



## LAND & GENERAL BERHAD

(Company No.: 5507-H)

(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifty-first (51<sup>st</sup>) Annual General Meeting ("AGM") of Land & General Berhad ("L&G") will be held at the Saga Room, the Sri Damansara Club, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Monday, 22 September 2014 at 10.00 a.m. for the following purposes:-

- To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2014 and the Reports of the Directors and Auditors thereon **(Ordinary Resolution 1)**
- To declare and approve payment of a single tier final dividend of 2.0 sen per ordinary share in respect of the financial year 31 March 2014 **(Ordinary Resolution 2)**
- To approve the payment of Directors' fees of RM344,168 in respect of the financial year ended 31 March 2014 **(FY2013: RM370,000)** **(Ordinary Resolution 3)**
- 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:-
  - Dato' Ir Dr A Bakar Jaafar; **(Ordinary Resolution 4)**
  - Tengku Maruan Tengku Ariff; and **(Ordinary Resolution 5)**
  - Encik Ferdaus Mahmood. **(Ordinary Resolution 6)**
- To elect Mr Chiu Andrew Wah Wai who retires pursuant to Article 98 of the Articles of Association of the Company and being eligible, offer himself for election **(Ordinary Resolution 7)**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 8)**

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.

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

- 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.
- The Proxy Form, duly completed, must be deposited at the Registered Office of the Company at 8Trium, Level 21 Menara 1, Jalan Cempaka SD12/5, 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.
- Only members whose names appear in the Record of Depositors as at **12 September 2014** will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:-

- Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

"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."

**(Ordinary Resolution 9)**

- Continuing in Office as Independent Non-Executive Director**

"THAT 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."

**(Ordinary Resolution 10)**

- 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.

#### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS HEREBY GIVEN THAT**, subject to the approval of the shareholders at the 51<sup>st</sup> AGM of L&G, a single tier final dividend of 2.0 sen per ordinary share in respect of financial year ended 31 March 2014 will be payable to the shareholders of the Company on 16 October 2014. The entitlement date of the said dividend shall be 25 September 2014.

A depositor shall qualify for entitlement to the dividend only in respect of:

- shares transferred to the depositor's securities account before 4.00 p.m. on 25 September 2014 in respect of transfers; and
- 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

Wong Wai Foong (MAICSA 7001358)  
Lee Siw Yeng (MAICSA 7048942)

Secretaries

Kuala Lumpur  
28 August 2014

Notes:-

#### 1. Appointment of Proxy

- 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 and Section 149 (1)(b) of the Companies Act, 1965 shall not apply.

#### 2. Explanatory Note on Special Business:-

- Ordinary Resolution 9 - Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

The Proposed Ordinary Resolution 9 is a renewal of Section 132D mandate obtained from the Shareholders of the Company at the previous AGM 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 AGM.

Since the last AGM, 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.

- Ordinary Resolution 10 - Continuing in Office as Independent Non-Executive Director**

Pursuant to the Malaysian Code on Corporate Governance 2012, the Nominating 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 Listing Requirements of Bursa Securities;
- 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 is aware of current issues confronting the Company and he continues to provide valuable input to steer the Company forward; and
- he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making.