



Notice of the Thirty-Second Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Thirty-Second 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, 27 December 2013 at 9.00 a.m. for the following purposes:

AGENDA

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| 1) To lay the Audited Financial Statements for the financial year ended 30 June 2013 together with the Reports of the Directors and Auditors thereon. | PLEASE REFER TO EXPLANATORY NOTE A |
| 2) To approve the payment of Directors' Fees for the financial year ended 30 June 2013. | ORDINARY 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." | ORDINARY 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." | ORDINARY 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." | ORDINARY RESOLUTION 4 |
| 4) To re-elect Dato' Liew Yew Cheng, who shall retire by rotation pursuant to Article 84 of the Company's Articles of Association. | ORDINARY RESOLUTION 5 |
| 5) To re-elect Ms. Liew Yet Mei, who shall retire by rotation pursuant to Article 84 of the Company's Articles of Association. | ORDINARY 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. | ORDINARY RESOLUTION 7 |

AS SPECIAL BUSINESS

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

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| 7) Continuing in Office as Independent Non-Executive Directors | |
| "THAT subject to the passing of the Ordinary Resolution 4, authority be and is hereby given to Dato' Cheong Siew Kai who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." | ORDINARY RESOLUTION 8 |
| "THAT authority be and is hereby given to Mr. Huang Yan Teo who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." | ORDINARY RESOLUTION 9 |



8) **Authority to allot and issue shares under Section 132D of the Companies Act, 1965**

**ORDINARY
RESOLUTION 10**

"**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, from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, including 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 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."

9) **Proposed Renewal Authority to buy back its own shares by the Company**

**ORDINARY
RESOLUTION 11**

"**THAT** subject to the Companies Act, 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company, be and are hereby unconditionally and generally authorised, to the extent permitted by the law, to purchase such number of ordinary shares of RM1.00 each of the Company ("Shares") through Bursa Securities from time to time through Bursa Securities upon such terms and conditions and for such purchases, as the Directors may deem fit and expedient in the interest of the Company, subject to the followings:

- (a) the maximum aggregate number of ordinary shares of RM1.00 each in LBB ("LBB Shares") which may be purchased and/or held by the Company shall not exceed 10% of the issued and paid-up ordinary share capital of the Company;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the LBB Shares, shall not exceed the retained profits and/or the share premium account of the Company. Based on the Audited Financial Statements of LBB for the financial year ended 30 June 2013, the audited retained profits and share premium account of the Company were RM98,682,664 and RM13,774,466 respectively; and
- (c) the authority conferred by this resolution will be effective immediately upon passing of this Ordinary Resolution and will continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, following the General Meeting at which this resolution was passed at which time it shall lapse unless by Ordinary Resolution passed at the Meeting, the authority is renewed, either unconditionally or subject to conditions but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority; or
 - (ii) the expiration of the period within which the next AGM is required by law to be held; or



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(iii) revoked or varied by ordinary resolution passed by the Shareholders in General Meeting, whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the LBB Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities;

whichever is earlier and, in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities;

AND THAT the Directors of the Company be and are hereby authorised to act and to take all steps and do all things as they may deem necessary or expedient to implement, finalise, complete and/or give full effect to the purchase of LBB Shares."

10) **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (RRPTs) involving London Biscuits Berhad with Khee San Food Industries Sdn Bhd ("Proposed Renewal of Shareholders' Mandate for RRPTs")**

**ORDINARY
RESOLUTION 12**

"**THAT**, subject to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company to enter into RRPTs and to give effect to the specified RRPTs with Khee San Food Industries Sdn Bhd, as set out in the Circular to Shareholders dated 5 December 2013 which transactions are necessary for the day-to-day operations in the ordinary course of business of the Company on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company **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 renewed by a resolution passed at the Meeting; 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 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 of the Company be and are hereby empowered to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution."

11) To transact any other business of which due notice shall have been given.

By Order of the Board

HOH LEONG CHING (MAICSA 7006654)

HOH CHEE MUN (MIA 8891)

Secretaries

Johor Bahru, Malaysia

Date: 5 December 2013

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Notes:

1. A Member entitled to attend and vote at this Meeting, is entitled to appoint a proxy or proxies to attend and vote in his/her place. 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. A 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.
2. 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 and may by resolution of its directors authorise such person as it thinks fit to act as its representative at the meeting pursuant to Section 147 of the Companies Act, 1965 and the person so appointed may attend and vote at the meeting at which the appointer is entitled to vote.
3. Where a Member of the Company is an exempt 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.
4. Only Members registered in the Record of Depositors as at 20 December 2013 shall be eligible to attend and vote at the said Meeting or appoint proxy(ies) to attend and vote on their behalf.
5. The Proxy Form must be completed and deposited at the 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:

A. Ordinary Business – Item 1 of the Agenda

This agenda is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965, which does not require a formal approval of the Shareholders and hence, this Agenda is not put forward for voting.

B. Special Business

1. Ordinary Resolutions 8 and 9 – Continuing in Office as Independent Non-Executive Directors

The Nominating Committee had assessed the independence of Dato' Cheong Siew Kai and Mr. Huang Yan Teo, whom have served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Dato' Cheong Siew Kai and Mr. Huang Yan Teo as the Independent Non-Executive Directors of the Company.

The proposed Ordinary Resolutions 8 and 9 under Agenda 7, if passed, will allow Dato' Cheong Siew Kai and Mr. Huang Yan Teo, be retained and continue to act as Independent Non-Executive Directors of the Company, to fulfill the requirements of Paragraph 3.04 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and in line with the recommendation No. 3.3 of the Malaysian Code of Corporate Governance 2012.

2. Ordinary Resolution 10 – Authority to allot and issue shares under Section 132D of the Companies Act, 1965

This proposed 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 ("AGM") or the expiration of the period within which the next AGM 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. During the financial year under review, no shares have been issued under this authority.

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.



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3. Ordinary Resolution 11 - Proposed Renewal Authority to buy back its own shares by the Company

This proposed Resolution, if passed, will empower the Company to purchase its own shares of up to 10% of the total issued and paid-up share capital of the Company. This authority will, unless, revoked or varied by the Company, in General Meeting, expires at the next AGM of the Company. The detailed information on the Proposed Renewal Authority Share Buy-Back is set out in the Statement to Shareholders dated 5 December 2013 which will be despatched together with the 2013 Annual Report.

4. Ordinary Resolution 12 - Proposed Renewal Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (RRPTs) involving London Biscuits Berhad and Khee San Food Industries Sdn Bhd ("Proposed Renewal of Shareholders' Mandate for RRPTs)

This proposed Resolution, if passed, will allow its subsidiaries to enter into RRPTs in accordance with Chapter 10 of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements. This approval will, unless, revoked or varied by the Company, in General Meeting, expires at the next AGM of the Company. The detailed information of the Proposed Renewal of Shareholders' Mandate for RRPTs are set out in the Circular to Shareholders dated 5 December 2013 which will be despatched together with the 2013 Annual Report.