



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of GuocoLand (Malaysia) Berhad (the "Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 15 October 2008 immediately upon the conclusion of the Annual General Meeting of the Company to be held at 11.00 a.m. on the same day, for the purpose of considering and, if thought fit, passing with or without modifications, the following motions:-

ORDINARY RESOLUTION 1

- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG LEONG COMPANY (MALAYSIA) BERHAD ("HLCM") AND PERSONS CONNECTED WITH HLCM

"**THAT** approval be and is hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as set out in paragraph 2.3(A) of Part A of the Company's Circular to Shareholders dated 23 September 2008 (the "Circular") with HLCM and persons connected with HLCM provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on commercial terms which are not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted during the financial year, including the types of recurrent transactions made and the names of the related parties, are disclosed in the annual report of the Company;

AND THAT, such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming Extraordinary General Meeting at which such Proposed Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution."

ORDINARY RESOLUTION 2

- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH THE DIRECTORS AND MAJOR SHAREHOLDERS OF THE HONG LEONG GROUP AND PERSONS CONNECTED WITH THEM

Proposed ordinary resolution is the same as Ordinary Resolution 1 above except that the Related Party is "all the Directors and major shareholders of the Hong Leong Group (as defined in the Circular) and persons connected with them".

ORDINARY RESOLUTION 3

- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH TOWER REAL ESTATE INVESTMENT TRUST ("TOWER REIT")

Proposed ordinary resolution is the same as Ordinary Resolution 1 above except that the Related Party is "Tower REIT".

ORDINARY RESOLUTION 4

- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG LEONG INVESTMENT HOLDINGS PTE. LTD. ("HLIH") AND PERSONS CONNECTED WITH HLIH

Proposed ordinary resolution is the same as Ordinary Resolution 1 above except that the Related Party is "HLIH and persons connected with HLIH".

ORDINARY RESOLUTION 5

- PROPOSED AUTHORITY TO GRANT OPTIONS TO MR POH YANG HONG

"**THAT** authority be and is hereby given to the Directors for the time being of the Company, from time to time, to offer and to grant to Mr Poh Yang Hong, the Managing Director of the Company, options to subscribe for/purchase such number of ordinary shares of RM0.50 each in the Company under the Executive Share Option Scheme ("Scheme") of the Company as they shall deem fit PROVIDED THAT:

- (i) not more than fifty percent (50%) of the Maximum Aggregate, as defined in the Bye-Laws of the Scheme, are allotted in aggregate to eligible executives who are Directors and senior management of the Company and its subsidiaries; and
- (ii) not more than ten percent (10%) of the Maximum Aggregate, as defined in the Bye-Laws of the Scheme, are allotted to any eligible executives who, either singly or collectively through his/her associates, hold twenty percent (20%) or more of the issued and paid-up ordinary share capital of the Company;

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-Laws of the Scheme."

SPECIAL RESOLUTION

- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

"**THAT** the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix III of the Circular be and are hereby approved."

By Order of the Board

LIM YEW YOKE
Company Secretary
Kuala Lumpur
23 September 2008

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy 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.
2. 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 and date of the meeting or adjourned meeting.