

JKG LAND BERHAD

(Company No. : 154232-K) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-First Annual General Meeting (“31st AGM”) of the shareholders of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Wednesday, 19 July 2017 at 10.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

AGENDA

1. To receive the Audited Financial Statements of the Group and the Company for the financial year ended 31 January 2017 together with the Reports of the Directors and Auditors thereon. **Please refer Explanatory Note A**
2. To approve the payment of Directors’ fees of RM219,000 in respect of the financial year ended 31 January 2017, an increase of RM7,000 from the financial year ended 31 January 2016. **Ordinary Resolution 1**
3. To approve the payment of Directors’ fees up to an amount of RM342,000, for the period from February 2017 until the next Annual General Meeting of the Company scheduled for July 2018. **Ordinary Resolution 2**
4. To re-elect the following Directors retiring in accordance with Article 85 of the Company’s Articles of Association:-
 - (a) Dato’ Thor Poh Seng **Ordinary Resolution 3(a)**
 - (b) Dato’ Sri Tan Han Chuan **Ordinary Resolution 3(b)**
5. To re-elect Encik Minhat Bin Mion, a Director retiring in accordance with Article 92 of the Company’s Articles of Association. **Ordinary Resolution 4**
6. To re-appoint the following Directors of the Company:-
 - (a) Tan Sri Dato’ Tan Hua Choon **Ordinary Resolution 5(a)**
 - (b) Dato’ Ismail Bin Hamzah **Ordinary Resolution 5(b)**
7. To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**
8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

Lim Geok Heok (MACS NO. 00951)
Ho Sok Leng (MAICSA NO. 7043167)
Secretaries

Kuala Lumpur
31 May 2017

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with 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 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.

Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. The Proxy Form shall be deposited with the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, Tricor Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Annual General Meeting shall be entitled to attend and vote at the Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.

Explanatory Note A

This Agenda item is meant for discussion only. Under the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put forward for voting.

Explanatory Note on Ordinary Resolution 2

The proposed Ordinary Resolution 2 is to facilitate the payment of Directors’ fees after each month of completed service of the Non-Executive Directors of the Company from February 2017 until the next Annual General Meeting (“AGM”) of the Company in 2018, assuming that all the Non-Executive Directors will hold office until the next AGM of the Company. In the event that the Directors’ fees proposed is insufficient (e.g. due to enlarged board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

Explanatory Note on Ordinary Resolutions 5(a) and 5(b)

With the coming into force of the Companies Act 2016 on 31 January 2017, there is no age limit for directors.

At the Thirtieth Annual General Meeting of the Company held on 28 June 2016, Tan Sri Dato' Tan Hua Choon and Dato' Ismail Bin Hamzah, whom are above the age of 70, were re-appointed pursuant to Section 129(6) of the Companies Act, 1965 to hold office until the conclusion of the Thirty-First Annual General Meeting ("31st AGM") of the Company. The term of office for Tan Sri and Dato' Ismail respectively will end at the conclusion of the 31st AGM and they have offered themselves for re-appointment. The proposed Ordinary Resolutions 5(a) and 5(b), if passed, will enable Tan Sri and Dato' Ismail to continue to act as Directors of the Company and they shall be subject to retirement by rotation at a later date.