



**LBS BINA GROUP BERHAD**

(Company No.: 518482-H)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of LBS Bina Group Berhad ("LBS" or the "Company") which is scheduled to be held at Greens II, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 19 July 2013 at 9.30 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

**ORDINARY RESOLUTION**

**PROPOSED DISPOSAL BY DRAGON HILL CORPORATION LIMITED ("DRAGON HILL"), A WHOLLY-OWNED SUBSIDIARY OF INTELLPLACE HOLDINGS LIMITED, WHICH IS IN TURN A WHOLLY-OWNED SUBSIDIARY OF LBS, TO JIUZHOU TOURISM PROPERTY COMPANY LIMITED ("JIUZHOU TOURISM PROPERTY"), A WHOLLY-OWNED SUBSIDIARY OF ZHUHAI HOLDINGS INVESTMENT GROUP LIMITED ("ZHUHAI HOLDINGS") OF THE FOLLOWING:-**

- I. THE ENTIRE ISSUED AND FULLY PAID-UP SHARE CAPITAL OF LAMDEAL CONSOLIDATED DEVELOPMENT LIMITED ("LAMDEAL DEVELOPMENT") FOR A TOTAL SALE CONSIDERATION OF HKD1,559.50 MILLION (EQUIVALENT TO APPROXIMATELY RM643.92 MILLION); AND**
- II. THE ENTIRE ISSUED AND FULLY PAID-UP SHARE CAPITAL OF LAMDEAL GOLF & COUNTRY CLUB LIMITED ("LAMDEAL GOLF") FOR A TOTAL SALE CONSIDERATION OF HKD90.50 MILLION (EQUIVALENT TO APPROXIMATELY RM37.37 MILLION)**

**(COLLECTIVELY REFERRED TO AS THE "PROPOSED DISPOSAL")**

"**THAT**, subject to and conditional upon the approvals of all relevant regulatory authorities being obtained, where required, approval be and is hereby given for the disposal by Dragon Hill to Jiuzhou Tourism Property of the entire issued and fully paid-up share capital of Lamdeal Development for a total sale consideration of HKD1,559.50 million (equivalent to approximately RM643.92 million) and the entire issued and fully paid-up share capital of Lamdeal Golf for a total sale consideration of HKD90.50 million (equivalent to approximately RM37.37 million), in accordance with the terms and conditions of the conditional sale and purchase agreement dated 10 April 2013 entered into between Dragon Hill, LBS, Zhuhai Holdings and Jiuzhou Tourism Property.

**AND THAT** the Board of Directors of LBS ("Board") be and is hereby authorised to sign and execute all agreements, documents, deeds, do and perform all acts, conducts and things as may be required to give effect to and to complete the aforesaid Proposed Disposal with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by counterparties; and/ or any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Disposal."

**By Order of the Board**

**LEE CHING CHING (MAICSA 7010608)**  
**PHANG AI TEE (MAICSA 7013346)**  
Company Secretaries

Petaling Jaya, Selangor  
4 July 2013

**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 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 Companies Act, 1965 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 (1) 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 the Bursa Malaysia Securities Berhad, 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) *Only members whose names appear in the Record of Depository as at 12 July 2013 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.*