

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighty-ninth Annual General Meeting of GuocoLand (Malaysia) Berhad (the "Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Monday, 21 October 2013 at 11.00 a.m. in order:

1. To lay before the meeting the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2013.
2. To declare a final dividend of 4% less tax for the financial year ended 30 June 2013 to be paid on 12 November 2013 to members registered in the Record of Depositors on 28 October 2013. **(Resolution 1)**
3. To approve the payment of Director fees of RM240,000 for the financial year ended 30 June 2013 (2012: RM430,000), to be divided amongst the Directors in such manner as the Directors may determine. **(Resolution 2)**
4. To re-elect the following retiring Directors:
 - (a) Mr Tan Lee Koon; **(Resolution 3)**
 - (b) Mr Quek Chee Hoon; and **(Resolution 4)**
 - (c) YBhg Tan Sri Nik Mohamed bin Nik Yaacob. **(Resolution 5)**
5. To pass the following motions as Ordinary Resolutions:
 - (a) "THAT YBhg Tan Sri Quek Leng Chan, a Director who retires in compliance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Resolution 6)**
 - (b) "THAT YBhg Dato' Chew Kong Seng, a Director who retires in compliance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Resolution 7)**
6. To re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 8)**

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following motions:

7. Ordinary Resolution

Authority To Directors To Issue Shares

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and from time to time, 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 issued pursuant to this resolution does not exceed 10% of the issued 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 and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 9)**

8. Ordinary Resolution

Proposed Renewal Of Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Hong Leong Company (Malaysia) Berhad ("HLCM") And Persons Connected With HLCM

"THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as set out in paragraph 2.3(A) of Part A of the Company's Circular to Shareholders dated 27 September 2013, with HLCM and persons connected with HLCM provided that such transactions are undertaken in the ordinary course of business, on terms which are not more favourable to the related parties than those generally available to and/or from the public, where applicable, and are not, in the Company's opinion, detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted during the financial year, including the types of recurrent transactions made and the names of the related parties involved and their relationship with the Company and/or its subsidiaries, are disclosed in the annual report of the Company; AND THAT such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
 - (iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier;
- AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution." **(Resolution 10)**

9. Ordinary Resolution

Proposed Renewal Of Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature With The Directors And Major Shareholders Of The Company And Persons Connected With Them

Proposed ordinary resolution is the same as Ordinary Resolution 10 above except that the related parties are "all the Directors and major shareholders of the Company (as defined in the Circular) and persons connected with them". **(Resolution 11)**

10. Ordinary Resolution

Proposed Renewal Of Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature With Tower Real Estate Investment Trust ("Tower REIT")

Proposed ordinary resolution is the same as Ordinary Resolution 10 above except that the related party is "Tower REIT". **(Resolution 12)**

11. Ordinary Resolution

Proposed Establishment Of An Executive Share Grant Scheme

"THAT, subject to the requisite approvals being obtained, the Directors of the Company be and are hereby authorised:

- (i) to establish and administer an executive share grant scheme ("Scheme") for the benefit of eligible executives and/or Directors of the Company and its subsidiaries ("Eligible Executives") under which grants of ordinary shares of RM0.50 each (unless otherwise adjusted) in the Company ("Shares") will be offered to the Eligible Executives without any consideration payable by the Eligible Executives in accordance with the provisions of the bye-laws referred to in Part B of the Company's Circular to Shareholders dated 27 September 2013 ("Bye-Laws");
 - (ii) from time to time to issue and allot such number of new Shares ("New Shares") and/or to transfer existing Shares ("Transferred Shares") to Eligible Executives upon vesting of Shares pursuant to the grants under the Scheme, provided that the aggregate number of Shares comprised in any options and/or grants (whether in exercised and/or unexercised options, outstanding and/or completed grants and unexercised options pending acceptances) under all executive share schemes established by the Company which are still subsisting does not exceed 10% of the total issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any point in time during the existence of the Scheme and that the New Shares shall, upon issuance and allotment, rank pari passu in all respects with the existing issued and paid-up ordinary share capital of the Company, except that the New Shares will not rank for any dividend, right, entitlement or distribution ("Rights") in respect of which the record date precedes the allotment date of the New Shares; and for Transferred Shares, such shares shall be transferred together with all Rights in respect of which the record date is on or after the transfer date; and such New Shares and Transferred Shares will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise;
 - (iii) to make the necessary applications to Bursa Malaysia Securities Berhad and to take whatever necessary actions at the appropriate time or times for permission to deal in and for listing of and quotation for the New Shares which may from time to time be issued and allotted pursuant to the Scheme; and
 - (iv) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Bye-Laws, to assent to any condition, modification, variation and/or amendment that may be required by the relevant authorities, and to do all such acts and enter into all such transactions, arrangements, agreements or undertakings, impose such terms and conditions or delegate such part of their powers as may be necessary or expedient in order to give full effect to the Scheme;
- AND THAT the existing executive share option scheme of the Company established on 21 March 2012 ("ESOS 2012"), together with the Scheme be and is forthwith re-named "Executive Share Scheme"; AND THAT the bye-laws of the ESOS 2012 be and are hereby amended to incorporate the Scheme to form a consolidated bye-laws governing the Executive Share Scheme, as set out in Appendix IV of the Company's Circular to Shareholders dated 27 September 2013." **(Resolution 13)**

