



LBI CAPITAL BHD.
[Registration No. 197801004391 (41412-X)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty Second Annual General Meeting of the Company will be held at the Company's office, Lot 1282, Jalan Bukit Kemuning, Seksyen 32, 40460 Shah Alam, Selangor Darul Ehsan on Tuesday, 28 July 2020 at 10.00 a.m. for the following purposes:-

A G E N D A

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Report of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM60,000 in respect of the financial year ended 31 December 2019. Ordinary Resolution 1
3. To re-elect the following Directors who retire by rotation in accordance with Clause 107 of the Company's Constitution and who being eligible, offers themselves for re-election :
 - (i) Dato' Khor Ah Hua @ Khor Choo Fong Ordinary Resolution 2
 - (ii) Datin Low Wee Chin Ordinary Resolution 3
4. To re-appoint Messrs. UHY as Auditors of the Company and authorise the Directors to fix their remuneration. Ordinary Resolution 4

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass with or without modifications, the following Resolutions:

5. **Authority to Directors to Allot and Issue Shares Pursuant to the Companies Act 2016** Ordinary Resolution 5

“THAT subject to the Companies Act 2016, the Constitution of the Company and the approvals and/or requirements of the relevant governmental and/or regulatory authorities, where necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016 to allot and issue new shares in the Company from time to time at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be allotted and issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for

the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

6. **Proposed Renewal of Authority for the Company to Purchase its Own Shares**

Ordinary Resolution 6

“THAT subject to the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities, if any, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors from time to time, through Bursa Malaysia Securities Berhad and upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- i) the aggregate number of ordinary shares purchased pursuant to this resolution does not exceed ten percent (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Malaysia Securities Berhad as at the point of purchase; and
- ii) an amount not exceeding the Company’s retained profit at the time of the purchase(s) be allocated by the Company for the Proposed Share Buy-Back;

AND THAT the authority conferred by this resolution shall commence immediately upon the passing of this resolution and shall, subject to renewal thereof, expire at the conclusion of the next Annual General Meeting of the Company following the passing of this resolution (unless earlier revoked or varied by ordinary resolution of shareholders of the Company in a general meeting);

AND THAT the Directors be and are hereby authorised to act and to take all steps and do all things as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Share Buy-Back AND FURTHER THAT authority be and is hereby given to the Directors to decide in their absolute discretion to either retain the ordinary shares in the Company purchased by the Company pursuant to the Proposed Share Buy-Back as treasury shares to be either distributed as share dividends or transferred to eligible employees and Directors of the Group pursuant to an employees’ share scheme, or transferred as purchase consideration or resold on Bursa Malaysia Securities Berhad or subsequently cancelled, or to cancel the shares so purchased, or a combination of any of the above, or for such other purposes as may be permitted by the Companies Act 2016, as amended from time to time and any re-enactment thereof.”

7. To transact any other business of the Company for which due notice shall have been given.

BY ORDER OF THE BOARD,

NG SAY OR
Company Secretary
SSM PC No. 201908003672
(LS 00515)

Selangor Darul Ehsan

30 June 2020

Notes:-

1. The members whose names appear in the Record of Depositors on 30 June 2020 shall be entitled to attend and vote at this Forty Second Annual General Meeting.
2. A member entitled to attend and vote at this meeting is entitled to appoint at least one proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member is an exempt authorised nominee (EAN) as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, under its Common Seal or the hand of its attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Company's registered office at Lot 1282, Jalan Bukit Kemuning, Seksyen 32, 40460 Shah Alam, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

1. **Audited Financial Statements for financial year ended 31 December 2019**

The audited financial statements are for discussion only under Agenda 1, as it does not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, it shall not be put for voting.

2. **Ordinary Resolution 5 – Authority to Directors to Allot and Issue Shares Pursuant to the Companies Act 2016**

The Proposed Ordinary Resolution 5 of the Agenda is a renewal of the General Mandate for the Directors to issue and allot shares pursuant to the Companies Act 2016.

The proposed Ordinary Resolution 5, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares to such persons in their absolute discretion without convening a general meeting provided the aggregate number of share issued does not exceed 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Forty First Annual General Meeting held on 30 May 2019 and which will lapse at the conclusion of the Forty Second Annual General meeting to be held on 28 July 2020.

The General Mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares, for purposes of funding investment(s), working capital and/or acquisition(s).

3. **Ordinary Resolution 6 – Proposed Renewal of Authority for the Purchase of Own Shares by the Company**

The proposed Ordinary Resolution 6, if passed, will empower the Company to purchase its own shares up to 10% of the issued and paid-up capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company. Please refer to the Share Buy-Back Statement in the Annual Report for more information.

4. **Poll Voting**

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 way of a poll.