LBS BINA GROUP BERHAD

[Registration No.: 200001015875 (518482-H)]

(Incorporated in Malaysia)

Notice of Twenty-Sixth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth Annual General Meeting ("AGM") of LBS Bina Group Berhad ("LBS" or "Company") will be held at Function Room, Level 5, Plaza Seri Setia, No. 1, Jalan SS9/2, 47300 Petaling Jaya, Selangor Darul Ehsan on Friday, 19 June 2026 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes on Ordinary Business)**

2. To approve the payment of a Final Single-Tier Dividend of 2.0 sen per ordinary share for the financial year ended 31 December 2025. **Resolution 1**

3. To approve the payment of Directors' Fees to the Independent Non-Executive Directors for the 12 months period from 1 July 2026 to 30 June 2027 as below: **Resolution 2**

Description	***Annual Director's Fee (RM)***	
	Chairman	***Member***
Board of Directors	*-*	*80,000*
Audit Committee	*8,000*	*3,000*
Nomination and Remuneration Committee	*5,000*	*3,000*
Sustainability Committee	*5,000*	*3,000*
Risk Management Committee	*5,000*	*3,000*

4. To approve the payment of allowances and benefits to the Directors of the Company up to an amount of RM1.50 million, for the period from 20 June 2026 to the next AGM of the Company to be held in year 2027. **Resolution 3**

5. To re-elect the following Directors who retire in accordance with Clause 100 of the Company's Constitution:-

   (i) Tan Sri' Dato' Sri Ir. (Dr.) Lim Hock San, JP **Resolution 4**

   (ii) Dato' Aminudin Zaki Bin Hashim **Resolution 5**

   (iii) Nuraini Binti Ismail **Resolution 6**

6. To re-appoint Messrs. UHY Malaysia PLT as Auditors and to authorise the Directors to fix their remuneration. **Resolution 7**

7. As Special Business:
To consider and, if thought fit, to pass with or without any modifications, the following resolutions:-

(a) **ORDINARY RESOLUTION** **Resolution 8**
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT 2016 ("THE ACT")

"THAT, subject always to the Act, the Constitution of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 & 76 of the Act, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being.

THAT pursuant to Section 85 of the Act to be read together with Article 56 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act.

AND THAT the Directors be also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Malaysia") AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

(b) **ORDINARY RESOLUTION** **Resolution 9**

PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING LBS AND ITS SUBSIDIARIES ("THE GROUP") AND DIRECTORS AND MAJOR SHAREHOLDERS OF THE GROUP AND PERSONS CONNECTED WITH THEM

"THAT approval be and is hereby given pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Malaysia for the Company, its subsidiaries or any one of them to enter into the specified recurrent transactions of a revenue or trading nature with the related parties stated in Part A of Section 2.3 of the Circular to Shareholders dated 30 April 2026 which is necessary for its day-to-day operations, in its ordinary course of business, made on an arm's length basis and on normal commercial terms of the Group and on such terms which are no more favourable to the related party than those generally available to the public and which are not detrimental to the minority shareholders of the Company.

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

(i) the conclusion of the next Annual General Meeting of the Company at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed;
(ii) the expiration of the period within the next Annual General Meeting after this date it is required to be held pursuant to Section 340(2) of the Act, but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act; or
(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier.

THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year of the Company be disclosed in the Integrated Annual Report by providing a breakdown of the aggregate value of the transaction, amongst others, based on the following information:-

(i) the type of transactions made; and
(ii) the names of the related parties involved in each type of transactions made and their relationship with the Company and its subsidiaries.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required or approved or permitted by the relevant authorities) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders' Mandate described in the Circular to Shareholders dated 30 April 2026 and/or this resolution."

ORDINARY RESOLUTION **Resolution 10**

(c) **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

"THAT, subject always to the provisions under the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("LBS Shares") as may be determined by the Directors of the Company from time to time through Bursa Malaysia upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase ("Proposed Renewal of Shares Buy-Back Authority").

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the retained profits of the Company.

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any LBS Shares so purchased ("Purchased Shares") by the Company in the following manners:-

(i) to cancel the Purchased Shares;
(ii) to retain the Purchased Shares as treasury shares held by the Company;
(iii) to distribute the treasury shares as dividend to shareholders;
(iv) to resell the treasury shares on Bursa Malaysia in accordance with the relevant rules of Bursa Malaysia;
(v) to transfer the treasury shares for the purposes of or under an employees' share scheme and/or as purchase consideration; and/or
(vi) in such manner as may be permitted pursuant to Section 127 of the Act, the provision of the Main Market Listing Requirements and any other relevant authorities for the time being in force.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:-

(i) the conclusion of the next Annual General Meeting of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next Annual General Meeting after that date is required to be held; or
(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

8. To consider any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that, subject to the approval of the shareholders at the 26th AGM, a Final Single-Tier Dividend of 2.0 sen per ordinary share in respect of the financial year ended 31 December 2025 will be paid on 17 September 2026 to depositors registered in the Record of Depositors on 28 August 2026.

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

(a) shares transferred into the Depositor's Securities Account before 4.30 p.m. on 28 August 2026 in respect of transfers; and

(b) shares bought on Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia.

By Order of the Board

LEE CHING CHING
EUGENE CHOW JAN LIANG
Company Secretaries

Petaling Jaya, Selangor
30 April 2026

Notes:

(1) A member of the Company who is entitled to attend, participate, speak and vote at the 26th AGM, may appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a member.

(2) If a member has appointed a proxy to attend a meeting and subsequently he/she attends such meeting, the appointment of such proxy shall be null and void, and his/her proxy shall not be entitled to attend the 26th AGM.

(3) In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of a duly authorised officer or attorney.

