



# NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth Annual General Meeting of the Company will be held at Ballroom III, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 31 May 2017 at 10.00 a.m. for the following purposes:-

## AGENDA

- |   |                     |
|---|---------------------|
| 1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.   | <b>Resolution 1</b> |
| 2. To approve the payment of a Single Tier Final Dividend of 2 sen per ordinary share for the financial year ended 31 December 2016.  | <b>Resolution 2</b> |
| 3. To approve the payment of Directors' Fees of RM150,000.00 for the financial year ended 31 December 2016.   | <b>Resolution 3</b> |
| 4. To approve the payment of Directors' Fees, allowances and benefits-in-kind to the Directors of the Company up to an amount of RM3.75 million, for the period from 1 February 2017 to the next Annual General Meeting of the Company. | <b>Resolution 4</b> |
| 5. To re-elect the following Directors who retire in accordance with Article 100 of the Company's Articles of Association:-   |                     |
| i) Dato' Chia Lok Yuen  | <b>Resolution 5</b> |
| ii) Datuk Dr Haji Baharum bin Haji Mohamed  | <b>Resolution 6</b> |
| iii) Datuk Lim Si Cheng   | <b>Resolution 7</b> |
| 6. To re-appoint Messrs. UHY as Auditors and to authorise the Directors to fix their remuneration.  | <b>Resolution 8</b> |
| 7. As Special Business:<br>To consider and, if thought fit, to pass with or without any modifications, the following Resolutions:-  |                     |

### (a) ORDINARY RESOLUTION

#### **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT, 2016**

"THAT, subject always to the Companies Act, 2016 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 Companies Act, 2016, 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 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 Securities") AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

**Resolution 9**

# NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING (CONT'D)

## **(b) ORDINARY RESOLUTION**

### **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING LBS BINA GROUP BERHAD ("LBGB") AND ITS SUBSIDIARIES ("LBGB GROUP" OR "GROUP") AND SYARIKAT JATI PEMBORONG AM SDN BHD**

"THAT approval be and is hereby given pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Securities 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 specified as stated in Section 2.3 of the Circular to Shareholders dated 28 April 2017 (the "Circular") 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;

AND THAT the approval given in the aforesaid paragraph, unless revoked or varied by the shareholders of the Company in its general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, following this general meeting at which this mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed or the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340 (2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act), whichever is earlier;

AND 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 annual report by providing a breakdown of the aggregate value of the transaction, amongst others, based on the following information:-

- (a) the type of transactions made; and
- (b) 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 and/or this Resolution."

**Resolution 10**



## NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING (CONT'D)

### (c) ORDINARY RESOLUTION

#### **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE INVOLVING LBGB GROUP AND DIRECTORS AND MAJOR SHAREHOLDERS OF LBGB 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 Securities 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 Section 2.3 of the Circular 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;

AND THAT the approval given in the aforesaid paragraph, unless revoked or varied by the shareholders of the Company in its general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, following this general meeting at which this mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed or the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340 (2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act), whichever is earlier;

AND 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 annual report by providing a breakdown of the aggregate value of the transaction, amongst others, based on the following information:-

- (a) the type of transactions made; and
- (b) 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 and/or this Resolution."

**Resolution 11**

# NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING (CONT'D)

## (d) ORDINARY RESOLUTION PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

"THAT, subject always to the provisions under the Act, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities 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 ("LBGB Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities 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 issued and paid-up share capital of the Company as at the point of purchase ("Proposed Renewal of Shares Buy-Back Authority").

THAT the maximum amount of funds to be utilized 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 LBGB Shares so purchased ("Purchased Shares") by the Company in the following manners:-

- i) to cancel the Purchased Shares; or
- ii) to retain the Purchased Shares as treasury shares held by the Company; or
- iii) to distribute the treasury shares as dividend to shareholders; or
- iv) to resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- v) to transfer the treasury shares for the purposes of or under an employees' share scheme and/or as purchase consideration; or
- vi) any combination of the above.

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 AGM 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 AGM after that date is required to be held; or
- iii) revoked or varied by ordinary resolution passed by the shareholders 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 Shares 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."



# NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

(CONT'D)

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 Seventeenth Annual General Meeting, a Single Tier Final Dividend of 2 sen per ordinary share in respect of the financial year ended 31 December 2016 will be paid on 30 August 2017 to depositors registered in the Record of Depositors on 15 August 2017.

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

- (a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 15 August 2017 in respect of transfers; and
- (b) shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board,

LEE CHING CHING  
Company Secretary

Petaling Jaya, Selangor  
28 April 2017

### Notes:

- (1) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
- (2) 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.
- (3) Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (4) Any alteration to the instrument appointing a proxy must be initialled. The instrument appointing a proxy must be deposited at the Company's Registered Office at Plaza Seri Setia, Level 1-4, No. 1, Jalan SS9/2, 47300 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time fixed for the meeting.
- (5) Shareholders' attention is hereby drawn to the Main Market Listing Requirements of Bursa Securities, which allow a member of the Company which is an exempt authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991, who holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account") to appoint multiple proxies in respect of each Omnibus Account it holds.
- (6) The date of Record of Depository for the purpose of determining members' entitlement to attend, vote and speak at the meeting is Thursday, 25 May 2017.
- (7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of Seventeenth Annual General Meeting will be put to vote by way of poll.

# NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING (CONT'D)

## **Explanatory Notes on Special Business**

### (8) Ordinary Resolution 4

*The Proposed Directors' Remuneration (excluding Directors' Fees for independent non-executive directors of the Company) comprises the allowances and other emoluments payable to Directors of the Company including monthly fixed allowance given Chairman of the Company in recognition of the significant roles in leadership and oversight, and the wide-ranging scope of responsibilities expected of him; Board and Board Committee Meeting allowance; allowance in certain subsidiary companies; and other benefits in kind.*

*In determining the estimated total amount of remuneration (excluding Directors' Fees for independent non-executive directors of the Company) for the Directors, the Board considered various factors including the Directors' involvement and responsibilities in the Group. Payment of the Directors' remuneration (excluding Directors' Fees for independent non-executive directors of the Company) will be made on a monthly basis and/or as and when incurred, if the Ordinary Resolution 4 has been passed. The Board is of the view that it is just and equitable for the Directors to be paid remuneration (excluding Directors' Fees for independent non-executive directors of the Company) on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibility and rendered their services to the Group throughout the period from 31 January 2017 to the next Annual General Meeting in 2018.*

### (9) Ordinary Resolution 9

*The Ordinary Resolution proposed under Resolution 9 above 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 10% of the issued share capital 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 Annual General Meeting.*

*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 Sixteenth Annual General Meeting held on 9 June 2016.*

*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 purpose of funding future investment, working capital and/or acquisition.*

### (10) Ordinary Resolutions 10 & 11

*Ordinary Resolutions 10 & 11, 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 Circular to Shareholders dated 28 April 2017 which is despatched together with the 2016 Annual Report of the Company.*

### (11) Ordinary Resolution 12

*Ordinary Resolution 12, if passed, will give authority to the Company to purchase its own shares up to ten per centum (10%) of the issued and paid-up share capital 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 Annual General Meeting. Further information on the Proposed Renewal of Share Buy Back Authority is set out in the Circular to Shareholders dated 28 April 2017 which is despatched together with the 2016 Annual Report of the Company.*