

LAFARGE MALAYSIA BERHAD (1877-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 68th Annual General Meeting of LAFARGE MALAYSIA BERHAD will be held at Ballroom 3, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Wednesday, 23 May 2018 at 2.00 p.m. for the following purposes:-

AGENDA

As Ordinary Business

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| <p>1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon.</p> | <p>Please refer to Explanatory Note (a)</p> |
| <p>2. To re-elect the following Directors who retires by rotation pursuant to Article 85 of the Constitution of the Company:</p> <p>a. Martin Kriegner;</p> <p>b. Tan Sri Dr Rebecca Fatima Sta Maria; and</p> <p>c. Michael Lim Yoke Tuan.</p> | <p>Resolution 1
Resolution 2
Resolution 3</p> |
| <p>3. To re-elect the following Directors who were appointed during the year and retire pursuant to Article 91 of the Constitution of the Company:</p> <p>a. Mario Gross;</p> <p>b. Ar. Datuk Tan Pei Ing; and</p> <p>c. John Stull.</p> | <p>Resolution 4
Resolution 5
Resolution 6</p> |
| <p>4. To re-appoint Messrs Deloitte PLT, the retiring Auditors and to authorise the Directors of the Company to fix their remuneration.</p> | <p>Resolution 7</p> |

course, the Board will consider an appropriate term limit for tenureship on the Board and will seek to implement the appropriate policy on Board tenureship. Key justifications for Y.A.M. Tunku Tan Sri Imran's continuance as Independent Non-Executive Director are as follows:

- i. Y.A.M. Tunku Tan Sri Imran fulfills the independent criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgment to the Board.
- ii. Y.A.M. Tunku Tan Sri Imran's relevant experience and expertise as set out in his profile on page 24 of the Annual Report enables him to provide the Board with a diverse set of expertise, skills and competence and thus ensuring that all matters tabled to the Board for consideration are well deliberated. Y.A.M. Tunku Tan Sri Imran also has the requisite experience, vast knowledge, expertise and understanding of the Company's business operations and its specialised heavy industry which enables him to contribute effectively to the Company's business and to protect the interest of the Company and its shareholders.

As Special Business

To consider and, if thought fit, to pass the following Resolutions:

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| <p>5. Ordinary Resolution
To retain Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuan Ku Ja'afar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, as Independent Non-Executive Director of the Company.</p> | <p>Resolution 8</p> |
| <p>6. Ordinary Resolution
Proposed Renewal of Shareholders' Mandate as well as Proposed New Mandate for Recurrent Related Party Transactions ("Recurrent RPTs").</p> | <p>Resolution 9</p> |
| <p>7. Ordinary Resolution
Proposed Renewal of Authority for Purchase of own shares by the Company ("Share Buyback").</p> | <p>Resolution 10</p> |
| <p>8. Ordinary Resolution
To approve the payment of the Directors' fees and benefits of up to RM860,000.00 payable to the Directors in respect of the financial year ending 31 December 2018.</p> | <p>Resolution 11</p> |

- iii. Y.A.M. Tunku Tan Sri Imran has continued to exercise his independence and due care during his tenure as an Independent Non-Executive Director and Chairman of the Company and has carried out his professional duties in the best interest of the Company and its shareholders. Y.A.M. Tunku Tan Sri Imran's long service and association with the Company enhances his knowledge and understanding of the business operations of the Company which enables him to contribute actively and effectively, thus providing balanced decision making during deliberations at Board meetings.

- c. For **Ordinary Resolutions 9 and 10**, please refer to the Circular to Shareholders for the Proposed Recurrent RPT Mandate and the Share Buyback Statement, all dated 26 April 2018 despatched together with the Company's Annual Report for the financial year ended 31 December 2017.

- d. **Ordinary Resolution 11**
Section 230(1) of the Companies Act 2016 provides that the fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, shareholders' approval is being sought for the Directors' fees and benefits in respect of the financial year ended 2018. The fees of the Company's Independent Directors are based upon the rates approved by the shareholders at the AGM held on 24 May 2016. The Company's Non-Independent Directors and Executive Directors do not received any directors' fees.

Notes:-

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him/her and such proxy need not be a member of the Company provided that the member specifies the proportion of the members' shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the meeting of the Company shall have the same rights as the member to speak at the meeting.

By Order of the Board

Koh Poi San (L.S. No. 9701)
Company Secretary

Petaling Jaya,
Selangor Darul Ehsan
26 April 2018

Explanatory Note on Ordinary Business

- a. Item 1 of the Agenda is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements do not require formal approval of the shareholders and hence, the matter will not be put forward for voting.

Explanatory Notes on Special Business

- b. **Ordinary Resolution 8**
The Board has assessed Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuan Ku Ja'afar, who has served as Independent Non-Executive Director of the Company for more than 12 years, and recommends that he continue to act as Independent Non-Executive Director, subject to shareholders' approval at the forthcoming AGM of the Company. In due

2. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares in the Company standing to the credit of the said securities account. 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, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

3. The instrument appointing a proxy must, to be valid, be deposited at the Registered Office of the Company, Level 12, Bangunan TH Uptown 3, No. 3, Jalan SS21/39, 47400 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time set for the meeting.

4. If the form of proxy is executed by a corporation, it must be either under its seal or under the hand of any authorised officer or attorney.

5. In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 May 2018 shall be entitled to attend, speak and vote at the meeting.