



LAND & GENERAL BERHAD
(Company No.: 5507-H)

RINGGIT MALAYSIA SEVENTY SEVEN MILLION SEVEN HUNDRED SEVENTY NINE THOUSAND AND FIVE HUNDRED EIGHTY NINE (RM77,779,589) NOMINAL VALUE OF FIVE (5)-YEAR, 1%, IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("ICULS") AT 100% OF THE NOMINAL VALUE OF RM0.13 EACH

NOTICE OF CONVERSION

Maturity Date: 24 September 2018

Conversion Price: RM0.20 (Effective from 17 April 2017)

Conversion Period: 5 years

Mode of Payment of Conversion Price:

Please tick <input type="checkbox"/>	Mode of Conversion
	a. surrendering RM_____nominal value of ICULS
	b. surrendering RM_____nominal value of ICULS together with cash portion [#] of RM_____ (Bank Draft* / cashier's order* / money order* / postal order* No. _____)

Terms defined in the Trust Deed but not specifically defined herein shall, unless the context otherwise requires, have the same meanings when used in this Notice of Conversion.

Particulars of Holder of ICULS

*Name(s) : _____
*NRIC/
Company No. : _____
*Address : _____

*Contact No. : _____
Quantity : _____
Share Code : _____

All information indicated above with an asterisk must be as per information in the records of Bursa Malaysia Depository Sdn Bhd ("**Central Depository**")

Note:

*By banker's draft / cashier's order / money order or postal order drawn on a bank or post office operating in Malaysia made out in favour of "Land & General Berhad" crossed "A/C Payee only".*

***** *Delete whichever is not applicable.*

To: **The ICULS Registrar of
LAND & GENERAL BERHAD
(Company No. 5507-H)
Symphony Share Registrars Sdn Bhd
Level 6 Symphony House
Pusat Dagangan Dana 1
Jalan PJU1A/46
47301 Petaling Jaya**

Date:

1. I/We, the undersigned, being the Holder of the undermentioned Irredeemable Convertible Unsecured Loan Stock, hereby exercise my/our right to convert the *whole/RM (*delete as appropriate*)..... of the nominal amount of such aforesaid Irredeemable Convertible Unsecured Loan Stock ("**ICULS**") into Shares in accordance with the conditions of the ICULS and in accordance with the Trust Deed.
2. I/We also:
 - (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
 - (b) hereby confirm and declare that my/our particulars indicated above with an asterisk (*) is identical to the information in the records of the Bursa Malaysia Depository Sdn Bhd ("**Central Depository**") with regards to my/our Securities Account(s) and I/we further agree and confirm that in the event the aforesaid particulars differ from the information in the Central Depository's records, the exercise of my/our rights hereunder may at your discretion be rejected;
 - (c) hereby irrevocably authorise you to instruct the Central Depository to debit the quantity of ICULS specified in column (A) of the table below ("**ICULS**") from my/our Securities Account;
 - (d) hereby confirm that the ICULS are or have been designated as "free securities" in my/or Securities Account;
 - (e) where I/we are entitled to receive the New Shares upon the exercise of my/our rights, I/we hereby irrevocably authorise you to instruct the Central Depository to credit the quantity of New Shares into my/our Securities Account as identified above and specified in Column (B) of the table below and for the notice of allotment to be despatched to me/us by ordinary post to the correspondence address mentioned above;
 - (f) hereby agree to accept all the New Shares in the Company to be issued under the Trust Deed subject to the Memorandum and Articles of Association of the Company;
 - (g) hereby confirm that after the submission of this Notice to the Company, I/we shall not dispose, transfer, charge or otherwise encumber the ICULS intended for the exercise of rights herein until the exercise is completed by the debiting of the ICULS from my/our Securities Account or the exercise is rejected by the Company, whichever shall be applicable.
3. I/We declare and agree that I/we have complied with all exchange control and other legal requirements applicable to the exercise of the conversion.

(A)

SOURCE ACCOUNT FOR DEBITING THE ICULS															
Securities Code	Quantity	CDS Account Number													
						-				-					

(B)

SOURCE ACCOUNT FOR CREDITING NEW SHARES															
Securities Code	Quantity	CDS Account Number													
						-				-					

Signature of Holder of ICULS

- (i) In the case of a corporation, this notice must be under the common seal or the hand of an officer or attorney of the corporation duly authorised on that behalf.
- (ii) Any Conversion Right not exercised within the Conversion Period will lapse and become null and void.

NOTE: (1) Conversion Price of the ICULS is Ringgit Malaysia Twenty Sen (RM0.20) only and the Conversion Right may only be exercised, within the Conversion Period. The ICULS may be converted into the New Shares in the following manners:-

- a. by surrendering RM0.20 nominal value of ICULS for one (1) New Shares; or
 - b. by surrendering RM0.13 nominal value of ICULS together with payment of cash portion of RM0.07 such that in aggregate it being equivalent to the Conversion Price for one (1) New Shares.
- (2) The Notice of Conversion shall be taken as an instruction to the Company to convert the ICULS into New Shares of the Company at the Conversion Price disregarding any fractions arising therefrom.
 - (3) No physical share certificate will be issued to the Depositor as the result of any exercise of his rights herein.
 - (4) No Depositor shall be allowed to instruct for the New Shares to be credited into any Securities Account other than one of those from which the ICULS are debited.
 - (5) Any ICULS in respect of which the Holders have not exercised their Conversion Right during the Conversion Period pursuant to Condition 4 of the First Schedule of the Trust Deed will be automatically converted into New Shares at the Conversion Price on the Maturity Date unless an Event of Default has been declared prior to the Maturity Date and in accordance with Clause 10 of the Trust Deed.
 - (6) A separate remittance of RM10.60 (inclusive of 6% GST) is payable to the Registrar being administrative fees for the conversion of the ICULS.