

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of LNG Resources Berhad ("LNGRES" or "Company") will be held at Function Room 1, Level 1, Ixora Hotel, Jalan Baru, Bandar Perai Jaya, 13600 Perai, Penang on Thursday, 25 February 2016 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions, with or without modification:

**ORDINARY RESOLUTION 1****PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("SCHEME") OF UP TO 30% OF THE ISSUED AND PAID-UP SHARE CAPITAL (EXCLUDING TREASURY SHARES) OF THE COMPANY ("PROPOSED ESOS")**

"THAT subject to the approval of all relevant regulatory authorities being obtained (where required), approval be and is hereby given to the Company to establish the Scheme of up to 30% of the issued and paid-up share capital (excluding treasury shares) of the Company for the benefit of eligible Directors and employees of the Company and its subsidiaries (excluding subsidiaries which are dormant), to subscribe for new ordinary shares of RM0.10 each in the Company ("LNGRES Shares" or "Shares") pursuant to the exercise of options to be granted under the Scheme and the Board of Directors of the Company ("Board") be and is hereby authorised and empowered to:

- (i) implement and administer the Scheme of up to 30% of the issued and paid-up share capital (excluding treasury shares) of the Company at any one time over the duration of the Scheme for the eligible directors and employees of LNGRES and its subsidiary companies (excluding subsidiaries which are dormant) in accordance with the form set out in the rules, terms and conditions governing the Scheme ("By-Laws"), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 28 January 2016 ("Circular"), and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) offer and grant options to subscribe for new LNGRES Shares under the Scheme ("ESOS Options") and allot and issue such number of new LNGRES Shares upon the exercise of the ESOS Options that may be granted under the Scheme provided that the total number of such new LNGRES Shares to be issued under the Scheme shall not in aggregate exceed 30% of the issued and paid-up share capital (excluding treasury shares) of the Company at any point in time throughout the duration of the Scheme and that the new LNGRES Shares to be issued upon exercise of the ESOS Options shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing issued and paid-up LNGRES Shares of the Company, save and except that the new LNGRES Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions, which may be declared, made or paid, the entitlement date of which precedes the date of allotment and issuance of such new LNGRES Shares. The new LNGRES Shares will be subject to the provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise of LNGRES Shares;
- (iii) add, amend, modify and/or delete all or any part of the terms and conditions governing the Scheme including the By-Laws from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws relating to the addition, amendment, modification and/or deletion and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;
- (iv) extend the duration of the Scheme for a further period of up to five (5) years, provided always that such extension of the Scheme made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of ten (10) years from the date on which the Scheme shall take effect following full compliance of all relevant requirements, without having to obtain any further sanction, approval consent or authorisation of the shareholders of the Company in a general meeting (unless otherwise required by law or the relevant authorities from time to time); and
- (v) do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for any new LNGRES Shares that may, hereafter from time to time, be allotted and issued pursuant to the exercise of the ESOS Options that may be granted under the Scheme.

**AND THAT** the By-Laws, as set out in Appendix I of the Circular and which is in compliance with ACE Market Listing Requirements of Bursa Securities ("ACE LR"), be and is hereby approved and adopted.

**ORDINARY RESOLUTION 2****PROPOSED GRANTING OF ESOS OPTIONS TO YBHG DATO' (DR) PAHAMIN AB RAJAB**

"THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required), the Board be and is hereby authorised at any time and from time to time, to specifically grant Ybhg Dato' (Dr) Pahamin Ab Rajab, being the Chairman/ Non-Independent Non-Executive Director of the Company, up to a maximum of 5,000,000 ESOS Options, subject always to the following provisions:-

- (i) he must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him, as well as that of the persons connected to him, under the Proposed ESOS;
- (ii) not more than 10% of the total number of new LNGRES Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the ACE LR) to him, holds 20% or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, the ACE LR or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new LNGRES Shares pursuant to the exercise of such ESOS Options that may be granted to him under the Scheme."

**ORDINARY RESOLUTION 3****PROPOSED GRANTING OF ESOS OPTIONS TO YONG CHAN CHEAH**

"THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required), the Board be and is hereby authorised at any time and from time to time, to specifically grant Yong Chan Cheah, being the Managing Director of the Company, up to a maximum of 7,259,800 ESOS Options, subject always to the following provisions:-

- (i) he must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him, as well as that of the persons connected to him, under the Proposed ESOS;
- (ii) not more than 10% of the total number of new LNGRES Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the ACE LR) to him, holds 20% or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, the ACE LR or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new LNGRES Shares pursuant to the exercise of such ESOS Options that may be granted to him under the Scheme."