12. Ordinary Resolution

Proposed Allocation Of Options And Grants To Mr Tan Lee Koon

"THAT, contingent upon the passing of Resolution 13 above, authority be and is hereby given to the Directors of the Company, from time to time, to offer to Mr Tan Lee Koon, the Managing Director of the Company, options to subscribe for/purchase such number of Shares and/or grant such number of Shares under the Executive Share Scheme of the Company as they shall deem fit PROVIDED THAT not more than 10% of the Maximum Aggregate, the "Maximum Aggregate" being defined in the Bye-Laws as an amount equivalent to 10% of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any one time, are allotted to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the Bye-Laws." **(Resolution 14)**

13. Special Resolution

Proposed Amendments To The Articles Of Association Of The Company

"THAT the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix VI of the Company's Circular to Shareholders dated 27 September 2013 be and are hereby approved." **(Resolution 15)**

14. To consider any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN that a depositor shall qualify for entitlement to the final dividend only in respect of:

- (i) shares transferred into the depositor's securities account before 4.00 p.m. on 28 October 2013 in respect of ordinary transfers; and
- (ii) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LIM YEW YOKE
CHIN MIN YANN
 Secretaries
 Kuala Lumpur
 27 September 2013

Notes

1. For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 14 October 2013 shall be entitled to attend this meeting or appoint proxy(ies) to attend and vote on their behalf.
2. Save for a member who is an exempt authorised nominee, a member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorised nominee may appoint not more than two 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.
3. Where two 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.
4. 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 48 hours before the time and date of the meeting or adjourned meeting.

Explanatory Notes

1. Ordinary Resolution 9 - Authority To Directors To Issue Shares

The proposed Ordinary Resolution, if passed, will give a renewed mandate to the Directors of the Company to issue ordinary shares of the Company from time to time provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 10 October 2012 and which will lapse at the conclusion of the Eighty-ninth Annual General Meeting.

The Renewed Mandate will enable the Directors to take swift action in case of, inter alia, a need for corporate exercises or in the event business opportunities or other circumstances arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

2. Ordinary Resolutions 10 to 12 - Proposed Renewal Of Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature ("Proposed Renewal Of Shareholders' Mandate")

The proposed Ordinary Resolutions, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Company and its subsidiaries, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to and/or from the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.

3. Ordinary Resolution 13 - Proposed Establishment Of An Executive Share Grant Scheme ("Proposed ESGS")

The proposed Ordinary Resolution, if passed, will allow the Company to establish an executive share grant scheme for eligible executives and/or Directors of the Company and its subsidiaries ("Eligible Executives") and provide the Company with flexibility to determine the most appropriate instrument or combination of instruments to be granted to the Eligible Executives as part of its efforts to motivate, reward and retain Eligible Executives. Once the Proposed ESGS is approved, the Proposed ESGS together with the ESOS 2012 of the Company which will expire on 20 March 2022 shall be renamed as Executive Share Scheme ("ESS"). The ESS will run concurrently with the Value Creation Incentive Plan of the Company which will expire in 2061 ("VCIP"). The aggregate number of ordinary shares of RM0.50 each (unless otherwise adjusted) in the Company ("Shares") under both the VCIP and the ESS shall not exceed 10% of the issued and paid-up ordinary share capital (excluding treasury shares) of the Company at any one time.

4. Ordinary Resolution 14 - Proposed Allocation Of Options And Grants To Mr Tan Lee Koon ("Proposed Allocation")

The proposed Ordinary Resolution, if passed, will allow the Directors of the Company to offer to Mr Tan Lee Koon, the Managing Director of the Company, options to subscribe for/purchase such number of Shares and/or grant such number of Shares under the ESS.

5. Special Resolution - Proposed Amendments To The Articles Of Association Of The Company ("Proposed Amendments")

The proposed Special Resolution, if passed, will ensure clarity and enable the Company to align the Articles of Association of the Company with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

6. Re-appointment Of YBhg Dato' Chew Kong Seng

The Board has undertaken an annual assessment on the independence of all its Independent Directors including YBhg Dato' Chew Kong Seng who is seeking for re-appointment in compliance with Section 129 of the Companies Act, 1965 at the forthcoming Eighty-ninth Annual General Meeting. The annual assessment has been disclosed in the Corporate Governance Statement of the Company's 2013 Annual Report.

Detailed information on the Proposed Renewal of Shareholders' Mandate, Proposed ESGS, Proposed Allocation and Proposed Amendments are set out in the Circular to Shareholders dated 27 September 2013 which is despatched together with the Company's 2013 Annual Report.