



LONDON BISCUITS BERHAD
(Company No. 72057-H)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of London Biscuits Berhad ("LBB" or "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 9.30 a.m. or immediately after the conclusion or adjournment of the Thirty-Second Annual General Meeting of the Company which will be held at the same venue and on the same date at 9.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:

**ORDINARY RESOLUTION 1
PROPOSED TERMINATION OF THE EXISTING EMPLOYEES' SHARE OPTION SCHEME**

"THAT the approval of the relevant authorities being obtained (if required), the Directors of the Company be and are hereby authorised to terminate the existing Employees' Share Option Scheme ("Existing ESOS") ("Proposed Termination"), which was established on 4 January 2011 and is expiring on 3 January 2016 **AND THAT** the Board of Directors of the Company be and are hereby authorised to give effect on the said Proposed Termination with full powers to do all such acts as they may consider necessary or expedient so as to give full effect to the same with further power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant government/regulatory authorities."

**ORDINARY RESOLUTION 2
PROPOSED ESTABLISHMENT OF A NEW EMPLOYEES' SHARE OPTION SCHEME**

"THAT subject to passing of Ordinary Resolution 1 and the approval of all the relevant authorities, including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of the new ordinary shares of the Company to be issued hereunder, the Board of Directors of the Company be and is hereby authorised to:

- (i) establish, implement and administer an employees' share option scheme to be known as "Employees' Share Option Scheme" ("Proposed New ESOS" or "Scheme") for the benefit of all eligible employees and Executive Directors of the Company and its subsidiaries ("LBB Group") (excluding subsidiaries which are dormant), in accordance with the provisions of the By-Laws of the Scheme as set out in **Appendix I** of the circular to shareholders of the Company dated 5 December 2013 ("Circular") ("Eligible Persons") and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities;
- (ii) do all things necessary and make the necessary applications at the appropriate time or times to Bursa Securities for the listing of and quotation for the new ordinary shares of RM1.00 each in LBB ("LBB Shares") which may from time to time be allotted and issued pursuant to the Scheme;
- (iii) to allot and issue from time to time such number of new LBB Shares as may be required to be issued pursuant to the exercise of the options under the Proposed New ESOS provided that the total number of new LBB Shares to be issued under the Proposed New ESOS shall not exceed in aggregate fifteen percent (15%) of the total issued and paid-up share capital of the Company at any point in time during the existence of the Scheme and that such new LBB Shares to be allotted and issued pursuant to the exercise of the options shall, upon allotment and issuance, rank pari passu in all respects with the then existing LBB Shares in issue, save and except that the new LBB Shares will not be entitled to any dividends, rights, allotments and/or other distributions the entitlement date of which is prior to the date of allotment of the new LBB Shares and will be subject to all the provisions of the Articles of Association of the Company relating to transfer, transmission or otherwise;
- (iv) modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to do all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all such documents as may be necessary to give full effect to the Scheme with full power to assent to any modifications and/or amendments, as may be imposed by and/or agreed with the relevant authorities;
- (v) to extend the Proposed New ESOS, if the Directors of the Company deem fit, for up to an aggregate duration of not exceeding ten (10) years from the Effective Date ("Proposed New ESOS Extension"); and
- (vi) to do all such acts and to enter into all transactions, arrangements, agreements, deeds or undertakings and to make rules and regulations, or impose such terms and conditions or delegate part or all of its powers, as may be necessary or expedient in order to give full effect to the Scheme.

AND THAT the Board of Directors of the Company be and is hereby authorised to give effect to the Proposed New ESOS and Proposed New ESOS Extension with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities;

AND THAT the draft By-Laws of the Proposed New ESOS as set out in **Appendix I** of the Circular, which is in compliance with the Listing Requirements of Bursa Securities be and is hereby approved."

**ORDINARY RESOLUTION 3
PROPOSED ALLOCATION OF OPTIONS TO DATO' SRI LIEW YEW CHUNG**

"THAT subject to the passing of Ordinary Resolutions 1 and 2 above, the Board of Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Dato' Sri Liew Yew Chung, the Group Managing Director/Group Chief Executive Officer of the Company, options to subscribe for new LBB Shares of up to a maximum of 2,133,000 LBB Shares under the Proposed New ESOS **PROVIDED THAT** not more than ten percent (10%) of the new LBB Shares available under the Scheme at the point in time when the Offer is made, should be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) to the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of LBB, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Proposed New ESOS."

**ORDINARY RESOLUTION 4
PROPOSED ALLOCATION OF OPTIONS TO DATO' LIEW YET LEE**

"THAT subject to the passing of Ordinary Resolutions 1 and 2 above, the Board of Directors of the Company be and is hereby authorised, at any time and from time to time during the duration of the Scheme, to offer and/or grant to Dato Liew Yet Lee, the Non-Independent Non-Executive Director and Group General Manager, Operations System Support Department of the Company, options to subscribe for new LBB Shares of up to a maximum of 2,133,000 LBB Shares under the Proposed New ESOS **PROVIDED THAT** not more than ten percent (10%) of the new LBB Shares available under the Scheme at the point in time when the Offer is made, should be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) to the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of LBB, and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws of the Proposed New ESOS."

By order of the Board

Hoh Leong Ching (MAICSA 7006654)
Hoh Chee Mun (MIA 8891)

Company Secretaries
Johor Bahru, Malaysia
5 December 2013

Notes:

- (i) 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 place. A proxy 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.
- (ii) 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 appointor is entitled to vote.
- (iii) 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.
- (iv) Only Members registered in the Record of Depositors as at 20 December 2013 shall be eligible to attend the EGM or appoint proxy to attend and vote on their behalf.
- (v) 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.