

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 69th Annual General Meeting of LAFARGE MALAYSIA BERHAD will be held at Ballroom 1, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Thursday, 30 May 2019 at 2.00 p.m. for the following purposes:

AGENDA

As Ordinary Business

- 1 To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note (a)**
- 2 To re-elect the following Directors who retires as a Director of the Company under Article 85 of the Company's Articles of Association.
 - a. Y.M. Tunku Afwida Binti Tunku A.Malek **Resolution 1**
 - b. Datuk Muhamad Noor Bin Hamid **Resolution 2**
- 3 To re-elect Yeoh Khooon Cheng who retires as a Director of the Company under Article 91 of the Company's Articles of Association. **Resolution 3**
- 4 To approve the payment of the Directors' fees and benefits of up to RM852,000.00 payable to the Directors in respect of the financial year ending 31 December 2019. **Resolution 4**
- 5 To re-appoint Messrs Deloitte PLT, the retiring Auditors and to authorise the Directors of the Company to fix their remuneration. **Resolution 5**

As Special Business

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

- 6 **Resolution**
To retain Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuanku 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. **Resolution 6**
- 7 **Ordinary Resolution**
Proposed Renewal of Shareholders' Mandate as well as Proposed New Mandate for Recurrent Related Party Transactions ("Recurrent RPTs").
"That, subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries be hereby authorised to enter into or transact all recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in Section 2.4 of the Circular to Shareholders dated 30 April 2019 provided further to the following:
(i) the transactions are necessary for the day to day operations of the Company, carried out in the ordinary course of business, on normal commercial terms and on terms which are not more favourable to the Related Party than those that could be arranged with unrelated parties, where comparable services, sales or purchases are so obtainable from such unrelated parties and are not to the detriment of the minority shareholders;
(ii) disclosure be made in the annual report of the aggregate value of the transactions conducted pursuant to the Proposed Recurrent RPT Mandate during the financial year with a breakdown of the aggregate value of the Proposed Recurrent RPTs based on the type, the names of the Related Parties involved and their relationship with the Company and otherwise in accordance with the provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad; and
(iii) that the authority conferred by the Proposed Recurrent RPT Mandate shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
(b) the expiration of the period within which the next AGM of LMB is required to be held pursuant to section 340(2) of the Companies Act, 2016 ("Act") (but shall 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 shareholders in an AGM or EGM, whichever is earlier.

THAT the Directors and/or any one of them be hereby authorised to complete and do all such acts and things that they/he may consider expedient or necessary (including the amendment and/or execution of such documents as may be required) to give effect to the Proposed Recurrent RPT Mandate."

Explanatory Notes 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.
- b. Ordinary Resolution 4
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 ending 2019. 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 receive any directors' fees.

Explanatory Notes on Special Business

- c. Ordinary Resolution 6
Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuanku Ja'afar, has served as an Independent Non-Executive Director of the Company for more than 12 years. The Board has evaluated his performance, both in the capacity as the chairman of the Board and as an Independent Non-Executive Director of the Company and has unanimously recommended that he continues to act as an Independent Non-Executive Director of the Company, subject always to the shareholders' approval at the forthcoming AGM of the Company. In due course, the Board will consider an appropriate term limit for his tenure with the Board and will seek to implement the appropriate policy on Board tenureship. The justifications for the Board's recommendation on the re-election of Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuanku Ja'afar as an Independent Non-Executive Director are as follows:
i. he fulfills the independent criteria for directors as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore, is able to contribute impartially to the Board;
ii. his robust and relevant experience as set out in his profile on page 22 of the Annual Report enables him to provide the Board with a diverse set of skills, insights and competence and thus, ensuring that all matters tabled at the Board for consideration are well deliberated. In addition, he possesses the requisite knowledge and understanding of the building and infrastructure industry which allows him to contribute effectively to the Company's business as a whole and accordingly, upholds the interests of the Company and its shareholders.
iii. he has continuously carried out his duty both as an Independent Non-Executive Director and Chairman of the Board, professionally. His extensive service and association with the Company enables him to provide effective and balanced deliberations at Board meetings.
- d. Ordinary Resolutions 7 and 8
Please refer to the Circular to Shareholders for the Proposed Recurrent RPT Mandate and the Share Buyback Statement, all dated 30 April 2019, which was despatched together with the Company's Annual Report for the financial year ended 31 December 2018.
- e. Special Resolution 9
The proposed Special Resolution, if passed, will streamline and align the Company's Constitution with the provisions of the Companies Act 2016, amended Bursa Securities Main Listing Requirements and further, enhance administrative efficiency. The Board propose that the existing Constitution be revoked in its entirety and that the new Constitution of the Company as set out in Part C of the Circular dated 30 April 2019, which was despatched together with the Company's Annual Report for the financial year ended 31 December 2018, be adopted as the new Constitution of the Company.

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.
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 located at Level 1, Wisma Lafarge, No. 2, Jalan Kilang 51/206, 46050 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 either be under its seal or under the hands of any authorised officer or attorney.
5. In respect of deposited securities, only members whose names appearing in the Record of Depositors on 23 May 2019, shall be entitled to attend, speak and vote at the meeting.

- 8 **Ordinary Resolution**
Proposed Renewal of Authority for Purchase of own shares by the Company ("Share Buyback"). **Resolution 8**

"THAT subject to the provisions of the Companies Act, 2016 ("the Act"), the Company's Articles of Association and the requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant government and/or regulatory authorities, the Company is hereby authorised to purchase such number of ordinary shares of the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed 84,969,547 ordinary shares representing ten per cent (10%) of the issued and paid-up ordinary share capital (inclusive of treasury shares) of the Company and an amount not exceeding the retained profits of the Company be allocated by the Company for the Share Buyback;

AND THAT at the discretion of the Directors, upon such purchase by the Company of its own shares, the purchased shares be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or resold on Bursa Malaysia Securities Berhad;

AND THAT the Directors of the Company be hereby authorised to take all such steps as are necessary or expedient and to enter into any agreements, arrangements and guarantees with any party or parties to implement or to effect the purchase(s) of the Company's shares with full powers to assent to any conditions, notifications, revaluations, variations (if any) as may be required by the relevant authorities and to do all such acts and things that they/he may consider expedient or necessary (including the amendment and/or execution of such documents as may be required) to give effect to the Share Buyback;

AND THAT the authority hereby given shall commence immediately upon the passing of this resolution and shall continue to be in force until (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it shall lapse unless by ordinary resolution passed at the AGM, the authority is renewed either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next AGM is required by law to be held or (iii) unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first, but not so as to prejudice the completion of the purchase of its own shares by the Company entered into before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad or any other relevant authorities."

- 9 **Special Resolution**
Proposed Adoption of the new Constitution of the Company **Resolution 9**

"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Part C of the Circular to Shareholders dated 30 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018, be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

10 Others

To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Constitution

By Order of the Board

Koh Poi San (L.S. No. 0009701)
Serene Lee Huey Fei (L.S. No. 0009912)
Company Secretaries

Petaling Jaya,
Selangor Darul Ehsan
30 April 2019