



LONDON BISCUITS BERHAD
(Company No. 72057-H)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of London Biscuits Berhad ("**LBB**" or "**Company**") will be held at London Room, No. 1, Jalan Istimewa 2, Taman Perindustrian Desa Cemerlang, 81800 Ulu Tiram, Johor Darul Takzim, Malaysia on Wednesday, 12 December 2018 at 8.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SUBSCRIPTION OF 15,000,000 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("RCPS") IN KINOS FOOD INDUSTRIES (M) SDN BHD ("KINOS"), A WHOLLY-OWNED SUBSIDIARY OF LBB, REPRESENTING UP TO 36.4675% OF THE ENLARGED SHARE CAPITAL OF KINOS UPON THE CONVERSION OF THE RCPS INTO NEW ORDINARY SHARES IN KINOS, BY COPE OPPORTUNITIES IV SDN BHD AT THE AGGREGATE ISSUE PRICE OF RM15,000,000 PURSUANT TO THE SUBSCRIPTION AGREEMENT DATED 7 SEPTEMBER 2018 ("SUBSCRIPTION AGREEMENT") ("PROPOSED SUBSCRIPTION")

"THAT subject to approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to KINOS for the issuance of 15,000,000 new RCPS at the issue price of RM1.00 each, representing 36.4675% of the enlarged share capital in KINOS to COPE upon completion of the Subscription Agreement upon the terms and conditions as stipulated in the Subscription Agreement.

THAT approval be and is hereby given to the Board of Directors of the Company ("**Board**") to carry out and proceed with the Proposed Subscription for and on behalf of the Company.

THAT authority be and is hereby given to the Board to assent to any modifications to the Subscription Agreement and to sign and execute any other ancillary agreements and documents in relation thereto (as may be amended from time to time by further agreement between the parties) in connection with the Proposed Subscription, for and on behalf of the Company.

THAT authority be and is hereby given to the Board to give full effect to the Proposed Subscription with full powers to approve, agree and assent to any conditions, variations, modifications, and/or amendments in any matters as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Board, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such confirmations, declarations and/or corporate guarantees in accordance with the terms of the Subscription Agreement, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Subscription.

AND THAT all previous act made and/or done by the Board in connection with the Proposed Subscription be and are hereby confirmed, approved and ratified."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 61,549,100 NEW ORDINARY SHARES IN LBB ("LBB SHARES") ("BONUS SHARES") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 4 EXISTING LBB SHARES HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE")

"THAT subject to the approval of all relevant regulatory authorities being obtained, the Board be and is hereby authorised to issue up to 61,549,100 Bonus Shares on the basis of 1 Bonus Share for every 4 existing LBB Shares held by the shareholders of LBB whose names appear in the Record of Depositors of the Company as at the close of business on the entitlement date to be determined later by the Board;

THAT the Board be and is hereby authorised to capitalise a total sum of up to RM61,549,100 from the Company's share premium and retained earnings accounts for the purpose of the Proposed Bonus Issue;

THAT fractional entitlements arising from the Proposed Bonus Issue shall be disregarded and dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interest of the Company;

THAT such Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing LBB Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares;

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, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

By Order of the Board

HOH LEONG CHING (MAICSA 7006654)
HOH CHEE MUN (MIA 8891)

Company Secretaries

Kuala Lumpur, Malaysia
27 November 2018

Notes:

1. A member entitled to attend and vote at this Meeting, is entitled to appoint a proxy to attend and vote in his/her place. A proxy may but need not be a Member of the Company and there shall be no restrictions as to the qualification of the proxy.
2. The Proxy Form must be signed by the Appointer or his Attorney duly authorised in writing, or if the Appointer is a corporation, either under its Common Seal or under the hand of an Officer or Attorney duly authorised and may by resolution of its directors authorise such person as it thinks fit to act as its representative at the meeting pursuant to Section 333 of the Companies Act 2016 and the person so appointed may attend and vote at the meeting at which the appointer is entitled to vote.
3. Where a Member of the Company is an exempt 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.
4. Only Members registered in the Record of Depositors as at 5 December 2018 shall be eligible to attend and vote at the said Meeting or appoint proxy(ies) to attend and vote on their behalf.
5. The Proxy Form must be completed and deposited at the Company's registered office at 22-2, Jalan 1/64, Off Jalan Kolar Air/Jalan Sultan Azlan Shah, 51200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll.