



## **LBS BINA GROUP BERHAD**

(Company No.: 518482-H)

(Incorporated in Malaysia under the Companies Act, 1965)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of LBS Bina Group Berhad ("LBGB" or the "Company") is scheduled to be held at Greens II, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 26 August 2015 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolution:-

#### **ORDINARY RESOLUTION**

**PROPOSED BONUS ISSUE OF UP TO 152,291,958 WARRANTS IN LBGB ("WARRANT(S) B") ON THE BASIS OF ONE (1) FREE WARRANT B FOR EVERY FOUR (4) EXISTING ORDINARY SHARES OF RM1.00 EACH IN LBGB ("LBGB SHARE(S)" OR "SHARE(S)") HELD 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 LBGB ("Board") be and is hereby authorised to issue up to 152,291,958 Warrants B in LBGB 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 later ("Entitlement Date") by the Board, on the basis of one (1) free Warrant B for every four (4) existing LBGB Shares held;

**THAT**, the Board be and is hereby authorised to issue such additional Warrants B ("Additional Warrant(s) B") as may be required or permitted to be issued as a consequence of the adjustments under the provisions in the deed poll to be executed, constituting the Warrants B ("Deed Poll B");

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

**THAT**, the Board be and is hereby authorised to issue and allot such further Warrants B and new LBGB Shares arising from the subscription of further Warrants B as a consequence of any adjustment in accordance with the provisions of the Deed Poll B and/ or as may be required by the relevant authorities;

**THAT**, the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants B that may arise from the Proposed Bonus Issue of Warrants, in such manner as the Board, in their absolute discretion, deems fit and expedient in the best interest of the Company;

**THAT**, the new LBGB Shares to be issued arising from the exercise of the Warrants B or additional Warrants B shall upon allotment and issuance, rank *pari passu* in all aspects with the then existing LBGB Shares, save and except that the new LBGB Shares shall not be entitled to any dividends, rights, allotment and/ or other forms of distribution ("Distribution") that may be declared for which the entitlement date for the Distribution precedes the date of allotment and issuance of the new LBGB Shares arising from the exercise of the Warrants B;

**THAT**, the Board be and is hereby authorised to enter into and execute the Deed Poll B with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers to implement and give effect to the terms and conditions of the Deed Poll B;

**AND THAT**, the Board be and is hereby authorised to take all such necessary steps 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 the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters 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**

**LEE CHING CHING (MAICSA 7010608)**

Company Secretary

Petaling Jaya, Selangor

12 August 2015

**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 20 August 2015 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.*