as if the authority had not ended.

Special Resolution

- 7 **Authority to disapply certain statutory pre-emption rights pursuant to Section 570 of the United Kingdom Companies Act 2006**

THAT subject to the passing of the preceding resolution, the Directors be given power to allot equity securities (as defined in the United Kingdom Companies Act 2006) for cash under the authority given by the preceding resolution as if Section 561 of the said Act did not apply to any such allotment, such power to be limited to:

- (a) the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

Notice of Eighty-Third Annual General Meeting (continued)

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to a nominal amount of £3,024,420.90,

such power to apply until the end of next year's annual general meeting of the Company but, in each case, during this period, the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.

8 Authority to call for general meetings of the Company (other than an annual general meeting, etc.) on not less than 14 clear days' notice

THAT a general meeting other than:

(a) an annual general meeting; or

(b) a general meeting called for the passing of:

(i) a Special Resolution; and/or

(ii) a resolution appointing a person as a director,

may be called on not less than 14 clear days' notice.

9 Proposed adoption of new Articles of Association of Tanjong public limited company

THAT the Articles of Association of the Company be and are hereby amended:

(a) by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the United Kingdom Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and

(b) the Articles of Association produced to the meeting and initialed by the chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

BY ORDER OF THE BOARD

Siuagamy Ramasamy
Group Company Secretary

23 June 2010

Level 30, Menara Maxis
Kuala Lumpur City Centre
50088 Kuala Lumpur
Malaysia

Notice of Eighty-Third Annual General Meeting (continued)

NOTES:

1. **Proxy**

- (a) A member of the Company entitled to attend and vote is entitled to **appoint up to two (2) proxies** to attend, to speak and to vote at the meeting instead of him/her and a member who is an authorised nominee as defined in the Malaysian Securities Industry (Central Depositories) Act, 1991 may appoint not more than two (2) proxies in respect of each Securities Account which it holds to which shares in the Company are credited.
- (b) Where more than one proxy is appointed, a member should ensure that no proxy is appointed to exercise the votes which any other proxy has been appointed by the member to exercise at the same meeting.
- (c) A proxy need not be a member of the Company.
- (d) An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person duly authorised in that respect.
- (e) The Form of Proxy, duly completed and signed, must either be deposited at the Company's Principal Office at Level 30, Menara Maxis, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia, or transmitted by fax to fax no. +603 2381 3399 together with the power of attorney or other authority (if any) under which it is signed or executed under seal (in respect of a corporation appointing a proxy) or a copy of such authority certified notarially, not less than 48 hours before the time fixed for holding the meeting or adjourned meeting, or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll.
- (f) In the case of joint holdings, any one holder may sign the Form of Proxy but the names of the other joint holders should be shown in the space provided at the top of the Form of Proxy. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (g) Where any e-mail address has been contained in any communication to the members of the Company, such e-mail address will not be a valid address for the receipt of Forms of Proxy, and any Forms of Proxy submitted via e-mail to such address will not be accepted. A Form of Proxy is enclosed with this Notice of Eighty-Third Annual General Meeting. Members who have misplaced or spoiled their Form of Proxy, or otherwise need another Form of Proxy, may contact the Company at Level 30, Menara Maxis, Kuala Lumpur City Centre, 50088 Kuala Lumpur should they wish to receive another one.
- (h) The return of a completed Form of Proxy will not preclude a member from attending and voting in person at the meeting should the member subsequently wish to do so.

2. **Corporate Representatives**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if it is appointing more than one corporate representatives, it does not do so in relation to the same shares.

3. **Background to Resolutions**

Resolutions 1 to 6 are proposed as Ordinary Resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast by the members in person or by proxy must be in favour of the resolution. Resolutions 7, 8 and 9 are proposed as Special Resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast by the members in person or by proxy must be in favour of the resolution.

4. **Annual Report and audited financial statements (Ordinary Resolution 1)**

For each financial year, the Directors must present the Directors' Report, the audited financial statements and the independent auditors' report to the Company's shareholders at a general meeting. Although there is no requirement in UK law to table a resolution on these for shareholders' approval, the Directors are of the view that a resolution on these be submitted for shareholders to vote on, in the interest of good governance and in line with international best practice.

