

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 46th Annual General Meeting (“AGM”) of GuocoLand Limited (the “Company”) will be convened and held by way of electronic means on Friday, 14 October 2022 at 10.00 am for the following purposes:

(A) ORDINARY BUSINESS

- To lay before the AGM the Directors’ Statement and audited Financial Statements of the Company for the financial year ended 30 June 2022. **Resolution 1**
- To declare a first and final tax exempt one-tier dividend of 6 cents per ordinary share in respect of the financial year ended 30 June 2022. **Resolution 2**
- To approve the payment of Director fees of S\$647,289 for the financial year ended 30 June 2022 (2021: S\$659,877). **Resolution 3**
- To re-elect Mr Wee Lieng Seng, who will be retiring pursuant to Article 114 of the Company’s Constitution and who, being eligible, offers himself for re-election. **Resolution 4**
- To re-elect Mr Kwek Leng Hai, who will be retiring by rotation pursuant to Article 109 of the Company’s Constitution and who, being eligible, offers himself for re-election. **Resolution 5**
- To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

(B) SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications the following Ordinary Resolutions:

- Authority to issue Shares **Resolution 6**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“Companies Act”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:

- (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 might 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, “Instrument”),
- 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 Instrument made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instrument made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20%) of the total number of issued Shares, excluding treasury shares and subsidiary holdings, of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 or share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and
- (ii) any subsequent bonus issue, consolidation or subdivision of Shares;

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

- (4) 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.

8. Renewal of Share Purchase Mandate **Resolution 7**

That:

- (a) for the purposes of Sections 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) on-market purchases (each a “Market Purchase”) on the 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 of the Company 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 of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company 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 required by law to be held; or
- (ii) the date on which the purchases of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (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 (excluding treasury shares and subsidiary holdings); and

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, applicable goods and services tax, stamp duties 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 last five (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 during the relevant five (5) market days period and the day on which the purchases are made; 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 five (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 deemed to be adjusted for any corporate action that occurs during the relevant five (5) market days period and the day on which the offer is made; 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 may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD

MARY GOH SWON PING

Group Company Secretary

29 September 2022

Singapore

EXPLANATORY NOTES TO THE NOTICE OF THE 46th AGM:

Resolution 1 – is to approve the first and final tax exempt one-tier dividend of 6 cents per ordinary share in respect of the financial year ended 30 June 2022. The proposed dividend, if approved, will be paid on 15 November 2022.

Resolution 2 – is to approve the payment of Director fees of S\$647,289 for the financial year ended 30 June 2022, for services rendered by the Directors on the Board as well as on various Board Committees. Detailed information on the Director fees is set out under “Corporate Governance” in the Company’s Annual Report 2022.

Resolution 3 – In accordance with the Company’s Constitution, a newly appointed Director shall submit himself for re-election at the AGM immediately following his appointment. Mr Wee Lieng Seng was appointed a Director of the Company with effect from 29 October 2021. Upon re-election as Director of the Company, Mr Wee will remain as Chairman of the Nominating Committee, Chairman of the Remuneration Committee and a Member of the Audit and Risk Committee. He is considered an Independent Non-Executive Director.

Resolution 4 – Mr Kwek Leng Hai is due to retire from office by rotation at the AGM and being eligible, Mr Kwek has offered himself for re-election. Upon re-election as Director of the Company, Mr Kwek will remain as a member of the Nominating Committee. He is considered a Non-Independent Non-Executive Director.

Mr Moses Lee Kim Poo is also due to retire from office by rotation at the AGM. He has notified the Company that he will not seek re-election, having served on the Board of Directors for almost 9 years since 1 November 2013. Following his retirement at the conclusion of the AGM, Mr Lee will accordingly cease to be Chairman of the Board of Directors and the Company.

Detailed information (including information as set out in Appendix 7.4.1 of the SGX-ST Listing Manual) on Mr Wee Lieng Seng and Mr Kwek Leng Hai who are proposed for re-election at the AGM, can be found under “Board of Directors” in the Company’s Annual Report 2022.

Resolution 5 – is to re-appoint Messrs KPMG LLP, as the Company’s Auditors and to authorise the Directors to fix their remuneration. The Company has complied with Rule 713(1) of the SGX-ST Listing Manual by ensuring that the audit partner is not in charge of more than 5 consecutive years of audits. The current audit partner, Ms Lee Sze Yeng was appointed in July 2017.

