

**DAMANSARA REALTY BERHAD**  
**(Company 4030-D)**  
**(Incorporated in Malaysia)**

**SUMMARY OF KEY MATTERS DISCUSSED AT THE EXTRAORDINARY  
GENERAL MEETING OF DAMANSARA REALTY BERHAD HELD AT  
BALLROOM 1, DOUBLE TREE BY HILTON JOHOR BAHRU, 12 JALAN  
NGEE HENG, 80000 JOHOR BAHRU, JOHOR ON TUESDAY, 11 APRIL 2017  
AT 10.00 A.M.**

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**CHAIRMAN OF MEETING** : YB. Dato' Ahmad Zahri bin Jamil, the Chairman of the Company chaired the meeting.

**QUORUM OF MEETING** : The Chairman confirmed the quorum for the meeting to be proceeded.

**PROXIES** : The Chairman confirmed and declared that the Company has received proxies representing 201,870,068 ordinary shares in the Company, which is equivalent to 65.22% of the total shareholding of the Company.

**NOTICE OF MEETING** : The Notice convening the Meeting, having been circulated together with the Circular to the Shareholders dated 27 March 2017 within the prescribed period was tabled and taken as read.

**PRESENTATION OF THE CORPORATE PROPOSALS**

Mr Tan Heng Hooi from RHB Investment Bank Berhad ("Principal Adviser") and Mr Denis Lim from Mercury Securities Sdn Bhd ("Independent Adviser") had presented on the following corporate proposals:-

1. Proposed Joint Venture between Damansara Realty (Johor ) Sdn Bhd ("DRJ") and Country Garden Management Sdn Bhd (a wholly-owned subsidiary of Country Garden Holdings Company Limited) ("CGM"), vide DAC Properties Sdn Bhd ("DAC Properties") through which DRJ and CGM shall jointly undertake and implement the Joint Venture Project ("Proposed Joint Venture");
2. Proposed Settlement of the aggregate settlement sum of RM141,526,000 between Damansara Realty Berhad ("DBhd"), Johor Corporation, Johor City Development Sdn Bhd and Johor Land Berhad for the purpose of acquiring approximately 63.15 acres located within lot 413, Mukim of Tebrau, District of Johor Bahru and State of Johor; ("Proposed Settlement"); and

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(Summary of Key Matters discussed at the Extraordinary General Meeting held on 11 April 2017 – cont'd)

3. Provision of Financial Assistance of up to RM35.0 million from DBhd and DRJ to DAC Properties for the purpose of the Proposed Joint Venture (“Provision of Financial Assistance”).

The Independent Adviser was of the view that the terms and conditions of the Proposed Settlement (including the Proposed Joint Venture of which is inter-conditional with the Proposed Settlement) are fair and reasonable, and not detrimental to the non-interested shareholders of DBhd.

**ORDINARY RESOLUTION 1**

**PROPOSED JOINT VENTURE BETWEEN DAMANSARA REALTY (JOHOR ) SDN BHD (“DRJ”) AND COUNTRY GARDEN MANAGEMENT SDN BHD (A WHOLLY-OWNED SUBSIDIARY OF COUNTRY GARDEN HOLDINGS COMPANY LIMITED) (“CGM”), VIDE DAC PROPERTIES SDN BHD (“DAC PROPERTIES”) THROUGH WHICH DRJ AND CGM SHALL JOINTLY UNDERTAKE AND IMPLEMENT THE JV PROJECT (“PROPOSED JOINT VENTURE”)**

Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 1	157,905,810	100.00	0	0.00	Carried

**ORDINARY RESOLUTION 2**

**PROPOSED SETTLEMENT OF THE AGGREGATE SETTLEMENT SUM OF RM141,526,000 BETWEEN DAMANSARA REALTY BERHAD (“DBHD”), JOHOR CORPORATION, JOHOR CITY DEVELOPMENT SDN BHD AND JOHOR LAND BERHAD FOR THE PURPOSE OF ACQUIRING APPROXIMATELY 63.15 ACRES LOCATED WITHIN LOT 413, MUKIM OF TEBRAU, DISTRICT OF JOHOR BAHRU AND STATE OF JOHOR; (“PROPOSED SETTLEMENT”)**

Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 2	157,905,810	100.00	0	0.00	Carried

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**ORDINARY RESOLUTION 3**

**PROVISION OF FINANCIAL ASSISTANCE OF UP TO RM35.0 MILLION FROM DBHD AND DRJ TO DAC PROPERTIES FOR THE PURPOSE OF THE PROPOSED JOINT VENTURE (“PROVISION OF FINANCIAL ASSISTANCE”)**

Resolution	Vote For		Vote Against		Results
	No. of Units	%	No. of Units	%	
Resolution 3	157,905,810	100.00	0	0.00	Carried

**TERMINATION**

The Extraordinary General Meeting was terminated at 1.00 p.m. with a vote of thanks to YB. Dato’ Chairman.