Notice of Eighty-Third Annual General Meeting (continued)

5. Directors' Remuneration Report (Ordinary Resolution 2)

Pursuant to the United Kingdom Companies Act 2006 ("UKCA 2006"), the Directors of the Company are required to prepare a directors' remuneration report for the financial year under review and to submit that report to shareholders for approval. Accordingly, Resolution 2 is proposed to approve the Directors' Remuneration Report which is set out on pages 53 to 56 of the Annual Report and Financial Statements 2010.

6. Final Dividend (Ordinary Resolution 3)

The Company may only pay a final dividend after the Company's shareholders have approved it. The Directors have recommended a final dividend of 30 sen per share before Malaysian Income Tax at 25% in respect of the year ended 31 January 2010 which, if approved, will be paid on 13 August 2010 to those shareholders on the record of the Company at the close of business on 30 July 2010.

7. Retirement and Re-election of Director (Ordinary Resolution 4)

Article 75 of the Company's Articles of Association requires every Director to submit himself for re-election at least once in each three year period, and reflects the provision of Paragraph 7.26 of the Main Market Listing Requirements ("MMLR") of the Bursa Securities.

Leong Wai Hoong, being last re-elected in 2007, is therefore, obliged to retire from office but is eligible for re-election on such retirement. His retirement pursuant to Article 75 will also satisfy the obligation under Article 74 of the Company's Articles of Association for one-third of the Directors to retire from office by rotation.

The profile of Leong Wai Hoong is given on page 6 of the Annual Report and Financial Statements 2010.

8. Re-appointment of Auditors and setting of their Remuneration (Ordinary Resolution 5)

At every general meeting at which financial statements are presented to the Company's shareholders, the Company is required to appoint independent auditors to serve until the next such meeting. PricewaterhouseCoopers LLP ("PwC") has said that it is willing to continue as the Company's Auditors for another year. Resolution 5 is proposed in order to re-appoint PwC as the Company's Auditors for the ensuing year and to authorise the Board to set their remuneration.

9. Authority to allot shares pursuant to Section 551 of the UKCA 2006 (Ordinary Resolution 6)

Resolution 6 will give the Directors the authority to allot shares up to an aggregate nominal amount of £3,024,420.90, comprising 40,325,612 ordinary shares of 7.5 pence each and representing approximately 10 per cent of the issued ordinary share capital of the Company as at 23 June 2010.

The authority sought under Resolution 6 will expire at the conclusion of the annual general meeting of the Company held in 2011.

The aforesaid authority is to give the Directors the authority and flexibility to raise funds more expediently. Pursuant to such authority, the Company will be able to allot shares up to an aggregate nominal amount of £3,024,420.90, comprising 40,325,612 ordinary shares of 7.5 pence each, without having to convene separate general meetings. No shares were issued and allotted up to the date of this notice pursuant to the mandate obtained at the 2009 Annual General Meeting.

The Directors have no present intention to exercise the authority sought under this resolution.

10. Authority to disapply certain statutory pre-emption rights pursuant to Section 570 of the UKCA 2006 (Special Resolution 7)

This resolution will give the Directors the authority to allot shares for cash without first offering them to existing shareholders in proportion of their existing shareholdings.

This authority would be, similar to previous years, limited to allotments of up to a maximum aggregate nominal amount of £3,024,420.90 (comprising 40,325,612 ordinary shares of 7.5 pence each and representing approximately 10 per cent of the issued ordinary share capital of the Company as at 23 June 2010).

This authority will expire at the conclusion of the annual general meeting of the Company to be held in 2011. If shares are issued on such non-pre-emptive basis, the shareholding of the existing shareholders will be diluted accordingly.

Notice of Eighty-Third Annual General Meeting (continued)

11. Authority to call for general meetings of the Company (other than an annual general meeting, etc.) on not less than 14 clear days' notice (Special Resolution 8)

This resolution is required to reflect changes to the UKCA 2006 as a result of the European Union Shareholder Rights Directive ("Directive"). The Directive increases the notice period required for calling of general meetings of the Company to 21 days. The Company is currently able to call for general meetings (other than an annual general meeting or a general meeting called for the passing of: (i) a special resolution; and/or (ii) a resolution appointing a person as a director) on 14 clear days' notice until the conclusion of this Meeting, following the approval obtained from the shareholders at the 2009 Annual General Meeting, and would like to preserve this ability. Resolution 8 seeks such approval. The approval will be effective until the conclusion of the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Directive before it can call for a general meeting on 14 clear days' notice.

