



## LAND & GENERAL BERHAD

(Company No.: 5507-H)  
(Incorporated in Malaysia)

### Notice of Forty-Ninth (49th) Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Forty-Ninth (49th) Annual General Meeting of Land & General Berhad will be held at the Saga Room, the Sri Damansara Club, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Wednesday, 5 September 2012 at 10.00 a.m. for the following purposes:

- To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2012 and the Reports of the Directors and Auditors thereon (See note 1)
- To approve the payment of Directors' fees in respect of the financial year ended 31 March 2012 (Ordinary Resolution 1)
- To re-elect the following Directors who retire pursuant to Article 93 of the Articles of Association of the Company and being eligible, offer themselves for re-election:  
(i) Mr Low Gay Teck (Ordinary Resolution 2)  
(ii) Dato' Ir Dr A Bakar Jaafar (Ordinary Resolution 3)  
(iii) Dato' Muhammad Khairun Aseh (Ordinary Resolution 4)
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration (Ordinary Resolution 5)

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary/Special Resolution(s):

- Authority to issue shares pursuant to Section 132D of the Companies Act, 1965** (Ordinary Resolution 6)  
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10% of the issued share capital 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 issued on Bursa Malaysia Securities Berhad, subject always to the approval of all relevant regulatory bodies being obtained for such issues."
- Continuing in Office as Independent Non-Executive Director** (Ordinary Resolution 7)  
"THAT subject to the passing of Ordinary Resolution 3, authority be and is hereby given to Dato' Ir Dr A Bakar Jaafar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company."
- Proposed Amendments to the Articles of Association of the Company** (Special Resolution)  
"THAT the amendments to the Articles of Association of the Company as contained in Appendix I be hereby approved.  
**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the amendments to the Articles of Association of the Company with full powers to assent to any conditions, modifications and/or amendments as may be required by the relevant authorities."
- To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By order of the Board

Wong Wai Foong (MAICSA 7001358)

Lim Poh Yen (MAICSA 7009745)

Lee Siw Yeng (MAICSA 7048942)

Secretaries

Kuala Lumpur

15 August 2012

#### Notes:

##### 1. Audited Financial Statements for the Financial Year Ended 31 March 2012

The Audited Financial Statements in Item 1 of the Agenda is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.

##### 2. Appointment of Proxy

(i) A member entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company.

There shall be no restriction as to the qualification of the proxy.

A proxy appointed to attend and vote at a meeting of the Company shall have the same right as the Member to speak at the meeting.

(ii) A member shall not be entitled to appoint more than two (2) proxies.

(iii) Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.

(iv) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

(v) Where a Member or an authorised nominee appoints two (2) proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

Where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

(vi) The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney, and in the case of a corporation either under its common seal or signed by its attorney or by an officer on behalf of the corporation.

(vii) The Proxy Form, duly completed, must be deposited at the Registered Office of the Company at Level 5, Block D, Sri Damansara Business Park, Persiaran Industri, Bandar Sri Damansara, 52200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

(viii) Only members whose names appear in the Record of Depositors as at **29 August 2012** will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.

##### 3. Explanatory Note on Special Business:

###### (i) Ordinary Resolution 6 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The Proposed Ordinary Resolution 6 is a renewal of Section 132D mandate obtained from the Shareholders of the Company at the previous Annual General Meeting and, if passed, will empower the Directors to issue ordinary shares of the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future projects, working capital, acquisition and/or for issuance of shares as settlement of purchase consideration. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting.

Since the last Annual General Meeting, there was no issuance of new ordinary shares by the Company pursuant to Section 132D mandate and the Directors do not intend to utilise the Section 132D mandate from the date of issuance of this Annual Report up to the expiry date of the existing mandate.

###### (ii) Ordinary Resolution 7 – Continuing in Office as Independent Non-Executive Director

Pursuant to the Malaysian Code on Corporate Governance 2012, the Nominations Committee recommends Dato' Ir Dr A Bakar Jaafar, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company based on the following justifications:

- he fulfills the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- he provides the Board a diverse set of experience, skill and expertise as he is a highly qualified person who has been contributing to academic fields relating to science and technology as well as serving government agencies for many years;
- he is familiar with the Company's business operations and the property development market as he has been with the Company for more than 9 years; and
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making.

###### (iii) Special Resolution – Proposed Amendments to the Articles of Association of the Company

The proposed Special Resolution, if passed, will enable the Company to comply with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and to issue shares pursuant to a Dividend Reinvestment Scheme.