

NOTICE OF THE 31ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 31st Annual General Meeting of the Company will be held at The London Room, No 1, Jalan Istimewa 2, Taman Perindustrian Desa Cemerlang, 81800 Ulu Tiram, Johor Darul Takzim, Malaysia, on Friday, 28th December 2012 at 9.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

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| 1) | To lay the Audited Financial Statements of the Company and of the Group for the financial year ended 30th June 2012 together with the Reports of the Directors and Auditors thereon. | PLEASE REFER TO
NOTE A |
| 2) | To approve Directors' Fees for the financial year ended 30th June 2012. | RESOLUTION 1 |
| 3) | To consider and, if thought fit, pass the following resolutions :- | |
| | " THAT Dato' Sri Liew Kuek Hin, retiring pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting." | RESOLUTION 2 |
| | " THAT Datin Sri Lim Yook Lan, retiring pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting." | RESOLUTION 3 |
| | " THAT Dato' Cheong Siew Kai, retiring pursuant to Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting." | RESOLUTION 4 |
| 4) | To re-elect Dato' Sri Liew Yew Chung, who shall retire by rotation pursuant to Article 84 of the Company's Articles of Association. | RESOLUTION 5 |
| 5) | To re-elect Mr Huang Yan Teo, who shall retire by rotation pursuant to Article 84 of the Company's Articles of Association. | RESOLUTION 6 |
| 6) | To re-appoint Messrs. Wong Weng Foo & Co as the Auditors for the ensuing year and to authorise the Directors to fix their remuneration. | RESOLUTION 7 |

AS SPECIAL BUSINESS

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

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|----|---|---------------------|
| 7) | Ordinary Resolution I - Authority to Issue Shares | RESOLUTION 8 |
| | " THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | |

8) **Special Resolution - Proposed Amendments to the Articles of Association**

RESOLUTION 9

"**THAT** the proposed amendments to the Articles of Association of the Company as set out in Part A of the Circular to Shareholders dated 5th December 2012 be and is hereby approved and adopted accordingly **AND THAT** the Board of Directors be and is hereby authorised to take all such steps they deem necessary to effect and complete the said amendments."

9) **Ordinary Resolution II – Proposed Renewal Share Buy-Back Mandate**

RESOLUTION 10

"**THAT** subject to the Companies Act, 1965 (the "Act") rules, regulation and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and any other relevant authorities, the Directors of the Company, be and are hereby authorised to make purchases of ordinary shares of RM1.00 each in the Company's issued and paid-up ordinary share capital on Bursa Securities, subject further to the followings :-

- (a) the maximum number of shares which maybe purchased and/or held by the Company, shall be equivalent to ten per centum (10%) of the issued and paid-up ordinary share capital of the Company ("Shares") for the time being;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares, shall not exceed the retained profits and/or the share premium account of the Company. As of 30th June 2012, the audited retained profits and share premium account of the Company were RM88,372,573 and RM13,774,466 respectively; and
- (c) the authority conferred by the Resolution as set out in paragraph (a) and (b) above will commence immediately upon passing of this Ordinary Resolution and will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company, unless earlier revoked or varied by Ordinary Resolution of the Shareholders of the Company in a General Meeting or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first and, in any event, in accordance with the provisions of the Listing Requirements or any other relevant authority;

AND THAT the Directors of the Company, be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares;

AND the Directors of the Company, be and are hereby authorised to deal with any Shares so purchased and any existing treasury shares ("the Said Shares") in the following manners :-

- (i) cancel the Said Shares;
- (ii) retain part of the Said Shares as treasury shares and cancel the remainder;
- (iii) distribute all or part of the Said Shares as dividends to Shareholders, and/or cancel all or part of them;

or in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements and any other relevant authorities for the time being in force **AND THAT** the authority to deal with the Said Shares shall continue to be valid until all the Said Shares have been dealt with by the Directors of the Company."