12. Proposed adoption of new Articles of Association of Tanjong public limited company (Special Resolution 9)

It is proposed in Resolution 9 to adopt new Articles of Association of the Company ("New Articles") to reflect the implementation of the remaining provisions of the UKCA 2006, which was introduced in 2006 and implemented on a staggered basis since then, the Directive and the MMLR of the Bursa Securities.

Part (a) of Resolution 9 proposes the deletion of all the provisions of the Company's Memorandum of Association which, by virtue of the UKCA 2006 are to be treated as provisions of the Company's Articles of Association.

Part (b) of Resolution 9 proposes the adoption of the New Articles in substitution for, and to the exclusion of the existing Articles of Association.

The principal changes introduced by the New Articles are summarized in **Appendix I** of the circular to shareholders dated 23 June 2010. Other changes, which are minor, technical or of a clarificatory nature, which merely reflect changes made by the UKCA 2006 or otherwise have not been noted in **Appendix I**. The New Articles showing all the changes in the current Articles of Association are set out in **Appendix II** of the circular to shareholders dated 23 June 2010.

A copy of the New Articles to be produced and adopted at the Eighty-Third Annual General Meeting is available for inspection at the Registered Office of the Company at 34 Beckenham Road, Beckenham, Kent BR3 4TU, England and Principal Office at Level 30, Menara Maxis, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia during business hours and also at the meeting.

13. Total shares and voting rights

As at 23 June 2010, 403,256,136 shares of 7.5 pence each of the Company have been issued and fully paid-up. Therefore, the total number of voting rights in Tanjong as at 23 June 2010 is 403,256,136.

14. Publication of information in advance of general meeting

Further information regarding the meeting which the Company is required by Section 311A of the UKCA 2006 to publish on a website in advance of the meeting, can be accessed at www.tanjongplc.com.

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15. *Website statements*

Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under Section 527 of the UKCA 2006 (Members' power to require website publication of audit concerns), the Company may be required to publish on a website a statement setting out any matter relating to: -

- (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
- (b) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the UKCA 2006 (Public companies: laying of accounts and reports before general meeting).

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (Requirements as to website availability) of the UKCA 2006. Where the Company is required to place a statement on a website under Section 527 of the UKCA 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the annual general meeting includes any statement that the Company has been required under Section 527 of the UKCA 2006 to publish on a website.

16. *Questions at meetings*

Any member attending the meeting has the right to ask questions. Any questions relevant to the business of the meeting may be asked at the meeting by anyone permitted to speak at the meeting. A shareholder may alternatively submit a question in advance by a letter addressed to the Company Secretary at the Company's Registered Office or Principal Office. Under Section 319A of the UKCA 2006, the Company must cause to be answered any question a shareholder asks relating to the business being dealt with at the meeting, unless: -

- (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
- (b) the answer had already been given on a website in the form of answer to a question; or
- (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

17. *Members entitled to attend the Eighty-Third Annual General Meeting ("Meeting")*

- (a) For the purposes of determining a member entitled to attend the Meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd (in accordance with Article 47(b) of the Company's Articles of Association), to issue the **Record of Depositors ("ROD") as at 5.00 pm local time in Malaysia on 21 July 2010** for determining the depositors who shall be deemed to be the registered holders of the shares of the Company eligible to be present and vote at the Meeting. Only a depositor whose name appears on the ROD **as at 5.00 pm local time in Malaysia on 21 July 2010** shall be entitled to attend the Meeting or appoint a proxy or proxies to attend and vote on his or her behalf.
- (b) For members on the **Principal Register** of the Company in the UK, the Company shall request the List of Members on the Principal Register **as at 5.00 pm local time in Malaysia on 21 July 2010** for determining the members eligible to be present and vote at the Meeting. Only a member whose name appears on the Principal Register **as at 5.00 pm local time in Malaysia on 21 July 2010** shall be entitled to attend the Meeting or appoint a proxy or proxies to attend and vote on his or her behalf.