



MUAR BAN LEE GROUP BERHAD
(COMPANY NO. 753588-P)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of Muar Ban Lee Group Berhad ("MBL" or "Company") will be held at No. JR52, Lot 1818, Jalan Raja, Kawasan Perindustrian Bukit Pasir, 84300 Muar, Johor Darul Takzim on Friday, 14 June 2013 at 12.30 p.m. or immediately after the conclusion or adjournment (as the case may be) of the 7th Annual General Meeting of the Company which will be held at the same venue on the same day at 12.00 p.m., whichever is later, for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE GRANT PLAN OF UP TO 10% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF MBL FOR THE ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF MBL AND ITS SUBSIDIARIES

"THAT subject to the approval of all relevant authorities including but not limited to the approval of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors of the Company ("Board") be and is hereby authorised to:

- (1) establish, implement and administer a share grant plan to be known as "Muar Ban Lee Group Berhad Share Grant Plan" ("Proposed SGP" or "Scheme") for the benefit of the eligible employees and Executive Directors of MBL and its subsidiaries (excluding subsidiaries which are dormant) ("MBL Group") ("Eligible Person(s)") who fulfill the conditions of eligibility for participation in the Proposed SGP in accordance with the provisions of the proposed By-Laws of the Proposed SGP ("By-Laws"), a draft of which is set out in Appendix I of the Circular to shareholders dated 17 May 2013 and to give full effect to the Scheme;
- (2) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed SGP and terms of the By-Laws, including but not limited to:
 - (a) making awards and satisfying awards made under the Proposed SGP via any one or any combination of the following methods:
 - (i) the issuance of new ordinary shares of RM0.50 each in MBL ("MBL Shares");
 - (ii) acquisition of existing MBL Shares from the open market; and/or
 - (iii) cash payment.
 - (b) establish a trust ("Trust") to be administered by a trustee, to be appointed by the Board, in accordance with the terms of an applicable trust deed, to facilitate the implementation of the Proposed SGP including to provide the requisite financial and other assistance to the Trust to enable the Trust to satisfy all awards made under the Proposed SGP, where required by the laws for the time being or for purposes of expediency;
 - (c) allotting and issuing such number of new MBL Shares ("SGP MBL Shares") from time to time as may be required pursuant to the award and vesting exercise of SGP MBL Shares under the Scheme provided that the total number of SGP MBL Shares (i) to be allotted and issued, and (ii) acquired from the market, for the purposes of the Proposed SGP, shall not exceed 10% in aggregate of the total issued and paid-up ordinary share capital of the Company (excluding treasury shares, if any) at any point in time or any other limit prescribed by the relevant authorities and that such new MBL Shares will upon allotment and issue, rank pari passu in all respects with the existing issued MBL Shares save and except that the new MBL Shares shall not be entitled to any dividends, rights, allotments and/or other distributions declared, made or paid to the shareholders of the Company if the record date precedes the relevant date of allotment of the new MBL Shares;
 - (d) making the necessary applications to Bursa Securities for the listing of and quotation for the new MBL Shares arising from the vesting of the SGP MBL Shares which may from time to time be allotted and issued pursuant to the Scheme;
 - (e) modifying and/or amending the Scheme and/or By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments;

THAT the proposed By-Laws of the Proposed SGP, as set out in Appendix I of the Circular to Shareholders dated 17 May 2013;

AND THAT the Board of Directors of the Company be and is hereby authorised to give effect to the Proposed SGP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments (including adopting such modifications, variations and/or amendments to the By-Laws as set out in Appendix I of the Circular to Shareholders dated 17 May 2013) as it may deem fit and/or as may be required by the relevant regulatory authorities."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF SGP AWARD TO DATO' CHUA AH BA @ CHUA ENG KA

"THAT, subject to passing of the Ordinary Resolution 1 above and the approvals of the relevant authorities for the Proposed SGP, the Board be and are hereby authorised, at any time and from time to time for the duration of the Scheme, to grant Dato' Chua Ah Ba @ Chua Eng Ka, being the Executive Chairman of MBL and a controlling shareholder holding more than 20% of the issued and paid-up share capital (excluding treasury shares) of the Company, up to a maximum of 1,380,000 SGP MBL Shares which will be vested at a specified future date and to allot and issue and/or deliver such number of SGP MBL Shares and/or equivalent cash value or combinations thereof comprised in the Proposed SGP awarded from time to time, provided that the allocation to him does not exceed 10% of the total number of SGP MBL Shares to be issued under the Scheme, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed SGP as set out in Appendix I of the Company's circular to shareholders dated 17 May 2013.

