



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of LB Aluminium Berhad ("the Company") will be held at Ujong Pandang Room, Staffield Country Resort, Batu 13, Jalan Seremban-Kuala Lumpur (Country Road), 71700 Mantin, Negeri Sembilan Darul Khusus on Friday, 29 September 2017 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 April 2017 together with the Reports of the Directors and Auditors thereon. **[Please see Note 2]**
2. To approve the payment of a first and final single tier dividend of 2.50 sen per ordinary share in respect of the financial year ended 30 April 2017. **(Resolution 1)**
3. To approve the payment of Directors' fees of RM300,000.00 for the financial year ended 30 April 2017. **(Resolution 2)**
4. To approve the payment of Directors' benefits of up to RM66,000.00 for the period from 31 January 2017 till the next Annual General Meeting of the Company. **(Resolution 3)**
[Please see Note 3]
5. To re-elect the following Directors who retire in accordance with Articles 75 and 77 of the Articles of Association of the Company, constituting part of the Constitution of the Company:- **[Please see Note 4]**
 - (i) Datuk Leow Chong Howa **(Resolution 4)**
 - (ii) Ms Leow Sok Hoon **(Resolution 5)**
 - (iii) Dato' Dr Mohd Husni Bin Ahmad **(Resolution 6)**
6. To consider and if thought fit, to pass the following resolution:- **(Resolution 7)**
"THAT Messrs BDO, be hereby appointed as Auditors of the Company in place of the outgoing Auditors, Messrs Crowe Horwath, and to hold office until the conclusion of the next Annual General Meeting of the Company and that authority be hereby given to the Directors of the Company to determine their remuneration."
[Please see Note 5]

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions:

7. **Ordinary Resolutions** **[Please see Note 6]**

Continuance in Office as Independent Non-Executive Directors

"THAT approval be and is hereby given for Mr Neoh Lay Keong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company to hold office until the conclusion of the next annual general meeting of the Company."
(Resolution 8)

"THAT, subject to the passing of Resolution 6, approval be and is hereby given for Dato' Dr Mohd Husni Bin Ahmad who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company to hold office until the conclusion of the next annual general meeting of the Company."
(Resolution 9)
8. **Ordinary Resolution** **[Please see Note 7]**

Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."
(Resolution 10)
9. **Ordinary Resolution** **[Please see Note 8]**

Proposed Renewal of Authority for Share Buy-Back

"THAT, subject always to the Companies Act 2016 ("Act"), the provisions of the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company 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:- **(Resolution 11)**
10. **Ordinary Resolution** **[Please see Note 9]**

Proposed Renewal of Shareholders' Mandate for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject to the provisions of Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2 of the Circular to Shareholders dated 30 August 2017, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed RRPT Mandate").
AND THAT the authority conferred by this resolution will commence immediately upon the passing of this Ordinary Resolution and will continue to be in force until:
(i) the conclusion of the next annual general meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
(ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,
whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any other relevant authorities.
AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase(s) with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be required or imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter in accordance with the Act, the provisions of the Constitution of the Company and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities."
(Resolution 12)
11. To consider any other business of which due notice shall have been given.

BY ORDER OF THE BOARD

Wong Wai Foong (MAICSA 7001358)
Ng Bee Lian (MAICSA 7041392)
Yap Sit Lee (MAICSA 7028098)
Company Secretaries
Kuala Lumpur
30 August 2017

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the Annual General Meeting to be held on 29 September 2017, the first and final single tier dividend of 2.50 sen per ordinary share in respect of the financial year ended 30 April 2017 will be paid on 20 October 2017 to Depositors whose names appear in the Record of Depositors on 5 October 2017.

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 5 October 2017 in respect of transfers; and
- b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

Notes:

