

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Lambo Group Berhad ("Lambo" or the "Company") will be held at Level 4, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf and Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 10 April 2019 at 12.00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without any modification:-

### ORDINARY RESOLUTION

**PROPOSED BONUS ISSUE OF UP TO 1,270,306,699 FREE WARRANTS IN LAMBO ("WARRANTS B") ON THE BASIS OF 1 WARRANT B FOR EVERY 2 EXISTING ORDINARY SHARES IN LAMBO ("LAMBO SHARES" OR "SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")**

"**THAT** subject to the approval of all relevant authorities or parties having been obtained, where required, the Board of Directors of the Company ("**Board**") be and is hereby authorised to issue and allot 1,270,306,699 free Warrants B in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants B ("**Deed Poll B**"), by way of bonus to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business at 5.00 p.m. on an entitlement date to be determined and announced later by the Board ("**Entitlement Date**"), on the basis of 1 free Warrant B for every 2 existing Shares held in the share capital of the Company on the Entitlement Date;

**THAT** the Board be and is hereby authorised to fix the exercise price of the Warrants B at a later date and that the Board be and is hereby authorised to allot and issue new Lambo Shares arising from the exercise of the Warrants B by the holders of the Warrants B in accordance with the Deed Poll B and such new Lambo Shares shall, upon allotment and issuance, rank *pari passu* in all aspects with the existing Shares, save and except that the new Lambo Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new Lambo Shares;

**THAT** all fractional entitlements, if any, to the Warrants B shall be disregarded and the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants B that may arise from the Proposed Bonus Issue of Warrants, if any, in such manner as the Board shall in its absolute discretion deem fit and expedient and in the best interests of the Company;

**THAT** the proceeds arising from the exercise of the Warrants B, if any, be utilised for the purposes set out in the circular to the shareholders of the Company dated 25 March 2019 in relation to the Proposed Bonus Issue of Warrants, and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities, where required;

**THAT** approval be and is hereby given to the Board to issue and allot such appropriate number of Warrants B in accordance with the provisions of the Deed Poll B, including any additional Warrants B as may be required or permitted to be issued as a consequence of any adjustments in accordance with the terms and conditions of the Deed Poll B and to adjust from time to time the exercise price and/or number of the Warrants B to which the holder(s) of the Warrants B are entitled to be issued as a consequence of the adjustments under the provisions of the Deed Poll B and to issue and allot further new Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants B;

**THAT** the Board be and is hereby authorised to agree, finalise, enter into, execute and deliver for and on behalf of the Company the Deed Poll B with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Board, and to take all steps as the Board may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll B (including, without limitation, the affixing of the Company's common seal, where necessary);

**THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any 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 of Warrants;

**AND THAT** this Ordinary Resolution constitutes a specific approval for the issuance of securities of the Company as contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Warrants B, additional Warrants B (if any) and new Shares to be issued pursuant to or in connection with the Proposed Bonus Issue of Warrants have been duly allotted and issued in accordance with the terms of the Proposed Bonus Issue of Warrants."

**By Order of the Board**  
**LAMBO GROUP BERHAD**

**NG MEI WAN (MIA 28862)**  
**R. MALATHI A/P RAJAGOPAL (MAICSA 7054884)**  
**Company Secretaries**

Kuala Lumpur  
25 March 2019

- Notes:-
1. Only depositors whose names appear in the Record of Depositors as at 3 April 2019 shall be regarded as members and be entitled to attend, participate, speak and vote at the Extraordinary General Meeting.
  2. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
  3. 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 ("**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. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
  5. Any alterations in the Proxy Form must be initialled by the member.
  6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
  7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the registered office of the Company at 3-2, 3rd Mile Square, No. 151 Jalan Kelang Lama, Batu 3½, 58100 Kuala Lumpur not less than 48 hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of Extraordinary General Meeting to vote by poll.