

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of GuocoLand (Malaysia) Berhad ("GLM" or "Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Thursday, 8 March 2018 at 10.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY GUOMAN HOTEL & RESORT HOLDINGS SDN BHD ("GHRH"), A 70%-OWNED SUBSIDIARY OF GLM, OF THE ENTIRE ISSUED SHARE CAPITAL IN PD RESORT SDN BHD ("PDR") TO GUOCOLAND HOTELS PTE LTD ("GLH") ("PROPOSED DISPOSAL OF PDR")

"THAT, subject to all other relevant approvals being obtained from the relevant regulatory authorities and parties (if required), and the conditions precedent in the PDR SSA (as hereinafter defined) being fulfilled or waived (as the case may be), approval be and is hereby given for GHRH to dispose its entire issued share capital in PDR (comprising ordinary shares) for an indicative cash consideration of RM116,010,640, subject to adjustments (if any) pursuant to the terms and conditions as stipulated in the conditional share sale agreement dated 17 November 2017 entered into between GHRH and GLH ("PDR SSA");

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of PDR and in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED DISPOSAL BY GUOMAN HOTEL & RESORT HOLDINGS SDN BHD ("GHRH"), A 70%-OWNED SUBSIDIARY OF GLM, OF 70% OF THE ISSUED ORDINARY SHARES IN JB PARADE SDN BHD ("JBP") AND THE ENTIRE CUMULATIVE REDEEMABLE PREFERENCE SHARES IN JBP (COLLECTIVELY THE "JBP SALE SECURITIES") TO GUOCOLAND HOTELS PTE LTD ("GLH") ("PROPOSED DISPOSAL OF JBP SALE SECURITIES")

"THAT, subject to all other relevant approvals being obtained from the relevant regulatory authorities and parties (if required), and the conditions precedent in the JBP SSA (as hereinafter defined) being fulfilled or waived (as the case may be), approval be and is hereby given for GHRH to dispose 28,000,000 ordinary shares in JBP and such number of cumulative redeemable preference shares in JBP which are issued and fully paid-up but not yet redeemed as at the last day of the preceding month in which the last of the conditions precedent set out in the JBP SSA (as hereinafter defined) are fulfilled or waived, as the case may be, for an indicative cash consideration of RM107,882,855, subject to adjustments (if any) pursuant to the terms and conditions as stipulated in the conditional share sale agreement dated 17 November 2017 entered into between GHRH and GLH ("**JBP SSA**");

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal of JBP Sale Securities and in the best interest of the Company."

By Order of the Board**Chin Min Yann** (MAICSA 7034011)**Lee Sow Yeang** (MAICSA 7020119)

Company Secretaries

Kuala Lumpur

21 February 2018

Notes:

- For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 28 February 2018 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
- 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 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 appoint not more than 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.
- Where 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.
- 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 adjourned meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to a vote by way of a poll.