10) **Ordinary Resolution III - Proposed Renewal Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed RRPTS Renewal")**

RESOLUTION 11

"**THAT** approval be and is hereby given to the Company to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature and to give effect to the specified Recurrent Related Party Transactions with Khee San Food Industries Sdn Bhd, as stated in Section 4 of the Circular to Shareholders dated 5th December 2012 which are necessary for the day-to-day operations of the Company, provided that:-

- (i) the transactions are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the Minority Shareholders; and
- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year;

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

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the Meeting the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Malaysian Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the Shareholders in General Meeting; whichever is earlier;

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed RRPTS Renewal."

By Order of the Board

HOH LEONG CHING (MAICSA 7006654)

HOH CHEE MUN (MIA 8891)

Secretaries

Johor Bahru

5th December 2012

Note A:

This agenda item is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of the Shareholders and hence is not put forward for voting.

Notes: -

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy may but need not be a Member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Member may appoint not more than two (2) proxies to attend the same meeting. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his holdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary 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. An exempt authorised nominee refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of subsection 25A (1) of Central Depositories Act.
4. The Proxy Form must be signed by the Appointor or his Attorney duly authorised in writing, or if the Appointor is a corporation, either under its Common Seal or under the hand of an Officer or Attorney duly authorised.
5. Only Members registered in the Record of Depositors as at 24th December 2012 shall be eligible to attend and vote at the 31st Annual General Meeting or appoint proxy(ies) to attend and vote on his/her stead.
6. The Proxy Form must be completed and deposited at Registered Office, No.1, Jalan Istimewa 2, Taman Perindustrian Desa Cemerlang, 81800 Ulu Tiram, Johor Darul Takzim, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

Explanatory Note on Special Business:-

i. Resolution 8 – Authority to issue shares

The resolution if passed, will give the Directors, the authority to issue and allot ordinary shares from the unissued capital of the Company, for such purposes as the Directors consider would be in the interest of the Company and also to avoid any delay and cost involved in convening a General Meeting to approve such issue of shares. This authority will, unless revoked or varied by the Company in General Meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law, to be held, whichever is earlier.

The general mandate sought for issue of shares up to 10% of the issued capital of the Company is a renewal to the general mandate which was approved by shareholders at the AGM held last year. As at the date of the Notice of the 31st AGM, the Company has not issued any new shares under this general mandate.

The renewal of the general mandate is to provide flexibility to the Company for any possible fund raising exercises including but not limited to issuance of new shares for funding investment project(s), working capital and or acquisitions.

As at the date of the Notice, 16,000,000 ordinary shares of RM1.00 each were issued (via private placement) pursuant to the mandate granted to the Directors at the Extraordinary General Meeting which was held on 17th April 2012. Out of the total proceeds raised, it will be utilised as follows:-

	RM
Proceeds from private placements	16,000,000.00
Utilisations :	
i) Working Capital	15,600,000.00
ii) Private Placement Expenses	400,000.00
Balance c/f	Nil



ii. **Resolution 9 – Proposed amendments to Articles of Association**

The proposed amendments to the Articles of Association of the Company are to streamline the Company's Articles of Association to be aligned with the recent amendments made in Chapter 7 of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

For further information, please refer to Part A of the Circular to Shareholders dated 5th December 2012.

iii. **Resolution 10 - Proposed Renewal Share Buy-Back Mandate**

The resolution, if passed, will empower the Director to purchase LBB shares of up to ten per centum (10%) of the issued and paid-up share capital of the Company. The detailed information on the Proposed Renewal Share Buy-Back Mandate is set out in the Circular to Shareholders dated 5th December 2012 which will be despatched together with LBB 2012 Annual Report.

iv. **Resolution 11 - Proposed Renewal Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The resolution, if passed, will allow its subsidiaries to enter into Recurrent Related Party Transactions in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The explanatory notes on Resolution 11 are set out in the Circular to Shareholders dated 5th December 2012 which will be despatched together with LBB 2012 Annual Report.