**ORDINARY RESOLUTION 4****PROPOSED GRANTING OF ESOS OPTIONS TO YONG SWEET CHUAN**

"THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required), the Board be and is hereby authorised at any time and from time to time, to specifically grant Yong Sweet Chuan, being the Executive Director of the Company, up to a maximum of 7,259,800 ESOS Options, subject always to the following provisions:-

- (i) he must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him, as well as that of the persons connected to him, under the Proposed ESOS;

- (ii) not more than 10% of the total number of new LNGRES Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the ACE LR) to him, holds 20% or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, the ACE LR or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new LNGRES Shares pursuant to the exercise of such ESOS Options that may be granted to him under the Scheme."

**ORDINARY RESOLUTION 5****PROPOSED GRANTING OF ESOS OPTIONS TO LOW HEE CHUNG**

"THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required), the Board be and is hereby authorised at any time and from time to time, to specifically grant Low Hee Chung, being the Independent Non-Executive Director of the Company, up to a maximum of 2,000,000 ESOS Options, subject always to the following provisions:-

- (i) he must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him, as well as that of the persons connected to him, under the Proposed ESOS;

- (ii) not more than 10% of the total number of new LNGRES Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the ACE LR) to him, holds 20% or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, the ACE LR or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new LNGRES Shares pursuant to the exercise of such ESOS Options that may be granted to him under the Scheme."

**ORDINARY RESOLUTION 6****PROPOSED GRANTING OF ESOS OPTIONS TO LEE HUEI**

"THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required), the Board be and is hereby authorised at any time and from time to time, to specifically grant Lee Hwei, being the Independent Non-Executive Director of the Company, up to a maximum of 1,500,000 ESOS Options, subject always to the following provisions:-

- (i) he must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him, as well as that of the persons connected to him, under the Proposed ESOS;

- (ii) not more than 10% of the total number of new LNGRES Shares available under the Scheme shall be allocated to him, if he, either singly or collectively through persons connected (as defined in the ACE LR) to him, holds 20% or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, the ACE LR or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new LNGRES Shares pursuant to the exercise of such ESOS Options that may be granted to him under the Scheme."

**ORDINARY RESOLUTION 7****PROPOSED GRANTING OF ESOS OPTIONS TO GOR SIEW YENG**

"THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required), the Board be and is hereby authorised at any time and from time to time, to specifically grant Gor Siew Yeng, being the Independent Non-Executive Director of the Company, up to a maximum of 1,500,000 ESOS Options, subject always to the following provisions:-

- (i) she must not participate in the deliberation or discussion of her own allocation on the number of ESOS Options to be offered to her, as well as that of the persons connected to her, under the Proposed ESOS;

- (ii) not more than 10% of the total number of new LNGRES Shares available under the Scheme shall be allocated to her, if she, either singly or collectively through persons connected (as defined in the ACE LR) to her, holds 20% or more of the issued and paid-up share capital (excluding treasury shares) of the Company; and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines issued by Bursa Securities, the ACE LR or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new LNGRES Shares pursuant to the exercise of such ESOS Options that may be granted to her under the Scheme."

**BY ORDER OF THE BOARD****How Wee Ling (MAICSA 7033850)****Ooi Ean Hoon (MAICSA 7057078)**

Company Secretaries

Penang

28 January 2016

**Notes:**

1. For the purpose of determining a member who shall be entitled to attend, speak and vote at this Extraordinary General Meeting, the Company shall be requesting the Record of Depositors as at 15 February 2016. Only a depositor whose name appears on the Record of Depositors as at 15 February 2016 shall be entitled to attend, speak and vote at the said meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.
2. A member entitled to attend, speak and vote at the meeting (except an Exempt Authorised Nominee) is entitled to appoint up to two (2) proxies to attend and vote in his/her 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.
3. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
5. The instrument appointing a proxy or proxies shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of the officer or attorney duly authorised.
6. The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, 11900 Penang, not less than 48 hours before the time stipulated for holding of the meeting.