

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Luster Industries Bhd (“**Luster**” or the “**Company**”) will be held at Plot 36 & 37, Jalan PKNK Utama, Kawasan Perusahaan Sungai Petani, 08000 Sungai Petani, Kedah Darul Aman on Tuesday, 28 August 2018 at 11.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED JOINT VENTURE AGREEMENT BETWEEN LUSTER HIJAUAN HOME SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF LUSTER MANUFACTURING SDN BHD, WHICH IN TURN A WHOLLY-OWNED SUBSIDIARY OF LUSTER, AND ENRICH REALTY SDN BHD (“PROPOSED JOINT VENTURE”)

“THAT subject to the approvals from the relevant authorities being obtained, where necessary, approval be and is hereby given to the Company to accept the terms and conditions of the joint venture agreement dated 2 November 2017 (“**JVA**”) entered by Luster Hijauan Home Sdn Bhd, a wholly-owned subsidiary of Luster Manufacturing Sdn Bhd, which in turn a wholly-owned subsidiary of Luster, and Enrich Realty Sdn Bhd to develop the land held under Title No. GM 1290, Lot No. 257, Mukim Hulu Langat, Tempat Batu 10, Jalan Hulu Langat, Daerah Hulu Langat, Negeri Selangor, measuring approximately 9.0749 acres in area (equivalent to 3.6725 hectares) (“**Project Land 1**”), into commercial or residential or mixed commercial and residential estate on the Project Land 1 upon the terms and conditions as stipulated in the JVA.

THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to give effect to the Proposed Joint Venture with full powers to assent any modifications, revaluation, variations, arrangement, conditions and/or amendments in relation to the JVA as they may deem fit in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities.

AND THAT the Board be and is hereby authorised to empower and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary or expedient to give effect and complete the Proposed Joint Venture.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE BUSINESS OF LUSTER AND ITS SUBSIDIARIES (“LUSTER GROUP”) TO INCLUDE PROPERTY DEVELOPMENT AND CONSTRUCTION BUSINESSES (“PROPOSED DIVERSIFICATION”)

“THAT approval be and is hereby granted to Luster Group to diversify their principal activities to include property development and construction businesses.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification.”

ORDINARY RESOLUTION 3

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“THAT subject to the passing of Ordinary Resolution 2 and subject further to the approvals from the relevant authorities being obtained, where necessary, approval be and is hereby given for Luster Group to enter into any of the transactions falling within the type of recurrent related party transactions of a revenue or trading nature with related parties as set out in Section 2.4(ii) of Part B of the Circular to Shareholders dated 13 August 2018 in relation to the Proposed New Shareholders’ Mandate, provided that such transactions are undertaken in the ordinary course of business, at arm’s length and based on commercial terms and on terms not more favorable to the related party(ies) than those generally available to/from the public and are not, in the Company’s opinion, detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted/to be conducted during the financial year, including the types of recurrent related party transactions made and the names of the related parties, will be disclosed in the annual report of the Company pursuant to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

THAT such approval shall continue to be in force until:

- (a) the conclusion of the Company’s next Annual General Meeting (“**AGM**”), at which time it will lapse, unless the authority is renewed by a resolution passed at the general meeting;
- (b) the expiration of the period within which the next Company’s AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**Act**”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the Company’s shareholders in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders’ Mandate.”

By Order of the Board

Chee Wai Hong (BC/C/1470)
Company Secretary
Penang

Date: 13 August 2018

Notes:

1. A Member may appoint up to 2 proxies [subject to the Company’s Constitution (Article 105a of the Company’s Articles of Association as adopted before the commencement of the Companies Act 2016)] to attend on the same occasion. A proxy may but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. If a Member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
2. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owner in 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“**Central Depositories Act**”) which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
3. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than 48 hours before the time appointed for holding the meeting.
4. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
5. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to the Company’s Constitution (Article 80(3) of the Articles of Association of the Company as adopted before the commencement of the Companies Act, 2016) and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors (“**ROD**”) as at 20 August 2018 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
6. The resolutions as set out in this Notice of Extraordinary General Meeting are to be voted by poll.