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF SGP AWARD TO CHUA EN HOM

"THAT, subject to passing of the Ordinary Resolution 1 above and the approvals of the relevant authorities for the Proposed SGP, the Board be and are hereby authorised, at any time and from time to time for the duration of the Scheme, to grant Chua En Hom, being the Deputy Executive Chairman of MBL and a controlling shareholder holding more than 20% of the issued and paid-up share capital (excluding treasury shares) of the Company, up to a maximum of 1,380,000 SGP MBL Shares which will be vested at a specified future date and to allot and issue and/or deliver such number of SGP MBL Shares and/or equivalent cash value or combinations thereof comprised in the Proposed SGP awarded from time to time, provided that the allocation to him does not exceed 10% of the total number of SGP MBL Shares to be issued under the Scheme, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed SGP as set out in Appendix I of the Company's circular to shareholders dated 17 May 2013.

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF SGP AWARD TO CHUA ENG HUI

"THAT, subject to passing of the Ordinary Resolution 1 above and the approvals of the relevant authorities for the Proposed SGP, the Board be and are hereby authorised, at any time and from time to time for the duration of the Scheme, to grant Chua Eng Hui, being the Executive Director of MBL and a controlling shareholder holding more than 20% of the issued and paid-up share capital (excluding treasury shares) of the Company, up to a maximum of 1,380,000 SGP MBL Shares which will be vested at a specified future date and to allot and issue

and/or deliver such number of SGP MBL Shares and/or equivalent cash value or combinations thereof comprised in the Proposed SGP awarded from time to time, provided that the allocation to him does not exceed 10% of the total number of SGP MBL Shares to be issued under the Scheme, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed SGP as set out in Appendix I of the Company's circular to shareholders dated 17 May 2013.

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF SGP AWARD TO CHUA HEOK WEE

"THAT, subject to passing of the Ordinary Resolution 1 above and the approvals of the relevant authorities for the Proposed SGP, the Board be and are hereby authorised, at any time and from time to time for the duration of the Scheme, to grant Chua Heok Wee, being the Managing Director of MBL and a controlling shareholder holding more than 20% of the issued and paid-up share capital (excluding treasury shares) of the Company, up to a maximum of 1,380,000 SGP MBL Shares which will be vested at a specified future date and to allot and issue and/or deliver such number of SGP MBL Shares and/or equivalent cash value or combinations thereof comprised in the Proposed SGP awarded from time to time, provided that the allocation to him does not exceed 10% of the total number of SGP MBL Shares to be issued under the Scheme, subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed SGP as set out in Appendix I of the Company's circular to shareholders dated 17 May 2013.

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF SGP AWARD TO TAN SRI DATO' SERI TAN KING TAI @ TAN KHOON HAI

"THAT, subject to passing of the Ordinary Resolution 1 above and the approvals of the relevant authorities for the Proposed SGP, the Board be and are hereby authorised, at any time and from time to time for the duration of the Scheme, to grant Tan Sri Dato' Seri Tan King Tai @ Tan Khoon Hai, being the Executive Director / Finance Director of MBL, up to a maximum of 1,380,000 SGP MBL Shares which will be vested at a specified future date and to allot and issue and/or deliver such number of SGP MBL Shares and/or equivalent cash value or combinations thereof comprised in the Proposed SGP awarded from time to time, provided that the allocation to him does not exceed 10% of the total number of SGP MBL Shares to be issued under the Scheme, if he and/or persons connected with him (if any) hold(s) 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares), and subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed SGP as set out in Appendix I of the Company's circular to shareholders dated 17 May 2013.

