

DutaLand Berhad

(Company No. 7296-V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of DutaLand Berhad will be held on Thursday, 2 November 2017 at 2.30 p.m. at Mahkota Ballroom II, BR Level, Hotel Istana Kuala Lumpur, 73 Jalan Raja Chulan, 50200 Kuala Lumpur, to transact the following businesses:

AGENDA

As Ordinary Business:

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2017 together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note 1 below
- To approve the following payments to Non-Executive Directors:
 - Directors' fees of RM192,000 for the financial year ended 30 June 2017; and
 - Meeting allowance of RM40,000 from 1 January 2017 up to the next Annual General Meeting of the Company to be held in 2018.Ordinary Resolution 1
Ordinary Resolution 2
- To re-elect the following Directors who are retiring by rotation pursuant to Article 85 of the Articles of Association of the Company and, being eligible, offer themselves for re-election:
 - Dato' Sri Yap Wee Keat; and
 - Mr Cheong Wong Sang.Ordinary Resolution 3
Ordinary Resolution 4
- To re-appoint the following Directors, whose term of office shall expire at the conclusion of this 50th Annual General Meeting ("AGM") pursuant to the respective resolutions passed at the 49th AGM of the Company held on 26 October 2016 under Section 129 of the Companies Act 1965 which was then in force, to continue in office as Directors from the date of the 50th AGM of the Company:
 - Tan Sri Dato' Yap Yong Seong; and
 - Dato' Abdul Majit bin Ahmad Khan.Ordinary Resolution 5
Ordinary Resolution 6
- To re-appoint Messrs Ernst & Young as Auditors of the Company until the next Annual General Meeting and to authorise the Directors to fix their remuneration. Ordinary Resolution 7

As Special Business:

To consider and, if thought fit, to pass the following Resolutions with or without modifications:

6. CONTINUING IN OFFICE AS INDEPENDENT DIRECTORS

"THAT approval be and is hereby given for the following Directors, who have served as Independent Directors of the Company for a cumulative term of more than 9 years, to continue to act as Independent Directors of the Company:

- Dato' Hazli bin Ibrahim; and
- Mr Cheong Wong Sang."

Ordinary Resolution 8
Ordinary Resolution 9
Ordinary Resolution 10

7. AUTHORITY TO ISSUE AND ALLOT SHARES

"THAT, subject to the Companies Act 2016 and approval of the relevant regulatory bodies, if required, the Directors of the Company be and are hereby empowered to issue and allot shares in the Company from time to time pursuant to Sections 75 and 76 of the Companies Act 2016 and upon such terms and conditions for such purposes as the Directors of the Company may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of the issued shares of the Company for the time being AND THAT the Directors of the Company be and are hereby authorised and empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 11

8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

"THAT approval be and is hereby given to the Company and/or its subsidiaries ("the Group") to enter into all arrangements and/or transactions involving the interests of the Directors, major shareholders and/or persons connected with the Directors and/or major shareholders of the Group ("Related Parties"), comprising recurrent related party transactions of a revenue or trading nature and recurrent related party transactions pertaining to provision of financial assistance as set out in the respective sections 2.4(a) and 2.4(b) of the Company's Circular to Shareholders dated 10 October 2017 ("RRPT Mandate"), provided that such recurrent related party transactions are necessary for the day-to-day operations of the Group; are carried out in the ordinary course of business; on normal commercial terms which are consistent with the Group's normal business practices and policies; on terms not more favourable to the Related Parties than those generally available to the public; and are not to the detriment of the minority shareholders of the Company.

AND THAT such authority conferred by the shareholders of the Company, upon passing of this resolution pertaining to the RRPT Mandate, will continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company unless by an ordinary resolution passed at the next AGM of the Company, the authority is renewed; or
- 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 ("Act") (but must not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to complete and to do all such acts and things as they may consider expedient or necessary, including execution of all such documents as may be required, to implement and give effect to the RRPT Mandate."

- To transact any other business of an Annual General Meeting for which due notice shall have been given.

BY ORDER OF THE BOARD

Kwan Wai Sin (MAICSA 7035227)

Lim Yoke Si (MAICSA 0825971)

Company Secretaries

Kuala Lumpur

10 October 2017

Notes:

- Only members of the Company whose names appear in the Record of Depositors as at 26 October 2017 shall be entitled to attend, speak and vote at the 50th Annual General Meeting of the Company ("AGM") or to appoint proxy(ies) to attend, speak and vote on behalf of the member(s).
- To be valid, the original signed and/or sealed Proxy Form must be deposited at the registered office of the Company at Level 23, Menara Olympia, No. 8, Jalan Raja Chulan, 50200 Kuala Lumpur not less than 48 hours before the time for holding the AGM or any adjournment thereof.
- A member of the Company is entitled to appoint not more than 2 proxies to attend, speak and vote on such member's behalf.
- Where a member appoints more than 1 proxy to attend, speak and vote at the AGM, the appointment shall be invalid unless the member specifies in the Proxy Form the proportion of the shareholdings to be represented by each proxy.
- If the appointor is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of its attorney duly authorised in writing.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in a securities account ("Omnibus Account"), there is no limit to the number of proxies it may appoint in respect of each Omnibus Account it holds.
- The lodging of the Proxy Form will not preclude a member from attending and voting in person at the AGM should the member subsequently decide to do so.
- In compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions as set out herein will be put to vote by poll.

