



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of LAFARGE MALAYSIA BERHAD will be held at Starhill 2, Level 4, JW Marriott Hotel Kuala Lumpur, 183, Jalan Bukit Bintang, 55100 Kuala Lumpur on Monday, the 23rd day of September, 2019 at 3.00 p.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED NEW SHAREHOLDERS' MANDATE FOR LAFARGE MALAYSIA BERHAD ("LMB") AND ITS SUBSIDIARIES ("LMB GROUP") TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE WHICH ARE NECESSARY FOR THE DAY TO DAY OPERATIONS OF LMB GROUP AS SET OUT IN SECTION 2.3(A) OF THE CIRCULAR TO SHAREHOLDERS DATED 30 AUGUST 2019 ("PROPOSED NEW MANDATE")

"That, subject always to the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and its subsidiaries ("LMB Group") 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 2.3(A)** of the Circular to Shareholders dated 30 August 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 Parties 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 New Mandate during the financial year with a breakdown of the aggregate value of the RRPT 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 Securities; and
- (iii) that the authority conferred by the Proposed New 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 New Mandate."

ORDINARY RESOLUTION 2

PROPOSED NEW SHAREHOLDERS' MANDATE FOR LAFARGE MALAYSIA BERHAD ("LMB") AND ITS SUBSIDIARIES ("LMB GROUP") TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE WHICH ARE NECESSARY FOR THE DAY TO DAY OPERATIONS OF LMB GROUP AS SET OUT IN SECTION 2.3(B) OF THE CIRCULAR TO SHAREHOLDERS DATED 30 AUGUST 2019 ("PROPOSED NEW MANDATE")

"That, subject always to the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and its subsidiaries ("LMB Group") 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 2.3(B)** of the Circular to Shareholders dated 30 August 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 Parties 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 New Mandate during the financial year with a breakdown of the aggregate value of the RRPT 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 Securities; and
- (iii) that the authority conferred by the Proposed New 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 New Mandate."

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME

"That the change of name of the Company from "LAFARGE MALAYSIA BERHAD" to "MALAYAN CEMENT BERHAD" (effective upon the issuance of the Certificate of Incorporation on Change of Name of Company by the Companies Commission of Malaysia) be and is hereby approved; and that all references in the Constitution of the Company with the name LAFARGE MALAYSIA BERHAD, wherever the same may appear, shall be substituted with the name MALAYAN CEMENT BERHAD AND THAT the Directors and Secretary be and are hereby authorised to carry out all the necessary formalities in effecting the aforesaid change of name."

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 August 2019

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 original instrument appointing a proxy shall be deposited at the office of the appointed share registrar for the Extraordinary General Meeting, Boardroom Share Registrars Sdn. Bhd. (Company No. 378993-D) (formerly known as Symphony Share Registrars Sdn. Bhd.) Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 60(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 17 September 2019.
4. If the form of proxy is executed by a corporation, it must either be under its seal or under the hand of any authorised officer or attorney.
5. In respect of deposited securities, only members whose names appearing in the Record of Depositors on 17 September 2019, shall be entitled to attend, speak and vote at the meeting.

Explanatory Notes

Resolution pertaining to the Proposed New Mandate

For Ordinary Resolution 1 and Ordinary Resolution 2, further information on the Proposed New Mandate are set out in this Circular dated 30 August 2019.

Resolution pertaining to the Proposed Change of Name

For Special Resolution, the change of name will better reflect the new corporate identity and branding of the Company as a member of YTL Cement.