



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of GuocoLand (Malaysia) Berhad ("**GLM**" or "**Company**") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 11 November 2015 at 11.30 a.m. or if later, upon the conclusion or adjournment of the 91st Annual General Meeting of the Company to be held at the same venue on the same day at 11.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY HONG LEONG REAL ESTATE HOLDINGS SDN BHD ("HLREH"), A WHOLLY OWNED SUBSIDIARY OF GLM, OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL IN DC TOWER SDN BHD ("DCT") TO HONG LEONG BANK BERHAD ("PROPOSED DISPOSAL")

"THAT, subject to all other relevant approvals being obtained from the relevant regulatory authorities and parties (if required), and the conditions precedent in the SSA (as hereinafter defined) being fulfilled or waived (as the case may be), approval be and is hereby given for HLREH to dispose its entire issued and paid-up share capital in DCT (comprising ordinary shares of RM1.00 each and redeemable preference shares of RM1.00 each with a premium of RM999 each) for an indicative cash consideration of RM189,333,000, subject to adjustments (if any) pursuant to the terms and conditions as stipulated in the conditional share sale agreement dated 3 July 2015 entered into between HLREH and Hong Leong Bank Berhad ("**SSA**");

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Disposal and in the best interest of the Company."

By Order of the Board

Lim Yew Yoke (LS 000431)

Chin Min Yann (MAICSA 7034011)

Secretaries

Kuala Lumpur

20 October 2015

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 3 November 2015 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 this 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 appointed for holding of the meeting or adjourned meeting.