Resolution 6 – is to empower the Directors to issue Shares and to make or grant Instrument (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instrument, up to a number not exceeding 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20% for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of Resolution 6, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 6 is passed, and (b) any subsequent bonus issue, consolidation or subdivision of Shares. The authority conferred by Resolution 6 will continue in force until the next AGM of the Company is held or is required by law to be held, whichever is earlier, unless previously varied or revoked by the Company in a general meeting. The Company currently does not have any treasury shares or subsidiary holdings.

Resolution 7 – is to renew the Share Purchase Mandate as described in the Addendum in relation to the proposed renewal of the Share Purchase Mandate dated 29 September 2022 (the “SPM Addendum”) which is available on the Company’s corporate website. This Ordinary Resolution, if passed, will enable the Company to purchase or otherwise acquire Shares pursuant to and in accordance with the guidelines as set out in the SPM Addendum.

MEETING NOTES:

General

- The AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members, instead, this Notice will be made available to members by electronic means via publication on the Company’s website at <https://www.guocoland.com.sg/annualgm.shtml>. This Notice will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

- Alternative arrangements relating to:

- (a) attendance at the AGM via electronic means (including arrangements by which the Meeting can be electronically accessed via “live” audio-visual webcast or live audio-only stream);

- (b) submission of questions in advance of, or “live” at, the AGM, and addressing of substantial and relevant questions prior to, or “live” at, the AGM; and

- (c) voting at the AGM (i) “live” by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member’s behalf at the AGM,

are set out in the accompanying Company’s announcement dated 29 September 2022. The announcement may be accessed at the Company’s website at <https://www.guocoland.com.sg/annualgm.shtml> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

- As a precautionary measure due to the current COVID-19 situation in Singapore, a member will not be able to attend the AGM in person. A member who wishes to exercise his/her/its voting rights at the AGM may:

- (a) (where the member is an individual) vote “live” via electronic means at the AGM, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote “live” via electronic means at the AGM on his/her/its behalf; or
- (b) (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.

The accompanying proxy form for the AGM may be downloaded from the Company’s website at <https://www.guocoland.com.sg/annualgm.shtml> and from the SGX website at <https://www.sgx.com/securities/company-announcements>.

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member’s proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.

- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.

- A proxy need not be a member of the Company.

- The proxy form must be submitted to the Company in the following manner:

- (a) via the Company’s pre-registration website at <https://conveneagm.sg/guocolandagm2022> in the electronic format; or

- (b) by email to contact@guocoland.com; or

- (c) by posting the physical copy to the Company’s registered office at 1 Wallich Street #31-01 Guoco Tower, Singapore 078881,

in each case, by 10.00 a.m. on 11 October 2022, being at least 72 hours before the time appointed for holding the AGM. A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above, or via the pre-registration website provided above.

- CPFIS members and SRS investors:

- (a) may vote “live” via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Approved Banks, and should contact their respective CPF Agent Banks or SRS Approved Banks if they have any queries regarding their appointment as proxies; or

- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Approved Banks to submit their votes by 5.00 p.m. on 4 October 2022.

- The Annual Report 2022 and the Addendum in relation to the Proposed Renewal of the Share Purchase Mandate dated 29 September 2022 (the “SPM Addendum”) are available on the Company’s website as follows:

- (a) the Annual Report 2022 may be accessed at <https://www.guocoland.com.sg/annualgm.shtml> by clicking on the hyperlink for ‘Annual Report 2022’; and

- (b) the SPM Addendum may be accessed at <https://www.guocoland.com.sg/annualgm.shtml> by clicking on the hyperlink for “Addendum in relation to the Proposed Renewal of the Share Purchase Mandate”.

The above documents may also be accessed on the SGX website at <https://www.sgx.com/securities/company-announcements>. Members may request for printed copies of these documents by completing and submitting the Request Form on the Company’s website.

PERSONAL DATA PRIVACY:

By (i) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, or (ii) submitting details for the registration to observe the proceedings of the AGM via a “live” audio-visual webcast or a “live” audio-only stream or (iii) submitting any question prior to the AGM in accordance with this Notice, a member of the Company:

- (1) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the following purposes (collectively, the “Purposes”):

- a. processing and administration by the Company (or its agents or service providers) of the appointment of proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);

- b. processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance, where necessary;

- c. addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and

- d. enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

- (2) warrants that where the member discloses the personal data of the member’s proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the Purposes and 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.