

LBS BINA GROUP BERHAD (518482-H)
(Incorporated in Malaysia)

Notice of Fourteenth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of the Company will be held at Kuala Lumpur Golf and Country Club, Function Room 1, 2, 3, Level 1, Main Lobby, No. 10, Jalan 1/70 D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on Thursday, 26 June 2014 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To approve the payment of a Single Tier Final Dividend of 1.5 sen per ordinary share of RM1.00 each for the financial year ended 31 December 2013. **Resolution 2**
3. To approve the payment of Directors' Fees of RM174,890.96 for the financial year ended 31 December 2013. **Resolution 3**
4. To re-elect Dato' Seri Lim Bock Seng as the Directors who retire pursuant to Section 129(6) of the Companies Act, 1965. **Resolution 4**
5. To re-elect the following Directors who retire in accordance with Article 100 of the Company's Articles of Association:-
 - i) Datuk Lim Hock Seong **Resolution 5**
 - ii) Chia Lok Yuen **Resolution 6**
6. To re-elect the following Directors who retire in accordance with Article 106 of the Company's Articles of Association:-
 - i) Datuk Haji Baharum bin Haji Mohamed **Resolution 7**
 - ii) Datuk Lim Si Cheng **Resolution 8**
7. To re-appoint Messrs. UHY as Auditors and to authorise the Directors to fix their remuneration. **Resolution 9**
8. As Special Business:
To consider and, if thought fit, to pass with or without any modifications, the following Ordinary Resolutions:-
 - (a) **ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT, subject always to the Companies Act, 1965 and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued in any one financial year of the Company 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 also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 10

(b) **ORDINARY RESOLUTION
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
INVOLVING LBS BINA GROUP BERHAD ("LBGB") AND ITS
SUBSIDIARIES ("LBGB GROUP" OR "GROUP") AND SYARIKAT JATI
PEMBORONG AM SDN BHD**

"THAT approval be and is hereby given pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Securities for the Company, its subsidiaries or any one of them to enter into the specified recurrent transactions of a revenue or trading nature with the related parties specified as stated in Section 2.3, Part A of the Circular to Shareholders dated 4 June 2014 (the "Circular") which is necessary for its day-to-day operations, in its ordinary course of business, made on an arm's length basis and on normal commercial terms of the Group and on such terms which are no more favourable to the related party than those generally available to the public and which are not detrimental to the minority shareholders of the Company;

AND THAT the approval given in the aforesaid paragraph, unless revoked or varied by the shareholders of the Company in its general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, following this general meeting at which this mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed or the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143 (1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143 (2) of the Act), whichever is earlier;

AND THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year of the Company be disclosed in the annual report by providing a breakdown of the aggregate value of the transaction, amongst others, based on the following information:-

- (a) the type of transactions made; and
- (b) the names of the related parties involved in each type of transactions made and their relationship with the Company and its subsidiaries

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required or approved or permitted by the relevant authorities) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders' Mandate described in the Circular and/or this Resolution."

Resolution 11

(c) **ORDINARY RESOLUTION
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED
PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
INVOLVING LBGB GROUP AND DIRECTORS AND MAJOR
SHAREHOLDERS OF LBGB GROUP AND PERSONS CONNECTED TO
THEM**

"THAT approval be and is hereby given pursuant to Chapter 10.09 of the Main Market Listing Requirements of Bursa Securities for the Company, its subsidiaries or any one of them to enter into the specified recurrent transactions of a revenue or trading nature with the related parties stated in Section 2.3, Part A of the Circular which is necessary for its day-to-day operations, in its ordinary course of business, made on an arm's length basis and on normal commercial terms of the Group and on such terms which are no more favourable to the related party than those generally available to the public and which are not detrimental to the minority shareholders of the Company;

AND THAT the approval given in the aforesaid paragraph, unless revoked or varied by the shareholders of the Company in its general meeting, shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, following this general meeting at which this mandate is passed, at which time it will lapse,

unless by a resolution passed at the meeting, the authority is renewed or the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143 (1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143 (2) of the Act), whichever is earlier;

AND THAT the aggregate value of the transactions conducted pursuant to the Proposed Shareholders' Mandate during the financial year of the Company be disclosed in the annual report by providing a breakdown of the aggregate value of the transaction, amongst others, based on the following information:-

- (a) the type of transactions made; and
- (b) the names of the related parties involved in each type of transactions made and their relationship with the Company and its subsidiaries

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required or approved or permitted by the relevant authorities) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders' Mandate described in the Circular and/or this Resolution.”

Resolution 12

(d) **ORDINARY RESOLUTION
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

“THAT, subject always to the provisions under the Act, the Companies Regulations 1966, the Memorandum and Articles of Association of the Company, Main Market Listing Requirements of Bursa Securities and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares of RM1.00 each in the Company (“LBGB Shares”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as at point of purchase (“Proposed Renewal of Shares Buy-Back Authority”).

THAT the maximum amount of funds to be utilized for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company's aggregate retained profits and/or share premium account.

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any LBGB Shares so purchased (“Purchased Shares”) by the Company in the following manners:-

- i) to cancel the Purchased Shares; or
- ii) to retain the Purchased Shares as treasury shares held by the Company; or
- iii) to distribute the treasury shares as dividend to shareholders; or
- iv) to resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities; or
- v) any combination of the above.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:-

- i) the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions; or
- ii) the expiration of the period within which the next AGM after that date is required to be held; and
- iii) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first.

