

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninety-third Annual General Meeting of GuocoLand (Malaysia) Berhad ("Company" or "GLM") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Thursday, 26 October 2017 at 11.00 a.m. in order:

1. To lay before the meeting the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2017.
2. To declare a final single tier dividend of 2 sen per share for the financial year ended 30 June 2017 to be paid on 16 November 2017 to members registered in the Record of Depositors on 2 November 2017. **(Resolution 1)**
3. To approve the payment of Director Fees of RM492,055 for the financial year ended 30 June 2017 to be divided among the Directors in such manner as the Directors may determine and Directors' Other Benefits of up to an amount of RM100,000 for the period of 31 January 2017 until the next Annual General Meeting. **(Resolution 2)**
4. To pass the following motions as ordinary resolutions:
 - (a) "THAT YBhg Dato' Paul Poh Yang Hong who retires by rotation pursuant to Article 115 of the Company's Constitution, be and is hereby re-elected a Director of the Company," **(Resolution 3)**
 - (b) "THAT Mr Peter Ho Kok Wai who retires by rotation pursuant to Article 115 of the Company's Constitution, be and is hereby re-elected a Director of the Company," **(Resolution 4)**
 - (c) "THAT YBhg Tan Sri Quek Leng Chan be and is hereby re-appointed a Director of the Company," **(Resolution 5)**
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following motions:

6. **Ordinary Resolution**
Approval To Continue In Office As Independent Non-Executive Director
"THAT approval be and is hereby given for YBhg Tan Sri Nik Mohamed bin Nik Yaacob who has served as an Independent Non-Executive Director of the Company for more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting." **(Resolution 7)**
7. **Ordinary Resolution**
Authority To Directors To Allot Shares
"THAT subject to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company's Constitution and approval of the relevant governmental regulatory authorities, if required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to allot shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer at any time and from time to time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued and allotted, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so allotted on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 8)**
8. **Ordinary Resolution**
Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Hong Leong Company (Malaysia) Berhad ("HLCM") And Persons Connected With HLCM
"THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(A) of the Company's Circular to Shareholders dated 4 October 2017, with HLCM and persons connected with HLCM provided that such transactions are undertaken in the ordinary course of business, on terms which are not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not, in the Company's opinion, detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted during the financial year, including the types of recurrent transactions made and the names of the related parties involved and their relationship with the Company and/or its subsidiaries, are disclosed in the annual report of the Company;
AND THAT such approval shall continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall 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 to 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 transactions contemplated and/or authorised by this ordinary resolution." **(Resolution 9)**
9. **Ordinary Resolution**
Proposed Renewal Of And New Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature With The Directors And Major Shareholders Of The Company And Persons Connected With Them
Proposed ordinary resolution is the same as Ordinary Resolution 9 above except that the related parties are "all the Directors and major shareholders of the Company (as defined in the Circular) and persons connected with them". **(Resolution 10)**
10. **Ordinary Resolution**
Proposed Renewal Of Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Tower Real Estate Investment Trust ("Tower REIT")
Proposed ordinary resolution is the same as Ordinary Resolution 9 above except that the related party is "Tower REIT". **(Resolution 11)**
11. To consider any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN that a depositor shall qualify for entitlement to the final dividend only in respect of:

- (i) shares transferred into the depositor's securities account before 4.00 p.m. on 2 November 2017 in respect of ordinary transfers; and
- (ii) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

CHIN MIN YANN (MAICSA 7034011)
Company Secretary
Kuala Lumpur
4 October 2017

Notes

1. For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 20 October 2017 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
2. Save for a member who is an exempt authorised nominee, a member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may but need not be a member of the Company. A member who is an authorised nominee may vote not more than two (2) proxies in respect of each securities account it holds. A member who is an exempt authorised nominee for multiple beneficial owners in one securities account ("Omnibus Account") may appoint any number of proxies in respect of the Omnibus Account.
3. Where two (2) or more proxies are appointed, the proportions of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which, the appointments shall be invalid.
4. The Form of Proxy must be deposited at the Registered Office of the Company at Level 10, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 24 hours before the time appointed for holding of the meeting or adjourning meeting.
5. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), all resolutions set out in this Notice will be put to a vote by way of a poll.

