



LBS BINA GROUP BERHAD

(Company No.: 518482-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of LBS Bina Group Berhad ("LBGB" or the "Company") will be held at Ballroom II, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 15 June 2017 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 150,598,126 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN LBGB ("RCPS") ON THE BASIS OF 1 RCPS FOR EVERY 5 EXISTING ORDINARY SHARES IN LBGB ("LBGB SHARE(S)" OR "SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE")

"**THAT**, subject to the passing of the Special Resolution, and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of LBGB ("Board") for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 150,598,126 new RCPS at an issue price to be determined and fixed at a later date by the Board on the basis of 1 RCPS for every 5 existing LBGB Shares held on the Entitlement Date to be determined and fixed at a later date by the Board, at an issue price to be determined and fixed at a later date by the Board. The indicative issue price is RM1.10 per RCPS;
- to allot and issue such number of new LBGB Shares arising from the conversion of the RCPS, from time to time during the tenure of the RCPS; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new LBGB Shares which may from time to time be allotted and issued arising from the conversion of the RCPS;

THAT any RCPS which are not taken up or not validly taken up shall be made available for excess applications to the entitled shareholders and/ or their renounee(s) who have applied for the excess RCPS and is intended to be allocated on a fair and equitable basis, to be set out in the abridged prospectus to be issued;

THAT any fractional entitlements of the RCPS arising from the Proposed Rights Issue, if any, shall be disregarded and dealt with in such manner as the Board, in their absolute discretion, deem fit and expedient, and to be in the best interest of the Company;

THAT the RCPS shall be listed on the Main Market of Bursa Malaysia Securities Berhad;

THAT the purpose of the Proposed Rights Issue as set out in the circular to shareholders of the Company dated 24 May 2017 ("Circular") be approved;

THAT the proceeds of the Proposed Rights Issue be utilised as set out in the Circular, and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient, subject to (where required) the approval of the relevant authorities;

THAT the new LBGB Shares to be issued upon conversion of the RCPS ("New Share(s)") will, upon allotment and issuance, rank equally in all respects with the existing LBGB Shares, save and except that the New Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution that may be declared for which the entitlement date for the said distribution precedes the date of allotment and issuance of the New Shares;

THAT the Board be and is hereby authorised to deal with all or any of the fractional entitlements of the RCPS arising from the Proposed Rights Issue, which are not taken up or not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit, necessary or expedient in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/ or documents as it may consider necessary or expedient in order to implement and complete the Proposed Rights Issue, with full powers to assent to and accept any condition, modification, variation, arrangement and/ or amendment to the terms of the Proposed Rights Issue as the Board may deem fit, necessary and/ or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/ or amendments and to take all steps as it considers necessary in connection therewith in order to give full effect to the Proposed Rights Issue;

AND THAT this resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all RCPS, to be issued pursuant to or in connection with the Proposed Rights Issue have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF LBGB ("PROPOSED AMENDMENTS")

"**THAT**, subject to the passing of the Ordinary Resolution and the approvals of all relevant authorities and/ or parties (if required) being obtained, the proposed amendments to the Constitution as set out in Appendix I of the Circular be and is hereby approved and adopted;

AND THAT the Board be and is hereby authorised and empowered to sign, execute, deliver and cause to be delivered on behalf of the Company all documents as the Board may consider necessary, take all steps, do or procure to be done all acts, deeds and things as may be required to give effect to the aforesaid Proposed Amendments with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities 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 deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Amendments."

By Order of the Board

LEE CHING CHING (MAICSA 7010608)

Company Secretary

Petaling Jaya, Selangor
24 May 2017

Notes:-

- 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.
- 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.
- Where a member appoints more than 1 proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- 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.
- 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 1 securities account ("omnibus account") to appoint multiple proxies in respect of each omnibus account it holds.
- Only members whose names appear in the Record of Depository as at 8 June 2017 will be entitled to attend and vote at the meeting or appoint proxy (proxies) to attend and vote on their behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of Extraordinary General Meeting will be put to vote by way of poll.