(4) Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.

(5) Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly. Any alteration to the instrument appointing a proxy must be counter-signed next to the alteration.

(6) The instrument appointing of a proxy may be made in a hard copy form or electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 26th AGM or adjourned 26th AGM at which the person named in the appointment proposes to vote:

(i) In hard copy form

a. In the case of an appointment made in hard copy form (by hand/post), the proxy form shall be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or its drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

b. By email to is.enquiry@vistra.com

(ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via Vistra Share Registry and IPO (MY) portal at http://srmy.vistra.com and steps to submit are summarised in the Administrative Guide for the 26th AGM.

(7) For a corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please deposit the ORIGINAL certificate appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd. of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or the drop-in box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. Alternatively, please bring the ORIGINAL certificate of appointment of authorised representative if it has not been deposited with the Share Registrar.

(8) The certificate of appointment of authorised representative should be executed in the following manner:

(i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

(ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:

(a) at least two (2) authorised officers, of whom one shall be a director; or

(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

(9) Where a member of the Company is an exempt authorised nominee which holds 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.

(10) The date of Record of Depository for the purpose of determining members' entitlement to attend, vote and speak at the meeting is Wednesday, 10 June 2026.

(11) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia, all resolutions set out in this Notice of 26th AGM will be put to vote by way of poll.

Explanatory Notes on Ordinary Business

(1) Item 1 of the Agenda

This item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

(2) Ordinary Resolution 2

Pursuant to Section 230(1) of the Act stipulates that the fees of Directors and any benefits payable to Directors shall be subject to shareholders' approval at a general meeting.

Based on the annual review, the Board had proposed fees payable to Independent Non-Executive Directors ("INED") under Resolution 2 for the 12 months from 1 July 2026 to 30 June 2027. This resolution, if passed, will give approval to the Company to continue paying the INEDs' fees in arrears on a quarterly basis for their services on the Board and Board Committees. The Board opined that it is just and equitable for the INEDs to be paid such payment on such basis upon them discharging their responsibilities and rendering their services to the Company.

INEDs who are members of the Company will abstain from voting on this Resolution concerning their own remuneration at the 26th AGM.

(3) Ordinary Resolution 3

The Company is seeking shareholders' approval pursuant to Section 230(1) of the Companies Act 2016 for the payment of Directors' benefits to be incurred from the date of the 26th AGM until the next annual general meeting of the Company to be held in the year 2027.

In determining the estimated total amount payable, the Board considered various factors including the Directors' involvement and responsibilities in the Group. Payment of the allowances and benefits will be made in arrears on a monthly basis and/or as and when incurred, if the Ordinary Resolution 3 has been passed. The Board is of the view that it is just and equitable for the Directors to be paid such allowances and benefits on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Group throughout the period from the conclusion of the 26th AGM to the next AGM to be held in year 2027. The payment of remuneration and benefits for the period from last AGM to 26th AGM does not exceed the approved limit of RM1.50 million.

Directors who are members of the Company will abstain from voting on this Resolution 3 concerning their own remuneration at the 26th AGM.

(4) Ordinary Resolutions 4 to 6

Tan Sri' Dato' Sri Ir. (Dr.) Lim Hock San, JP, Dato' Aminudin Zaki Bin Hashim and Nuraini Binti Ismail are standing for re-election as Directors in accordance with Clause 100 of the Constitution of the Company and being eligible, have offered themselves for re-election at the 26th AGM. They had undergone the performance evaluation and had individually made declaration of their fitness and propriety to continue acting as Directors of the Company in accordance with the Fit and Proper Policy of the Group.

Based on the assessment of the Nomination and Remuneration Committee ("NRC"), the NRC is satisfied that the retiring Directors had demonstrated their commitment and continues to be diligence and competent in the role as Directors and the Board had endorsed the NRC's recommendations. The retiring Directors had abstained from deliberations and decisions on their re-election at the Board's meeting.

The profiles of Tan Sri' Dato' Sri Ir. (Dr.) Lim Hock San, JP, Dato' Aminudin Zaki Bin Hashim and Nuraini Binti Ismail are set out in the Board of Directors' Profiles section and details of their interests in the securities of the Company are set out in the Analysis of Shareholdings section of the Company's Integrated Annual Report 2025.

(5) Ordinary Resolution 7

The Board has through the Audit Committee ("AC"), considered the re-appointment of Messrs. UHY Malaysia PLT as the Auditors of the Company. The factors considered by the AC in making the recommendation to the Board to table their re-appointment at the 26th AGM are disclosed in the Corporate Governance Overview Statement and Audit Committee Report of the Company's Integrated Annual Report 2025.

Explanatory Notes on Special Business

(1) *Ordinary Resolution 8*

The Ordinary Resolution 8 proposed for the renewal of general mandate in relation to the authorisation for issuance of shares by the Directors, if passed, will enable the Directors to issue up to ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next AGM.

As at the date of this Notice, no new share of the Company was issued pursuant to the mandate granted to the Directors at the 25th AGM held on 26 June 2025.

The renewed mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment, working capital and/or acquisition.

(2) *Ordinary Resolution 9*

Ordinary Resolution 9, if passed, will allow the Group to enter into the Recurrent Related Party Transactions in its ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would not arise. This will reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

Further information on the Recurrent Related Party Transactions is set out in the Part A of Circular to Shareholders dated 30 April 2026 of the Company.

(3) *Ordinary Resolution 10*

Ordinary Resolution 10, if passed, will give authority to the Company to purchase its own shares up to ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next AGM.

Further information on the Proposed Renewal of Share Buy-Back Authority is set out in the Part B of Circular to Shareholders dated 30 April 2026 of the Company.