

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 67th Annual General Meeting of LAFARGE MALAYSIA BERHAD will be held at Ballroom 3, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Tuesday, 23 May 2017 at 2.00 p.m. for the following purposes:-

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note (a)
2. To re-elect the following Directors who retires as a Director of the Company under Article 85 of the Articles of Association of the Company.
 

a. Thierry Legrand;	<b>Resolution 1</b>
b. Bi Yong So Chungunco; and	<b>Resolution 2</b>
c. YM Tunku Afwida Binti Tunku A.Malek.	<b>Resolution 3</b>
3. To re-elect the following Directors who retires as a Director of the Company under Article 91 of the Articles of Association of the Company.
 

a. Martin Krieger;	<b>Resolution 4</b>
b. Daniel Nikolaus Bach;	<b>Resolution 5</b>
c. Tan Sri Dr Rebecca Fátima Sta Maria;	<b>Resolution 6</b>
d. Jean Desazars de Montgailhard; and	<b>Resolution 7</b>
e. Datuk Muhammad Noor Bin Hamid.	<b>Resolution 8</b>
4. To re-appoint Messrs Deloitte, the retiring Auditors and to authorise the Directors of the Company to fix their remuneration. **Resolution 9**

#### As Special Business

To consider and, if thought fit, to pass the following Resolutions:

5. **Ordinary Resolution**  
To re-appoint Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuanku Ja'afar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, as Independent Non-Executive Director of the Company, as per recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. **Resolution 10**
6. **Ordinary Resolution**  
To re-appoint Tan Sri A. Razak Bin Ramli who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, as Independent Non-Executive Director of the Company, as per recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. **Resolution 11**
7. **Ordinary Resolution**  
Proposed Renewal of Shareholders' Mandate as well as Proposed New Mandate for Recurrent Related Party Transactions ("Recurrent RPTs"). **Resolution 12**
8. **Ordinary Resolution**  
Proposed Renewal of Authority for Purchase of own shares by the Company ("Share Buyback"). **Resolution 13**
9. **Ordinary Resolution**  
To approve the Directors' fees and benefits of RM829,696.00 payable to the Directors in respect of the financial year ended 31 December 2016. **Resolution 14**
10. **Ordinary Resolution**  
To approve the payment of the Directors' fees and benefits of up to RM1,088,550.00 payable to the Directors in respect of the financial year ending 31 December 2017. **Resolution 15**
11. **Others**  
To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Articles of Association.

#### By Order of the Board

**Koh Poi San** (L.S. No. 9701)  
**Katina Nurani Abd Rahim** (L.S. No. 9652)  
Company Secretaries

Petaling Jaya,  
Selangor Darul Ehsan  
25 April 2017

#### Explanatory Note on Ordinary Business

- a. Item 1 of the Agenda is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements do not require formal approval of the shareholders and hence, the matter will not be put forward for voting.

#### Explanatory Notes on Special Business

##### b. Ordinary Resolution 10

The Malaysian Code on Corporate Governance 2012 recommends that approval of shareholders be sought in the event that the Company intends to retain as an independent director, a person who has served in that capacity for more than 9 years. The Board has assessed Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuanku Ja'afar, who has served as Independent Non-Executive Director of the Company for more than 9 years, and recommends that he continue to act as Independent Non-Executive Director, subject to shareholders' approval at the forthcoming AGM of the Company. Key justifications for Tunku Tan Sri Imran's continuance as Independent Non-Executive Director are as follows:

- i. Tunku Tan Sri Imran fulfills the independent criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board.
- ii. Tunku Tan Sri Imran's relevant experience and expertise as set out in his profile on page 22 of the Annual Report enables him to provide the Board with a diverse set of expertise, skills and competence and thus ensuring that all matters tabled to the Board for consideration are well deliberated. Tunku Tan Sri Imran also has the requisite experience, vast knowledge, expertise and understanding of the Company's business operations and its specialised heavy industry which enables him to contribute effectively to the Company's business and to protect the interest of the Company and its shareholders.
- iii. Tunku Tan Sri Imran has continued to exercise his independence and due care during his tenure as an Independent Non-Executive Director and Chairman of the Company and has carried out his professional duties in the best interest of the Company and its shareholders. Tunku Tan Sri Imran's long service and association with the Company enhances his knowledge and understanding of the business operations of the Company which enables him to contribute actively and effectively, thus providing balanced decision making during deliberations at Board meetings.

##### c. Ordinary Resolution 11

The Malaysian Code on Corporate Governance 2012 recommends that approval of shareholders be sought in the event that the Company intends to retain as an independent director, a person who has served in that capacity for more than 9 years. The Board has assessed Tan Sri A. Razak Bin Ramli, who has served as Independent Non-Executive Director of the Company for more than 9 years, and recommends that he continue to act as Independent Non-Executive Director, subject to shareholders' approval at the forthcoming AGM of the Company. Key justifications for Tan Sri Razak's continuance as Independent Non-Executive Director are as follows:

- i. Tan Sri Razak fulfills the independent criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board.
- ii. Tan Sri Razak's relevant experience and expertise including his vast experience in the government service sectors as set out in his profile on page 23 of the Annual Report, ensures that all matters tabled to the Board for consideration are well deliberated. Tan Sri Razak has the requisite experience, vast knowledge, expertise and understanding of the Company's business operations and its specialised heavy industry which enables him to contribute effectively to the Company's business and provide an independent view to the deliberations and decision making of the Board and the Audit Committee.
- iii. Tan Sri Razak has displayed a professional aptitude in the exercise of his professional duties and has continued to act in the best interest of the Company and its shareholders. Tan Sri Razak's long service and association with the Company enables him to contribute and participate actively and effectively and provide balanced decision making during deliberations at the Audit Committee and Board meetings.
- d. For **Ordinary Resolutions 12 and 13**, please refer to the Circular to Shareholders for the Proposed Recurrent RPT Mandate and the Share Buyback Statement, all dated 25 April 2017 despatched together with the Company's Annual Report for the financial year ended 31 December 2016.
- e. **Ordinary Resolutions 14 and 15**  
Section 230(1) of the Companies Act 2016 provides that the fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, shareholders' approval is being sought for the Directors' fees and benefits in respect of the financial year ended 2016, and for payment of the Directors' fees and benefits in respect of the financial year ending 2017. The fees of the Company's Independent Directors are based upon the rates approved by the shareholders at the AGM held on 24 May 2016. The Company's Non-Independent Directors and Executive Directors do not receive any directors' fees.

#### Notes:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. A proxy appointed to attend and vote at the meeting of the Company shall have the same rights as the member to speak at the meeting.
2. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
3. The instrument appointing a proxy must, to be valid, be deposited at the Registered Office of the Company, Level 12, Bangunan TH Uptown 3, No.3 Jalan SS21/39, 47400 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the meeting.
4. If the form of proxy is executed by a corporation, it must be either under its seal or under the hand of any authorised officer or attorney.
5. In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 May 2017 shall be entitled to attend, speak and vote at the meeting.