



GOLDEN LAND BERHAD
(Company No. 298367-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Golden Land Berhad ("GLBHD" or the "Company") will be held at Lankayan Room, 12th Floor, Four Points by Sheraton Sandakan, Sandakan Harbour Square, 90000 Sandakan, Sabah on Thursday, 9 November 2017 at 10.00 a.m or immediately after the conclusion or adjournment of the Twenty-Third Annual General Meeting of the Company to be convened, whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE SCHEME ("ESS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE ESS FOR THE DIRECTORS (INCLUDING NON-EXECUTIVE DIRECTORS) AND ELIGIBLE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT ("PROPOSED ESS")

"THAT, subject to the approvals being obtained from all relevant authorities or parties in relation to the Proposed ESS, approval and authority be and is hereby given to the Board of Directors of the Company to undertake the following:-

- (i) to establish an ESS for the benefit of the Directors (including non-executive Directors) and eligible employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("**GLBHD Group**") who fulfil certain specified conditions of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws of the Proposed ESS ("**By-Laws**") which is set out in Appendix I of the circular to shareholders of GLBHD dated 20 October 2017 ("**Circular**");
- (ii) to allot and issue and/or procure the transfer of such number of new or existing ordinary shares in the Company (as adjusted or modified from time to time pursuant to the By-Laws) ("**GLBHD Share(s)**") from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of GLBHD Shares be allotted and issued and/or transferred pursuant to granting of GLBHD Shares ("**ESS Shares**") and/or options to subscribe for acquire ESS Shares ("**ESS Options**") (collectively known as "**Awards**") to Director(s) (including non-executive Directors) and eligible employees of the GLBHD Group in relation to the Proposed ESS shall not exceed 10% in aggregate of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS;
- (iii) to make the necessary application to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for permission to deal in and for the listing of and quotation for the new GLBHD Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (iv) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, or to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws.

AND THAT the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, be and is hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF AWARDS TO BEH SUI LOON

"THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant Awards comprising the ESS Shares and/or ESS Options to Beh Sui Loon, being the Independent Non-Executive Chairman of the Company, provided that not more than 10% of the ESS Shares shall be allocated to him if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF AWARDS TO YAP PHING CERN

"THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant Awards comprising the ESS Shares and/or ESS Options to Yap Phing Cern, being the Chief Executive Officer of the Company, provided that not more than 10% of the ESS Shares shall be allocated to him if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF AWARDS TO YAP FEI CHIEN

"THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant Awards comprising the ESS Shares and/or ESS Options to Yap Fei Chien, being the Executive Director of the Company, provided that not more than 10% of the ESS Shares shall be allocated to her if she, either singly or collectively through persons connected to her, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF AWARDS TO OH KIM SUN

"THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant Awards comprising the ESS Shares and/or ESS Options to Oh Kim Sun, being the Non-Independent Non-Executive Director of the Company, provided that not more than 10% of the ESS Shares shall be allocated to him if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO TAN TECK KIONG

"THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant Awards comprising the ESS Shares and/or ESS Options to Tan Teck Kiong, being the Independent Non-Executive Director of the Company, provided that not more than 10% of the ESS Shares shall be allocated to him if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO LIM SAW IMM

"THAT subject to and conditional upon the passing of Ordinary Resolution 1, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant Awards comprising the ESS Shares and/or ESS Options to Lim Saw Imm, being the Independent Non-Executive Director of the Company, provided that not more than 10% of the ESS Shares shall be allocated to her if she, either singly or collectively through persons connected to her, holds 20% or more of the total number of issued shares (excluding treasury shares, if any) of the Company, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

BY ORDER OF THE BOARD

VOO YIN LING (MAICSA 7016194)
LIM WAI WENG (MIA 14709)
Company Secretaries

Selangor
20 October 2017

Notes:-

1. A member of the Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of members of the Company. There shall be no restriction as to the qualification of the proxy as prescribed by Section 334 of the Companies Act, 2016. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
2. There shall be no restriction to the number of proxies. Where a member appoints more than one proxy, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
3. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
4. Any alteration made in this form should be initiated by the person who signs it.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at A-09-03, Empire Tower, Empire Subang, Jalan SS16/1, 47500 Subang Jaya, Selangor Darul Ehsan, at least 48 hours before the appointed time for holding the Meeting or any adjournment thereof.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or if the appointor is a corporation, either under the hand of its common seal or under the hand of an officer or attorney duly authorized. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The Date of Record of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the meeting is 3 November 2017.