



LBS BINA GROUP BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT that the Extraordinary General Meeting of LBS Bina Group Berhad (“**LBGB**” or the “**Company**”) will be held at Ballroom III, Jalan Kelab Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 26 January 2018, at 10.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:-

SPECIAL RESOLUTION

PROPOSED SUBDIVISION OF EVERY 1 EXISTING ORDINARY SHARE IN LBGB INTO 2 ORDINARY SHARES IN LBGB (“SUBDIVIDED SHARE(S)”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED SUBDIVISION”)

“**THAT** subject to the passing of the Special Resolution, and the approvals of all relevant regulatory authorities for the Proposed Subdivision, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to subdivide each of the existing ordinary shares in the Company into 2 ordinary shares in the Company held by the shareholders of LBGB whose names appear on the Record of Depositors of the Company on the Entitlement Date;

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

THAT the Subdivided Shares shall, upon allotment and issue, rank *pari passu* in all respects with each other, save and except that the Subdivided Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid prior to the Entitlement Date;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Subdivision with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Subdivision.”

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 162,993,550 NEW ORDINARY SHARES IN LBGB (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 10 SUBDIVIDED ORDINARY SHARES (“SUBDIVIDED SHARE(S)”) HELD BY THE SHAREHOLDERS OF LBGB WHOSE NAMES APPEAR ON THE RECORD OF DEPOSITORS OF THE COMPANY (“ENTITLED SHAREHOLDER(S)”) ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE”)

“**THAT** subject to the passing of the Special Resolution as well as the approvals of all relevant regulatory authorities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of the Company (“**Board**”) is hereby authorised to:-

- (i) capitalise an amount of up to approximately RM81.5 million from the share premium and retained profits accounts of the Company for the purpose of the Proposed Bonus Issue, and to apply the same for the purposes of issuing up to 162,993,550 Bonus Shares in the share capital of the Company, credited as fully paid-up to the Entitled Shareholders as at the Entitlement Date which is intended to be on the same date as the Proposed Subdivision;
- (ii) allot and issue any additional warrants A 2008/2018 to be issued pursuant to the adjustments to be made in accordance with the provisions of the deed poll dated 30 April 2008 as a result of the Proposed Subdivision and Proposed Bonus Issue;
- (iii) allot and issue any additional warrants B 2015/2020 to be issued pursuant to the adjustments to be made in accordance with the provisions of the deed poll dated 3 September 2015 as a result of the Proposed Subdivision and Proposed Bonus Issue; and
- (iv) allot and issue any additional options under the employees’ share option scheme of LBGB (“**ESOS**”) to be issued pursuant to the adjustments to be made in accordance with the provisions of the ESOS by-laws dated 18 September 2012 (“**By-Laws**”) as a result of the Proposed Subdivision and Proposed Bonus Issue;

THAT fractional entitlements of the Bonus Shares, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the ordinary shares in LBGB, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid prior to the Entitlement Date;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

BY ORDER OF THE BOARD

LEE CHING CHING (MAICSA 7010608)

Company Secretary

Petaling Jaya, Selangor

21 December 2017

Notes:-

- (1) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of 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 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 Bursa Malaysia Securities Berhad (“**Bursa Securities**”), 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.
- (6) The date of Record of Depositors for the purpose of determining members’ entitlement to attend, vote and speak at the meeting is Friday, 19 January 2018.
- (7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice of Extraordinary General Meeting will be put to vote by way of poll.