

## GuocoLand Limited

Company Registration Number: 197600660W  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 38<sup>th</sup> Annual General Meeting (“**AGM**”) of GuocoLand Limited (the “**Company**”) will be held at Orchard Ballroom 3, Level 3, Orchard Hotel Singapore, 442 Orchard Road, Singapore 238879 on Friday, 17 October 2014 at 2.30 pm for the following purposes:-

### As Ordinary Business

1. To lay before the Meeting the Directors’ Report and Audited Accounts of the Company for the financial year ended 30 June 2014.
2. To declare a First and Final Tax-Exempt (One-Tier) Dividend of 5 cents per ordinary share for the financial year ended 30 June 2014. Resolution 1
3. To approve Directors’ fees of S\$479,334 for the financial year ended 30 June 2014. Resolution 2
4. To re-elect the following Directors retiring in accordance with the Company’s Articles of Association:-  
  
Mr Timothy Teo; Resolution 3  
  
(Mr Teo will, upon re-election as a Director of the Company, remain as Chairman of the Audit and Risk Committee and a member of the Nominating Committee. Mr Teo is considered as an Independent Director by the Nominating Committee.)  
  
Mr Moses Lee – who was appointed during the year; and Resolution 4  
  
(Mr Lee will, upon re-election as a Director of the Company, remain as Chairman of the Company. Mr Lee is considered as an Independent Director by the Nominating Committee.)  
  
Mr Chia Boon Kuah – who was appointed during the year. Resolution 5
5. To re-appoint Mr Quek Leng Chan, who retires pursuant to Section 153(6) of the Companies Act, Chapter 50 (the “**Companies Act**”), as Director of the Company to hold such office until the next AGM of the Company. Resolution 6  
  
(Mr Quek will, upon re-appointment as a Director of the Company, remain as Chairman of the Executive Committee and a member of the Remuneration Committee and ESOS Committee. Mr Quek is considered as a Non-Independent Director by the Nominating Committee.)

6. To re-appoint Mr Abdullah Bin Tarmugi, who retires pursuant to Section 153(6) of the Companies Act, as Director of the Company to hold such office until the next AGM of the Company. Resolution 7

(Mr Abdullah will, upon re-appointment as a Director of the Company, remain as Chairman of the Nominating Committee and Chairman of the Remuneration Committee. Mr Abdullah is considered as an Independent Director by the Nominating Committee.)

7. To re-appoint Ms Jennie Chua, who retires pursuant to Section 153(6) of the Companies Act, as Director of the Company to hold such office until the next AGM of the Company. Resolution 8

(Ms Chua will, upon re-appointment as a Director of the Company, remain as a member of the Remuneration Committee. Ms Chua is considered as an Independent Director by the Nominating Committee.)

8. To re-appoint Messrs KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 9

### **As Special Business**

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

- 9.1 Authority to Issue Shares Resolution 10

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options that may or would require Shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares (collectively, "**Instruments**"),

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed ten per cent. (10%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below), and provided further that where shareholders of the Company with registered addresses in Singapore are not given the opportunity to participate in the same on a pro rata basis, then the aggregate number of Shares to be issued under such circumstances (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed ten per cent. (10%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares excluding treasury shares of the Company shall be calculated based on the total number of issued Shares excluding treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:
- (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

and, in relation to an Instrument, the number of shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument; and

- (3) unless varied or revoked by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

## 9.2 Renewal of Share Purchase Mandate

Resolution 11

- (a) That for the purposes of Section 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchases (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
- (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of

- (i) the date on which the next AGM of the Company is held; or
- (ii) the date by which the next AGM of the Company is required by law to be held;

- (c) in this Resolution:

“**Prescribed Limit**” means ten per cent. (10%) of the issued Shares as at the date of the passing of this Resolution; and

**“Maximum Price”** in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the 5 market days, on which transactions in the Shares were recorded, before the day on which the market purchase was made by the Company, and deemed to be adjusted for any corporate action that occurs after the relevant 5 market days; and
  - (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, twenty per cent. (20%) above the average of the closing market prices of the Shares over the 5 market days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under an Off-Market Purchase scheme; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.
10. To transact any other business of an AGM of which due notice shall have been given.

By Order of the Board

**Dawn Pamela Lum**  
Group Company Secretary

1 October 2014  
Singapore

**Notes:**

A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Collyer Quay #20-01 Singapore 049319 not less than 48 hours before the time set for holding the Meeting.

**Notes to Special Business:**

Resolution 10 is to empower the Directors to allot and issue shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 10 (including shares to be issued in pursuance of Instruments made or granted) shall not exceed ten per cent. (10%) of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of ten per cent. (10%) for shares issued other than on a *pro rata* basis (including shares to be issued in pursuance of Instruments made or granted pursuant to Resolution 10) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of Resolution 10, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 10; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. The authority conferred by Resolution 10 will continue in force until the next AGM of the Company is held or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, unless previously varied or revoked by the Company in a general meeting.

Resolution 11 is to renew the Share Purchase Mandate as described in the Circular to shareholders dated 1 October 2014 (the "Circular") which will, unless varied or revoked by the Company in a general meeting, continue in force until the next AGM of the Company is held or is required by law to be held, whichever is earlier. This ordinary resolution, if passed will authorise the Directors of the Company to make purchases or otherwise acquire issued ordinary shares in the capital of the Company pursuant to and in accordance with the guidelines as set out in the Circular.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.