AND THAT the Directors of the Company be and are hereby authorised to take such steps to give full effect to the Proposed Renewal of Shares Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

Resolution 13

- (e) **PROPOSED ALLOCATION OF OPTIONS GRANTED TO LIM TONG LEE, AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF LBGB PURSUANT TO THE EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OF THE COMPANY**

“THAT, conditional upon the approval from the shareholders of LBGB and any other relevant authorities (if required) being obtained, the Company and the Board be and are hereby authorised at anytime and from time to time specifically to offer and grant to Lim Tong Lee, being the Independent Non-Executive Director of LBGB, the options to subscribe for up to a maximum of 1,400,000 new ordinary shares in the Company pursuant to the ESOS of the Company, subject always to any adjustments which may be made in accordance with the provisions of the Bye-Laws of the ESOS, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bye-Laws governing and constituting the ESOS.”

Resolution 14

- (f) **PROPOSED ALLOCATION OF OPTIONS GRANTED TO DATUK HAJI BAHARUM BIN HAJI MOHAMED, AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF LBGB PURSUANT TO ESOS OF THE COMPANY**

“THAT, conditional upon the approval from the shareholders of LBGB and any other relevant authorities (if required) being obtained, the Company and the Board be and are hereby authorised at anytime and from time to time specifically to offer and grant to Datuk Haji Baharum bin Haji Mohamed, being the Independent Non-Executive Director of LBGB, the options to subscribe for up to a maximum of 1,400,000 new ordinary shares in the Company pursuant to the ESOS of the Company, subject always to any adjustments which may be made in accordance with the provisions of the Bye-Laws of the ESOS, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bye-Laws governing and constituting the ESOS.”

Resolution 15

- (g) **PROPOSED ALLOCATION OF OPTIONS GRANTED TO DATUK LIM SI CHENG, AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF LBGB PURSUANT TO ESOS OF THE COMPANY**

“THAT, conditional upon the approval from the shareholders of LBGB and any other relevant authorities (if required) being obtained, the Company and the Board be and are hereby authorised at anytime and from time to time specifically to offer and grant to Datuk Lim Si Cheng, being the Independent Non-Executive Director of LBGB, the options to subscribe for up to a maximum of 1,400,000 new ordinary shares in the Company pursuant to the ESOS of the Company, subject always to any adjustments which may be made in accordance with the provisions of the Bye-Laws of the ESOS, from time to time, be modified, varied and/or amended in accordance with the provisions of the Bye-Laws governing and constituting the ESOS.”

Resolution 16

9. To consider any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that, subject to the approval of the shareholders at the Fourteenth Annual General Meeting, a Single Tier Final Dividend of 1.5 sen per ordinary share of RM1.00 each in respect of the financial year ended 31 December 2013 will be paid on 24 September 2014 to depositors registered in the Record of Depositors on 25 August 2014.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- (a) shares transferred into the Depositor's Securities Account before 4.00 p.m. on 25 August 2014 in respect of transfer;
- (b) shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board,

LEE CHING CHING
PHANG AI TEE
Company Secretaries

Petaling Jaya, Selangor
4 June 2014

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 Act, 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 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 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) *The date of Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the meeting is Wednesday, 18 June 2014.*

Explanatory Notes on Special Business

- (7) Ordinary Resolution 10

The Ordinary Resolution proposed under Resolution 10 above for the renewal of general mandate in relation to the authorisation for issuance of shares by the Directors, if passed, will enable the Directors to issue up to 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority unless revoked or varied at a General Meeting will expire at the next Annual General Meeting.

On 19 March 2014, RHB Investment Bank Berhad had made an announcement on behalf of the Board of Directors of LBGB that the Company had proposed to undertake a private placement exercise ("Private Placement") to place such number of new ordinary shares not exceeding 10% of its issued share capital to third party investors pursuant to the mandate granted to the Directors at the Thirteenth Annual General Meeting held on 28 June 2013 ("13th AGM").

As at the date of this Notice, 20,000,000 new shares in the Company have been issued through the Private Placement pursuant to the mandate granted to the Directors at the 13th AGM and which will lapse at the conclusion of the forthcoming Fourteenth Annual General Meeting.

The renewed General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisition.

(8) Ordinary Resolutions 11 and 12

Ordinary Resolutions 11 and 12 if passed, will allow the Group to enter into the recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. The shareholders' mandate is subject to renewal on an annual basis.

Further information on Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 4 June 2014 which is despatched together with the 2013 Annual Report of the Company.

(9) Ordinary Resolution 13

Ordinary Resolutions 13, if passed, will give the Directors of the Company authority to purchase its own shares up to ten per centum (10%) of the issued and paid-up share capital of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

(10) Ordinary Resolutions 14, 15, and 16

Ordinary Resolutions 14, 15, and 16, if passed, will enable the Company to offer and grant to Lim Tong Lee, Datuk Haji Baharum bin Haji Mohamed and Datuk Lim Si Cheng, Independent Non-Executive Directors of the Company to subscribe up to a maximum of 1,400,000 new ordinary shares respectively in the Company pursuant to the provision of the Bye-Laws of the ESOS of the Company.