



NOTICE OF THE 59TH AGM

NOTICE IS HEREBY GIVEN THAT the Fifty-Ninth (59th) Annual General Meeting (“AGM”) of Land & General Berhad (“L&G” or “the Company”) will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting Facilities from the broadcast venue at Meeting Room, 8trium, Level 21, Menara 1, Jalan Cempaka SD 12/5, Bandar Sri Damansara, 52200 Kuala Lumpur, Malaysia, for the purpose of considering and, if thought fit, passing, with or without modifications the resolutions set out in this notice.

Day and Date	:	Thursday, 15 September 2022
Time	:	10.00 a.m.
Meeting platform	:	ConveneAGM at https://conveneagm.my/land-generalagm2022 (MYNIC Domain Registration Number D6A475992).
Mode of Communication	:	i. Pose questions to the Board via real time submission of textual questions available on ConveneAGM meeting platform during live streaming of the 59th AGM, or ii. Submit questions from ConveneAGM meeting platform at https://conveneagm.my/land-generalagm2022 prior to the 59th AGM, or iii. Email questions to farah@land-general.com or lgbsec@land-general.com no later than 10.00 a.m. on Tuesday, 13 September 2022, or iv. Submit questions by completing the query form provided via facsimile or email no later than 10.00 am on Tuesday, 13 September 2022.

Item Agenda

1.	To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2022 and the Reports of the Directors and Auditors thereon.	Please refer Explanatory Note (i)
2.	To declare and approve payment of a single tier final dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 March 2022.	Ordinary Resolution 1
3.	To approve the payment of Directors' fees of RM498,000 in respect of the financial year ended 31 March 2022.	Ordinary Resolution 2
4.	To approve Directors' Meeting Allowances to Non-Executive Directors up to an amount of RM121,000 from 16 September 2022 until the next annual general meeting of the Company.	Ordinary Resolution 3
5.	To re-elect the following Directors who retire pursuant to Clause 102 of the Constitution of the Company:	
	(a) Encik Ferdaus Mahmood;	Ordinary Resolution 4
	(b) Mr Hoong Cheong Thard; and	Ordinary Resolution 5
	(c) Dato' Noorizah Binti Hj Abd Hamid	Ordinary Resolution 6
6.	To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 7



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AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:-

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| 7. Continuing in Office as Independent Non-Executive Chairman - Dato' Hj Zainal Abidin Putih | Ordinary Resolution 8 |
| <p>"THAT authority be and is hereby given to Dato' Hj Zainal Abidin Putih who has served as an Independent Non-Executive Director/Chairman of the Company for a cumulative term of more than twelve years, to continue to serve as an Independent Non-Executive Director/Chairman of the Company for the period commencing immediately after the 59th AGM up to 31 May 2023."</p> | |
| 8. Continuing in Office as Independent Non-Executive Director - Dato' Hj Ikhwan Salim Dato' Hj Sujak | Ordinary Resolution 9 |
| <p>"THAT authority be and is hereby given to Dato' Hj Ikhwan Salim Dato' Hj Sujak who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve years, to continue to serve as an Independent Non-Executive Director of the Company for the period commencing immediately after the 59th AGM up to 31 May 2023."</p> | |
| 9. Continuing in Office as Independent Non-Executive Director - Tengku Maruan Tengku Ariff | Ordinary Resolution 10 |
| <p>"THAT authority be and is hereby given to Tengku Maruan Tengku Ariff who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company for the period commencing immediately after the 59th AGM up to 23 August 2023."</p> | |
| 10. Authority to allot shares pursuant to Section 75 and 76 of the Companies Act, 2016 | Ordinary Resolution 11 |
| <p>"THAT pursuant to Section 75 and 76 of the Companies Act, 2016 ("the Act"), the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be allotted and issued does not exceed 10% of the total issued shares of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad, subject always to the approval of all relevant regulatory bodies being obtained for such issues."</p> | |
| 11. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Act. | |



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NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the 59th AGM of L&G, a single tier final dividend of 0.5 sen per ordinary share in respect of the financial year ended 31 March 2022 will be payable to the shareholders of the Company on 18 October 2022. The entitlement date of the said dividend shall be 5 October 2022.

A depositor shall qualify for entitlement to the dividend only in respect of:

- (a) shares transferred to the depositor's securities account before 4.30 p.m. on 5 October 2022 in respect of transfers; and
- (b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By order of the Board

Lee Siw Yeng (MAICSA 7048942)
SSM Practising Certificate No. 201908001160
Secretary

Kuala Lumpur
29 July 2022

NOTES:-

1. In view of the resurgence of COVID-19 cases and with the primary concern for the safety of the Company's shareholders, employees and Directors, the Board and Management decided that the 59th AGM of the Company shall be conducted on a fully virtual basis. Please follow the procedures provided in the Administrative Guide for the 59th AGM in order to register, participate and vote remotely.
2. A member entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A member shall be entitled to appoint not more than two proxies to attend and vote at the 59th AGM.
3. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
4. Where a Member appoints two proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

Where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

5. The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney, and in the case of a corporation either under its common seal or signed by its attorney or by an officer on behalf of the corporation.