PERSONAL DATA PROTECTION STATEMENT

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting ("AGM") of the Company and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No individual is seeking election as a Director of the Company at the 50th Annual General Meeting ("AGM") of the Company.

The profile of all Directors is incorporated in the Annual Report 2017 of the Company. Directors who are standing for re-election and re-appointment and seeking shareholders' approval to continue to act as Independent Directors at the AGM, are as set out in the Notice of AGM and the explanatory notes below.

The information pertaining to the general mandate for issuance of securities of the Company is also set out in the explanatory notes below in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

EXPLANATORY NOTES FOR ITEMS ON THE AGENDA

1. Audited Financial Statements 2017

This agenda item provides shareholders with an opportunity to raise questions during the 50th Annual General Meeting of the Company ("AGM") on the Audited Financial Statements for the financial year ended 30 June 2017 and the Reports of the Directors and Auditors thereon ("Reports"). The Companies Act 2016 does not provide for shareholders to approve these Audited Financial Statements and Reports, hence, this item will not be put forward for voting.

2. Directors' fees and meeting allowance

The Directors' fees and meeting allowance, if approved, will be paid to the Independent Non-Executive Directors only. The estimated amount of meeting allowance is based on the number of Board meetings, Board Committees meetings and general meetings held and scheduled from 1 January 2017 until the next AGM to be held in 2018.

3. Re-election of Directors

The Board had, through the Nomination Committee, conducted an annual assessment of the members of the Board and Board Committees. The Board concurs with the Nomination Committee and recommends the re-election of Dato' Sri Yap Wee Keat and Mr Cheong Wong Sang. The Board's justification for recommending and supporting Ordinary Resolutions 3 and 4 for shareholders' approval is set out in the Corporate Governance Statement included in the Annual Report 2017.

4. Re-appointment of Directors

The Board had, through the Nomination Committee, conducted an annual assessment of the members of the Board and Board Committees. The Board concurs with the Nomination Committee and recommends the re-appointment of Tan Sri Dato' Yap Yong Seong and Dato' Abdul Majit bin Ahmad Khan. The Board's justification for recommending and supporting Ordinary Resolutions 5 and 6 for shareholders' approval is set out in the Corporate Governance Statement included in the Annual Report 2017.

5. Re-appointment of Auditors

The appointment of Messrs Ernst & Young ("EY") as Auditors of the Company ends at the conclusion of this AGM. The Audit Committee had conducted an annual assessment of EY. The Board concurs with the recommendation of the Audit Committee on the re-appointment of EY as Auditors until the conclusion of the next AGM.

6. Continuing in office as Independent Directors

Ordinary Resolutions 8 and 9, if passed, will authorise Dato' Hazli bin Ibrahim and Mr Cheong Wong Sang to continue in office as Independent Directors of the Company.

The Board, through the Nomination Committee, had conducted an annual assessment of their independence and objectivity where both Dato' Hazli bin Ibrahim and Mr Cheong Wong Sang fulfilled and shall continue to fulfil the criteria of Independent Directors pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board concurs with the Nomination Committee that aforesaid Independent Directors will continue bringing objective judgement to the Board and Board Committees as well as contributing positively to Board deliberations. The Board's justification for recommending and supporting Ordinary Resolutions 8 and 9 for shareholders' approval is set out in the Corporate Governance Statement included in the Annual Report 2017.

7. Authority to issue and allot shares

Ordinary Resolution 10, if passed, will renew the general mandate obtained at the last AGM of the Company for the Directors to issue and allot shares in the Company. As at the date of this Notice, the Company did not issue any new shares in the Company under the mandate obtained and hence no proceeds were raised.

The general mandate, if renewed, will provide flexibility and expediency to the Directors of the Company to allot and issue new shares in the Company for (including but not limited to) fundraising activities, placement of shares, funding future investments, projects, working capital and/or acquisitions, as the case may be, without having to convene a general meeting. This authority, unless revoked or varied in a general meeting, will expire at the conclusion of the next AGM of the Company.

8. Shareholders' mandate for recurrent related party transactions

Ordinary Resolution 11, if passed, will renew the shareholders' mandate obtained at the last AGM of the Company and allow DutaLand Berhad Group to enter into the recurrent related party transactions of a revenue or trading nature and recurrent related party transactions pertaining to provision of financial assistance as set out in the Circular to Shareholders of the Company dated 10 October 2017 which has been sent together with the Annual Report 2017. This authority, unless revoked or varied in a general meeting, will expire at the conclusion of the next AGM of the Company.