



MALAYAN CEMENT BERHAD (Formerly known as Lafarge Malaysia Berhad)
[Company No. 195001000048 (1877-T)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Malayan Cement Berhad (formerly known as Lafarge Malaysia Berhad) will be held at The Banquet Hall, Level 3, The Ritz-Carlton Kuala Lumpur, 168 Jalan Imbi, 55100 Kuala Lumpur, Malaysia on Thursday, 23 January 2020 at 3:00 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION:

PROPOSED NEW SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH YTL CEMENT BERHAD AND ITS SUBSIDIARIES, JOINT VENTURES AND ASSOCIATED COMPANIES ("YTL CEMENT GROUP") AS SET OUT IN SECTION 2.3 OF PART A OF THE CIRCULAR TO SHAREHOLDERS DATED 27 DECEMBER 2019

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature from time to time with YTL Cement Berhad Group as specified in section 2.3 of Part A of the Circular to Shareholders dated 27 December 2019 ("**Related Parties**") subject to the following:

- (i) the transactions are of a revenue or trading in nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and
- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholder mandate in accordance with the Bursa Malaysia Securities Berhad Main Market Listing Requirements;

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); unless revoked or varied by resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do such acts and things as they may consider expedient or necessary to give full effect to the shareholder mandate."

SPECIAL RESOLUTION:

PROPOSED ADOPTION OF NEW CONSTITUTION

"THAT approval be and is hereby given for the Company to alter or amend the whole of the existing Constitution of the Company by the replacement thereof with a new Constitution as set out in Part B of the Circular to Shareholders dated 27 December 2019 with immediate effect AND THAT the Directors of the Company be and are hereby authorised to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

By Order of the Board,

HO SAY KENG
Company Secretary

KUALA LUMPUR
27 December 2019

Notes:

1. A member, including an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 and Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), is entitled to appoint another person as his proxy to attend, participate, speak and vote instead of him.
2. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or if the member is a corporation, shall either be executed under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
4. The original instrument appointing a proxy shall be deposited at the office of the appointed share registrar for the Extraordinary General Meeting, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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 15.6 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 16 January 2020. Only a depositor whose name appears on the General Meeting Record of Depositors as at 16 January 2020 shall be entitled to attend the said meeting or appoint proxy to attend and/or vote in his stead.

Explanatory Notes

Ordinary Resolution – Proposed New Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Further information on the proposed new mandate is set out in the Circular to Shareholders dated 27 December 2019.

Special Resolution – Proposed Adoption of New Constitution

The proposed Special Resolution, if passed, will update and align the Constitution of the Company with the amendments made to the Listing Requirements, the Companies Act, 2016 and render greater clarity and consistency throughout.

The proposed new constitution is set out in Part B of the Circular to Shareholders dated 27 December 2019.