Explanatory Notes

1. Resolution 2 – Director Fees and Other Benefits

- Director Fees of RM492,055 are inclusive of Board Committees Fees of RM148,000.
- Directors' Other Benefits of up to an amount of RM100,000 refer to Directors' and Officers' Liability Insurance coverage based on premium paid/payable and Directors' training benefits.

2. Resolution 5 – Re-appointment of Director

Under the new Companies Act 2016, the requirement to put forth the re-appointment of Directors of or over the age of 70 years had been repealed. At the Ninety-second Annual General Meeting ("AGM") held on 17 November 2016, the Company had obtained shareholders' approval for the re-appointment of YBhg Tan Sri Quek Leng Chan as a Director of the Company and for him to continue in office as a Director until the conclusion of the next AGM of the Company. In this regard, the Company is seeking shareholders' approval for the re-appointment of YBhg Tan Sri Quek Leng Chan as a Director of the Company.

YBhg Tan Sri Quek Leng Chan's retirement by rotation at subsequent AGMs will be in accordance with the Company's Constitution.

3. Resolution 7 – Approval to Continue in Office as Independent Non-Executive Director

The proposed Ordinary Resolution, if passed, will enable YBhg Tan Sri Nik Mohamed bin Nik Yaacob to continue in office as an Independent Non-Executive Director of the Company. Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012") provides that approval of shareholders be sought in the event that the Company would like an independent director who has served in that capacity for more than 9 years to continue in office as an independent director.

The Company has in place an Independence of Directors Policy ("ID Policy") as set out in the Statement of Corporate Governance, Risk Management and Internal Control, and an annual assessment is conducted on the independence of independent directors by the Nominating Committee ("NC") and the Board of Directors ("Board") in accordance with the criteria set out in the MMLR and the ID Policy.

Pursuant to the MCCG 2012, the NC and Board have assessed the performance and independence of YBhg Tan Sri Nik Mohamed bin Nik Yaacob who has served on the Board for more than 9 years and determined that he remains objective and content to bring independent and objective judgement, based on the following justifications:

- he meets the criteria of "independent director" in accordance with the MMLR and continues to exercise independent judgement in expressing his views and deliberating issues objectively on the conduct of the Group's business and other issues raised at the Board and Board Committee meetings;
- he is free from any conflict of interest with the Company;
- the Company benefits from the experience of YBhg Tan Sri Nik Mohamed bin Nik Yaacob who has, over time, gained valuable insight into the Group, its market and the industry;
- his knowledge of the Group's various core business operations during his tenure of office will enable him to discharge his duties effectively; and
- he exercises due care and diligence as an Independent Non-Executive Director of the Company and carries out his professional duties in the best interest of the Company and its shareholders.

The Board recognises that independence should not be determined solely based on tenure of service and that the continued tenure of service brings considerable stability to the Board. The Company benefits from the mix of skills, experience and competencies for informed and balanced decision-making by the Board.

Accordingly, the NC and the Board recommend that YBhg Tan Sri Nik Mohamed bin Nik Yaacob continues in office as an Independent Non-Executive Director of the Company.

4. Resolution 8 – Authority to Directors to Allot Shares

The proposed Ordinary Resolution, if passed, will renew the general mandate given to the Directors of the Company to issue ordinary shares of the Company from time to time and expand the mandate to grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares issued and allotted, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being ("Renewed General Mandate"). In computing the aforesaid 10% limit, shares issued or agreed to be issued or subscribed pursuant to the approval of shareholders in a general meeting where precise terms and conditions are approved shall not be counted. The Renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued and allotted pursuant to the general mandate given to the Directors at the last AGM held on 17 November 2016 and which will lapse at the conclusion of the 93rd AGM. The Renewed General Mandate will enable the Directors to take swift action in case of, inter alia, a need for corporate exercises or in the event business opportunities or other circumstances arise which involve the issuance and allotment of new shares, grant of rights to subscribe for shares, conversion of any security into shares, or allotment of shares under an agreement or option or offer, and to avoid delay and cost in convening general meetings to approve the same.

5. Resolutions 9 to 11 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

The proposed ordinary resolutions, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Company and its subsidiaries, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.

Detailed information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 4 October 2017 which is despatched together with the Company's 2017 Annual Report.