



## LAND & GENERAL BERHAD

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Land & General Berhad ("L&G" or the "Company") will be held at the Saga Room, the Sri Damansara Club, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Wednesday, 31 July 2013 at 3.00 p.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF RM77,779,589 NOMINAL VALUE OF FIVE (5)-YEAR, 1%, IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("ICULS") AT 100% OF THE NOMINAL VALUE OF RM0.13 EACH ("RIGHTS ICULS") ON THE BASIS OF RM0.13 NOMINAL VALUE OF THE ICULS FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.20 EACH IN L&G ("L&G SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RIGHTS ISSUE OF ICULS")**

"**THAT**, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities including the Securities Commission Malaysia for the approval for the issuance of the ICULS, the approval-in-principle of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the admission of the ICULS to the Official List of Main Market of Bursa Securities and the listing of and quotation for the ICULS and the new L&G Shares arising from the full conversion of the ICULS pursuant to this Resolution, approval be and is hereby given to the Directors of the Company to:

- (i) provisionally allot and issue by way of renounceable rights issue of RM77,779,589 nominal value of Rights ICULS at an issue price at 100% of the nominal value of RM0.13 per Rights ICULS on the basis of RM0.13 nominal value of Rights ICULS for every one (1) existing L&G Share held on an entitlement date to be determined and announced later, to disregard fractional entitlements under the Proposed Rights Issue of ICULS and to deal with the aggregate of such fractions as the Directors of the Company may at their absolute discretion deem fit and expedient and in the best interest of the Company and to deal with the excess Rights ICULS not subscribed by the other entitled shareholders in the manner as detailed in Section 2.1.1 of Part A of the Circular to shareholders of L&G dated 16 July 2013 ("**Circular**") **AND THAT** the Rights ICULS so allotted and issued to the shareholders shall rank *pari passu* in all respects with the then all other unsubordinated and unsecured obligations of the Company subject only to those preferred by mandatory provisions of law;
- (ii) utilise the proceeds to be derived from the Proposed Rights Issue of ICULS in the manner as set out in Section 2.1.7 of Part A of the Circular and the Directors of the Company be and are hereby authorised to revise the manner and purpose of utilisation of proceeds as they may deem fit and expedient in the best interest of the Company subject to (where required) the approval of the relevant authorities;
- (iii) create and issue the ICULS at the conversion price of RM0.26 for every one (1) new L&G Share, (or such price adjusted in accordance with the trust deed) based on the indicative principal terms as set out in Appendix I of the Circular and the terms and conditions of a trust deed to be executed by the Company constituting the ICULS ("**Trust Deed**");
- (iv) allot and issue new L&G Shares arising from the conversion of the ICULS (including further ICULS arising from any adjustments under the provisions of the Trust Deed); and
- (v) enter into and execute the Trust Deed constituting the ICULS and to do all acts, deed and things as Directors of the Company may deem fit or expedient in order to implement, finalise and give effect to the Trust Deed.

**THAT** such new L&G Shares to be issued arising from the full conversion of the ICULS shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing L&G Shares except that they will not be entitled to any dividends, rights, allotments and/or distributions, that may be declared, made or paid prior to the date of allotment of these new L&G Shares.

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Rights Issue of ICULS with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors in the best interest of the Company."

#### ORDINARY RESOLUTION 2

**PROPOSED ACQUISITION OF ONE (1) BLOCK OF THIRTEEN (13)-STOREY STRATIFIED OFFICE FLOORS BEING CONSTRUCTED OVER A PIECE OF FREEHOLD LAND HELD UNDER GERAN 825, LOT NO. 3, PRESINT 3, TOWN AND DISTRICT OF PUTRAJAYA, STATE OF WILAYAH PERSEKUTUAN PUTRAJAYA BY MAPLE DOMAIN SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF L&G, FROM MAYLAND AVENUE SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF MALAYSIA LAND PROPERTIES SDN BHD, FOR A TOTAL CASH CONSIDERATION OF RM72,485,000 ("PROPOSED ACQUISITION")**

"**THAT** subject to the passing of Ordinary Resolution 1, the fulfillment of the conditions precedent and the approvals of all relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to Maple Domain Sdn Bhd ("**MDSB**"), a wholly-owned subsidiary of L&G to acquire one (1) block of thirteen (13)-storey stratified office floors being constructed over a piece of freehold land held under Geran 825, Lot No. 3, Presint 3, town and district of Putrajaya, state of Wilayah Persekutuan Putrajaya for a total cash consideration of RM72,485,000 in accordance with the terms and conditions of the conditional Master Sale Agreement, Definitive Sale and Purchase Agreements and Deed of Mutual Covenants dated 9 April 2013 entered into between MDSB and Mayland Avenue Sdn Bhd, a wholly-owned subsidiary of Malaysia Land Properties Sdn Bhd;

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Acquisition with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors in the best interest of the Company."

By Order of the Board of Directors of  
**LAND & GENERAL BERHAD**

**Wong Wai Foong (MAICSA 7001358)**  
**Lim Poh Yen (MAICSA 7009745)**  
**Lee Siw Yeng (MAICSA 7048942)**  
Company Secretaries

Kuala Lumpur  
16 July 2013

#### Notes:

1. A member entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) 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 and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.

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.

2. 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.
3. 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.
4. 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.
5. 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.
6. The Form of Proxy, duly completed, must be deposited at the Registered Office of the Company at 8trium, Level 21, Menara 1, Jalan Cempaka SD 12/5, 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.
7. Only members whose names appear in the Record of Depositors as at 24 July 2013 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.