

# NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth Annual General Meeting of the Company will be held at Greens II, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 9 June 2016 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 2015 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of a First and Final Single-Tier Dividend of 3.5 sen per ordinary share of RM1.00 each for the financial year ended 31 December 2015. **Resolution 2**
3. To approve the payment of Directors' Fees of RM137,214.00 for the financial year ended 31 December 2015. **Resolution 3**
4. To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Company Act, 1965:-  
  
"THAT Dato' Seri Lim Bock Seng, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting."  
**Resolution 4**
5. To re-elect the following Directors who retire in accordance with Article 100 of the Company's Articles of Association:-  
  
i) Datuk Wira Lim Hock Guan **Resolution 5**  
ii) Maj (Hon) Dato' Sri Lim Hock Sing **Resolution 6**  
iii) Datuk Lim Hock Seong **Resolution 7**
6. To re-appoint Messrs. UHY as Auditors and to authorise the Directors to fix their remuneration. **Resolution 8**
7. As Special Business:  
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 SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT, subject always to the Companies Act, 1965 and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, 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 SIXTEENTH 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, Part A of the Circular to Shareholders dated 28 April 2016 (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 143 (1) of the Companies Act, 1965 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 143 (2) 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 SIXTEENTH 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, Part A 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 143 (1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143 (2) 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 SIXTEENTH 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 Companies Regulations 1966, the Memorandum and Articles of Association of the Company, 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 of RM1.00 each 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 Company's aggregate retained profits and/or share premium account.

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) 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 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 in a general meeting,

whichever occurs first.

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

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.”

## Resolution 12

### (e) SPECIAL RESOLUTION

#### PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")

"THAT the following proposed amendment to the Articles of Association of the Company, be and is hereby approved:-

Article No.	Existing Article	Proposed Amendment
Article 121A	New Article	<p><b>Participation Via Instantaneous Telecommunication Device</b></p> <p>Subject to the Act, the Requirements or any laws for the time being in force in this jurisdiction, the Directors may participate in a meeting by means of telephone conference, video conference or any other form of audio or audio-visual instantaneous communication by which all persons participating in the meeting are able to hear and be heard by all other participants, and participation in such a meeting pursuant to this provision shall constitute presence in person at such meeting. The Directors participating in any such meeting shall be counted in the quorum for such meeting.</p>

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to sign and execute all the documents on behalf of the Company to give effect to the Proposed Amendment with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or as may deemed necessary by the Directors, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendment.”

## Special Resolution

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

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

## NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that, subject to the approval of the shareholders at the Sixteenth Annual General Meeting, a First and Final Single-Tier Dividend of 3.5 sen per ordinary share of RM1.00 each in respect of the financial year ended 31 December 2015 will be paid on 5 September 2016 to depositors registered in the Record of Depositors on 18 August 2016.

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 18 August 2016 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 2016

### 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 and the provision of Section 149(1)(b) of the Act, shall not apply to 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 Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is Thursday, 2 June 2016.

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

## **Explanatory Notes on Special Business**

### (7) 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 Fifteenth Annual General Meeting held on 29 May 2015.*

*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.*

### (8) 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 2016 which is despatched together with the 2015 Annual Report of the Company.*

### (9) 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.*

### (10) Special Resolution

*The Special Resolution, if passed, will allow the board meetings to be conducted via tele-conferencing, video-conferencing or other electronic, audio or audio-visual means. The Proposed Amendment will allow for more efficiency and cost effectiveness in organising and conducting of board meetings.*