



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 the Extraordinary General Meeting (“EGM”) of London Biscuits Berhad (“LBB” or the “Company”) will be held at London Room, No. 1, Jalan Istimewa 2, Taman Perindustrian Desa Cemerlang, 81800 Ulu Tiram, Johor Darul Takzim, Malaysia, on Wednesday, 31 December 2014 at 9.15 a.m., or immediately after the conclusion or adjournment (as the case may be) of the Thirty Third (33rd) Annual General Meeting of the Company to be held at 8.30 a.m. at the same venue and date, whichever is later, for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 37,281,357 FREE WARRANTS (“BONUS WARRANTS”) ON THE BASIS OF ONE (1) BONUS WARRANT FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM1.00 EACH HELD IN LONDON BISCUITS BERHAD (“LBB SHARES” OR “SHARES”) ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“THAT, subject to the approvals of all relevant authorities, the Board of Directors of LBB (“Board”) be and is hereby authorised to issue and allot up to 37,281,357 Bonus Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Bonus Warrants (“Deed Poll”) to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of one (1) Bonus Warrant for every five (5) existing LBB Shares held;

THAT the Board be and is hereby authorised to issue and allot such additional Bonus Warrants (“Additional Bonus Warrants”) as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new LBB Shares arising from the exercise of the Bonus Warrants by the holders of the Bonus Warrants in accordance with the provisions of the Deed Poll, including such appropriate number of new LBB Shares arising from the exercise of subscription rights represented by the Additional Bonus Warrants;

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Bonus Warrants that may arise from the Proposed Bonus Issue of Warrants in such manner as the Board shall in its absolute discretion deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

THAT the new LBB Shares to be issued arising from the exercise of the Bonus Warrants and/or the Additional Bonus Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the existing LBB Shares, save and except that the new LBB Shares shall not be entitled to any dividends, rights, allotments, and/or any other forms of distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment of such new Shares;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll upon the terms set out in the Circular to the Shareholders of LBB dated 12 December 2014 with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Board, and, subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and/or number of Bonus Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full powers to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as they may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required (including fixing the final exercise price of the Bonus Warrants) to give effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or deemed necessary by the Board, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

BY ORDER OF THE BOARD

HOH LEONG CHING (MAICSA 7006654)

HOH CHEE MUN (MIA 8891)

Company Secretaries

Johor Bahru, Malaysia

12 December 2014

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 Appointer or his Attorney duly authorised in writing, or if the Appointer 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 24 December 2014 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.