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6. The Proxy Form, duly completed, must be deposited at the Registered Office of the Company at 8trium, Level 21 Menara 1, Jalan Cempaka SD12/5, Bandar Sri Damansara, 52200 Kuala Lumpur via post/courier/by hand **or** via email to lgbsec@land-general.com **or** via facsimile to Fax No. 603-6277 7061, **or alternatively**, the proxy appointment may also be lodged **electronically** via ConveneAGM meeting portal at <https://conveneagm.my/land-generalagm2022> not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof, or in the case of a poll, not less than twenty-four (24) hours i.e. **Wednesday, 14 September 2022** before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. **(Important Note: Please refer Administrative Guide for the 59th AGM for details.)**
7. Only members whose names appear in the Record of Depositors as at **8 September 2022** will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.

EXPLANATORY NOTE ON THE AGENDA:-

(i) **Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 March 2022**

This agenda is laid before the 59th AGM pursuant to Section 340(1) of the Companies Act, 2016, and does not require a formal approval of the shareholders. As such, it is meant for discussion only and not put forward for voting.

(ii) **Ordinary Resolution 2 - Payment of Directors' fees**

The directors' fees for the financial year ended 31 March 2022 was RM498,000 (2021: RM504,000). There was no change in fee and its structure since the preceding financial year. Please refer to the Corporate Governance Overview Statement for the details of the Directors' remuneration.

(iii) **Ordinary Resolution 3 - Meeting Allowances**

The meeting allowance for each Non-Executive Director is RM1,000.00 per meeting attendance and the total estimated meeting allowances amounting to RM121,000.00 are calculated based on the estimated number of meetings for Board and Board Committees from 16 September 2022 until the next AGM in year 2023.

(iv) **Ordinary Resolution 8 - Continuing in Office as Independent Non-Executive Director/Chairman - Dato' Hj Zainal Abidin Putih**

To facilitate orderly restructuring of the Board and Board Committee in view of the implementation of the 12 years limit on the tenure of the Independent Director with effect from 1 June 2023, the Nominating Committee has assessed the Independence of Dato' Hj Zainal Abidin Putih, who has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than twelve years, and recommended Dato' Hj Zainal Abidin Putih to continue to serve as an Independent Non-Executive Chairman of the Company for the period commencing immediately after the 59th AGM up to 31 May 2023, based on the following justifications as stated below.

- a) He fulfills the criteria of an Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") based on the Independence Director's assessment as carried out.
- b) He provides the Board a diverse set of experience, skill and expertise as he is a highly qualified person with diverse and in-depth work experience in different industries.
- c) He is familiar with the Company's business operations and the property development market and is aware of current issues confronting the Company and he continues to provide valuable input to steer the Company forward.
- d) He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making and he has not over-committed himself to other directorships, his personal affair or business.



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(v) **Ordinary Resolution 9 - Continuing in Office as Independent Non-Executive Director - Dato' Hj Ikhwan Salim Dato' Hj Sujak**

To facilitate orderly restructuring of the Board and Board Committee in view of the implementation of the 12 years limit on the tenure of the Independent Director with effect from 1 June 2023, the Nominating Committee has assessed the Independence of Dato' Hj Ikhwan Salim Dato' Hj Sujak, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve years, and recommended Dato' Hj Ikhwan Salim Dato' Hj Sujak to continue to serve as an Independent Non-Executive Director of the Company for the period commencing immediately after the 59th AGM up to 31 May 2023, based on the following justifications as stated below.

- a) He fulfills the criteria of an Independent Director pursuant to the MMLR based on the Independence Director's assessment as carried out.
- b) He provides the Board a diverse set of experience, skill and expertise as he is a highly qualified person with diverse and in-depth work experience in different industries.
- c) He is familiar with the Company's business operations and the property development market and is aware of current issues confronting the Company and he continues to provide valuable input to steer the Company forward.
- d) He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making and he has not over-committed himself to other directorships, his personal affair or business.

(vi) **Ordinary Resolution 10 - Continuing in Office as Independent Non-Executive Director - Tengku Maruan Tengku Ariff**

To facilitate orderly restructuring of the Board and Board Committee in view of the implementation of the 12 years limit on the tenure of the Independent Director with effect from 1 June 2023, the Nominating Committee has assessed the Independence of Tengku Maruan Tengku Ariff who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended Tengku Maruan Tengku Ariff to continue to serve as an Independent Non-Executive Director of the Company for the period commencing immediately after the 59th AGM up to 23 August 2023 based on the following justifications as stated below.

- (a) He fulfills the criteria of an Independent Director pursuant to the MMLR based on the Independence Director's assessment as carried out.
- (b) He provides the Board a diverse set of experience, skill and expertise as he is a well-qualified person with diverse work experience in different industries.
- (c) He is familiar with the Company's business operations and the property development market and is aware of current issues confronting the Company and he continues to provide valuable input to steer the Company forward.
- (d) He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making and he has not over-committed himself to other directorships, his personal affair or business.

(vii) Ordinary Resolutions 8, 9 and 10 shall be conducted by way of two-tier voting process pursuant to Practice 5.3 of the Malaysian Code of Corporate Governance 2021.



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(viii) **Ordinary Resolution 11 - Authority to allot shares pursuant to Section 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 11, if passed, will empower the Directors to allot and issue ordinary shares of the Company up to an amount not exceeding 10% of the total issued shares of the Company for purpose of fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future projects, working capital, acquisition and/or for issuance of shares as settlement of purchase consideration. This authority unless revoked or varied at a general meeting will expire at the next AGM.

As at the date of this notice, there was no issuance of new ordinary share by the Company pursuant to the mandate obtained at the 58th AGM held on 15 September 2021 and the Directors do not intend to utilise the mandate from the date of issuance of this Annual Report up to the expiry of the said mandate.