1. **APPOINTMENT OF PROXY**
 - (a) A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak in the meeting.
 - (b) A member of the Company who is entitled to attend and vote at the meeting may appoint more than two (2) proxies to attend and vote in his stead except where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
 - (c) Where a member of the Company is an exempt authorised 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.
 - (d) Where a member or the authorised nominee appoints two (2) proxies or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
 - (e) The instrument appointing a proxy, must be in writing (in the common or usual form) under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hands of an officer or attorney duly authorised.
 - (f) The instrument appointing a proxy must be deposited at the registered office of the Company located at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting or at any adjournment thereof.
 - (g) Only members whose names appear in the Record of Depositors as at 20 September 2017 will be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on their behalf.
2. **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 APRIL 2017**
The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to Sections 248(2) and 340(1) of the Companies Act 2016. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.
3. **PAYMENT OF DIRECTORS' BENEFITS**
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.
The proposed Resolution 3 for the Directors' benefits (being meeting allowances) are calculated based on the current Board size and the number of scheduled Board and Audit Committee meetings for the period from 31 January 2017 up to the next Annual General Meeting. Each member of the Board and Audit Committee of the Company will be paid meeting allowance of RM500.00 per meeting for their attendance at the Board and Audit Committee meetings of the Company.
In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for the shortfall.
4. **RE-ELECTION OF DIRECTORS**
Datuk Leow Chong Howa, Ms Leow Sok Hoon and Dato' Dr Mohd Husni Bin Ahmad are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Annual General Meeting.
The Board of Directors ("the Board") has through the Nomination Committee, considered the assessment of the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("the MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time to effectively discharge their roles as Directors.
The Board has also through the Nomination Committee conducted an assessment on Dato' Dr Mohd Husni Bin Ahmad's independence and satisfied that he has complied with the criteria prescribed by the MMLR of Bursa Securities.
5. **APPOINTMENT OF AUDITORS**
The Company has received a letter dated 17 August 2017 from its major shareholder, Datuk Leow Chong Howa, nominating Messrs BDO, as Auditors of the Company in place of the outgoing Auditors, Messrs Crowe Horwath.
The Company's existing Auditors, Messrs Crowe Horwath, were re-appointed as the Auditors of the Company at the previous Annual General Meeting of the Company held on 29 September 2016 to hold office until the conclusion of the forthcoming Annual General Meeting of the Company to be held on 29 September 2017.

Messrs Crowe Horwath have been the Auditors of the Company since 30 October 2012. The proposed change of Auditors is in line with good corporate governance of revisiting the appointment of the Company's Auditors from time to time.

The Board and the Audit Committee had considered Messrs BDO's profile, resources, experience, fee and engagement proposal as well as the size and complexity of the Group's operations and recommended the nomination of Messrs BDO as Auditors of the Company.

Messrs BDO has given their consent to act as Auditors of the Company and their appointment is subject to the approval of the shareholders at the forthcoming Annual General Meeting. If approved, they shall hold office until the conclusion of the next Annual General Meeting of the Company.

EXPLANATORY NOTES TO SPECIAL BUSINESS

6. **CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**
The Nomination Committee and the Board had assessed the independence of both Mr Neoh Lay Keong and Dato' Dr Mohd Husni Bin Ahmad and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-
 - (i) they had fulfilled the criteria under the definition on Independent Director as stated in the MMLR of Bursa Securities and therefore were able to bring independent and objective judgment to the Board;
 - (ii) they have been with the Group for many years and possessed deep understanding of the Group's business operations and have continued to critically and constructively challenge and contribute to the development of effective business strategy and direction of the Company during Board and Board committees' meetings;
 - (iii) their long tenure with the Company had neither impaired nor compromised their independent judgement. They were free from any business or other relationships which could interfere with their exercise of independent judgement;
 - (iv) they provided effective check and balance in the proceeding of the Board and the Board committees;
 - (v) they continued to remain objective and are able to exercise independent judgement in expressing their views and in participating in deliberations and decision making of the Board and Board committees in the best interest of the Company;
 - (vi) they exhibited high commitment and devoted sufficient time and attention to their responsibilities as Independent Directors of the Company; and
 - (vii) they had met with the attendance requirements for Board meetings pursuant to the MMLR of Bursa Securities. During the financial year under review, they had each attended all the five Board meetings held. This testified to their dedication in discharging the responsibilities expected of an Independent Director.
7. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
The proposed Resolution 10 is the renewal of the mandate obtained from the members at the last Annual General Meeting. As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the previous Annual General Meeting held on 29 September 2016 as there were no requirements for such fund raising activities.
The proposed Resolution 10, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.
8. **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**
The proposed Resolution 11, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 30 August 2017 in relation to the Proposed Renewal of Authority for Share Buy-Back for further details.
9. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
The proposed Resolution 12, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms which are not detrimental to the interest of the minority shareholders.
Please refer to the Circular to Shareholders dated 30 August 2017 for further information.