



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 Tuesday, 11 February 2014 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 resolution:

ORDINARY RESOLUTION

PROPOSED JOINT VENTURE BETWEEN PILLAR QUEST SDN BHD ("PQSB"), A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY, AND POSITIVE VALLEY SDN BHD ("PVSB"), A WHOLLY-OWNED SUBSIDIARY OF MALAYSIA LAND PROPERTIES SDN BHD ("MAYLAND") TO ACQUIRE AND DEVELOP A PARCEL OF COMMERCIAL LEASEHOLD LAND HELD UNDER TITLE NO. PAJAKAN MUKIM 6395, LOT 18152, SEKSYEN 2, BATU 4, JALAN AMPANG, TOWN OF ULU KELANG, DISTRICT OF GOMBAK, STATE OF SELANGOR MEASURING APPROXIMATELY 22,934 SQUARE METRES IN AREA ("LAND") FROM BINGO'S GOLF (SDN) BHD ("BGSB") FOR A TOTAL CASH CONSIDERATION OF RM118,493,800, VIA XTREME MERIDIAN SDN BHD ("XMSB") AS THE JOINT VENTURE COMPANY ("PROPOSED JOINT VENTURE")

"THAT, subject to the completion of the sale and purchase agreement dated 12 November 2013 made between XMSB and BGSB to acquire the Land, approval be and is hereby given to Directors of the Company and PQSB:

- (i) to enter into a joint venture with PVSB pursuant to a joint venture & shareholders' agreement dated 12 November 2013 ("**JV & SH Agreement**") entered into between PQSB, PVSB and XMSB to acquire and develop the Land via XMSB as the joint venture company;
- (ii) to subscribe for 250,050 ordinary shares of RM1.00 each in XMSB (or equivalent to 50.01% equity interest in XMSB) pursuant to the JV & SH Agreement; and
- (i) to provide financial assistance to XMSB of up to RM126,772,249 by way of advances and/or corporate guarantees for credit facilities to be secured by XMSB for the acquisition and development of the Land, and the working capital requirements of XMSB,

the details of which are set out in the Circular to shareholders dated 22 January 2014.

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 Joint Venture 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 of the Company in the best interest of the Company."

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

Lee Siw Yeng (MAICSA 7048942)
Company Secretary

Kuala Lumpur
22 January 2014

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 6 February 2014 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.*