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF SGP AWARD TO CHUA CHANG YEE

"THAT, subject to passing of the Ordinary Resolution 1 above and the approvals of the relevant authorities for the Proposed SGP, the Board be and are hereby authorised, at any time and from time to time for the duration of the Scheme, to grant Chua Chang Yee, an employee in a subsidiary company of MBL in an executive position and a person connected with Chua En Hom, being the Deputy Executive Chairman of MBL and a controlling shareholder of MBL, such number of SGP MBL Shares which will be vested at a specified future date and to allot and issue and/or deliver such number of SGP MBL Shares and/or equivalent cash value or combinations thereof comprised in the Proposed SGP awarded from time to time, provided that the allocation to him does not exceed 10% of the total number of SGP MBL Shares to be issued under the Scheme, and subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed SGP as set out in Appendix I of the Company's circular to shareholders dated 17 May 2013.

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF SGP AWARD TO CHUA CHANG HUAT

"THAT, subject to passing of the Ordinary Resolution 1 above and the approvals of the relevant authorities for the Proposed SGP, the Board be and are hereby authorised, at any time and from time to time for the duration of the Scheme, to grant Chua Chang Huat, an employee in a subsidiary company of MBL in an executive position and a person connected with Chua En Hom, being the Deputy Executive Chairman of MBL and a controlling shareholder of MBL, such number of SGP MBL Shares which will be vested at a specified future date and to allot and issue and/or deliver such number of SGP MBL Shares and/or equivalent cash value or combinations thereof comprised in the Proposed SGP awarded from time to time, provided that the allocation to him does not exceed 10% of the total number of SGP MBL Shares to be issued under the Scheme, and subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed SGP as set out in Appendix I of the Company's circular to shareholders dated 17 May 2013.

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF SGP AWARD TO CHUA YI TING

"THAT, subject to passing of the Ordinary Resolution 1 above and the approvals of the relevant authorities for the Proposed SGP, the Board be and are hereby authorised, at any time and from time to time for the duration of the Scheme, to grant Chua Yi Ting, an employee in a subsidiary company of MBL in an executive position and a person connected with Chua Eng Hui, being the Executive Director and a controlling shareholder of MBL, such number of SGP MBL Shares which will be vested at a specified future date and to allot and issue and/or deliver such number of SGP MBL Shares and/or equivalent cash value or combinations thereof comprised in the Proposed SGP awarded from time to time, provided that the allocation to her does not exceed 10% of the total number of SGP MBL Shares to be issued under the Scheme, and subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed SGP as set out in Appendix I of the Company's circular to shareholders dated 17 May 2013.

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF SGP AWARD TO CHUA KANG SING

"THAT, subject to passing of the Ordinary Resolution 1 above and the approvals of the relevant authorities for the Proposed SGP, the Board be and are hereby authorised, at any time and from time to time for the duration of the Scheme, to grant Chua Kang Sing, an employee in a subsidiary company of MBL in an executive position and a person connected with Chua Eng Hui, being the Executive Director and a controlling shareholder of MBL, such number of SGP MBL Shares which will be vested at a specified future date and to allot and issue and/or deliver such number of SGP MBL Shares and/or equivalent cash value or combinations thereof comprised in the Proposed SGP awarded from time to time, provided that the allocation to him does not exceed 10% of the total number of SGP MBL Shares to be issued under the Scheme, and subject always to such terms and conditions and/or any adjustment which may be made in accordance with the By-Laws governing and constituting the Proposed SGP as set out in Appendix I of the Company's circular to shareholders dated 17 May 2013.

BY ORDER OF THE BOARD

LEE HONG LIM (MIA 12949)

Company Secretary
Muar, Johor Darul Takzim
17 May 2013

Notes:

- (1) For the purpose of determining a member who shall be entitled to attend at the EGM, the Company shall be requesting a Record of Depositors as at 7 June 2013. Only a depositor whose name appears on the Record of Depositors as at 7 June 2013 shall be entitled to attend, vote and speak at the EGM or appoint proxies to attend and/or vote on his/her behalf.
- (2) A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
- (3) Where a member appoints two or more proxies, the appointment shall be invalid unless the member specifies the proportions of his/her holdings to be represented by each proxy.
- (4) The instrument appointing a proxy in the case of any individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation under its common seal or under the hand of an officer or attorney duly authorised.
- (5) 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 ("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.
- (6) The Proxy Form must be deposited at the Registered Office of the Company at No. 87, Muntri Street, 10200 Pulau Pinang, not less than forty eight (48) hours before the time set for holding the EGM or at any adjournment thereof.