



**LAMBO GROUP BERHAD**  
(Registration No. 200001014881 (517487-A))  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** an Extraordinary General Meeting of Lambo Group Berhad ("Lambo" or the "Company") ("EGM") will be conducted entirely through live streaming from the Broadcast Venue at Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Tuesday, 18 August 2020 at 11.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

### ORDINARY RESOLUTION 1

**PROPOSED PRIVATE PLACEMENT OF UP TO 813,303,899 NEW ORDINARY SHARES IN LAMBO, REPRESENTING UP TO APPROXIMATELY 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF LAMBO, TO INDEPENDENT THIRD PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER**

"THAT subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company ("Directors") ("Board") to allot and issue up to 813,303,899 new ordinary shares in the Company ("Lambo Shares" or "Shares") ("Placement Shares") by way of private placement to independent third party investor(s) to be identified later in one (1) or more tranches at an issue price for each tranche to be determined at a later date by the Board ("Price-Fixing Date") upon such terms and conditions as disclosed in the Circular to the shareholders of the Company ("Shareholders") dated 30 July 2020 ("Circular") ("Proposed Private Placement").

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume weighted average market price of Lambo Shares up to and including the Price-Fixing Date.

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the use of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement."

### ORDINARY RESOLUTION 2

**AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 ("ACT")**

"THAT pursuant to Sections 75 and 76 of the Act, Constitution of the Company, Additional Temporary Relief Measures to Listed Corporations due to the coronavirus disease 2019 ("COVID-19") issued by Bursa Malaysia Securities Berhad ("Bursa Securities") on 16 April 2020 ("Additional Temporary Relief Measures") and subject to the approval of all the relevant authorities, the Directors be hereby empowered to allot and issue Lambo Shares from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Board may, in their absolute discretion, deem fit, necessary and/or expedient, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being.

THAT the Directors be and are hereby empowered to obtain approval for the listing and quotation of the additional shares so issued on Bursa Securities.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, as empowered by Bursa Securities pursuant to the Additional Temporary Relief Measures, notwithstanding Section 76(3) of the Act, duly varied and adopted by the Directors pursuant to Section 76(4) of the Act."

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

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

Kuala Lumpur  
30 July 2020

**Notes:-**  
1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders WILL NOT BE ALLOWED to attend the EGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the EGM via the Remote Participation and Voting facilities ("RPV") provided by the share registrar, ShareWorks Sdn Bhd from the Broadcast Venue at Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor. Please follow the procedures for RPV in the Information for Shareholders on Extraordinary General Meeting of Lambo Group Berhad and take note of Notes (2) to (9) below in order to participate remotely via RPV.

- Only depositors whose names appear in the Record of Depositors as at 11 August 2020 shall be regarded as members and be entitled to participate at the EGM.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to participate in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.
- 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.
- 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.
- Any alterations in the Form of Proxy must be initialled by the member.
- A member who has appointed a proxy or authorised representative to participate at the EGM via RPV must request his/her proxy to register himself/herself for RPV at <https://rebrand.ly/LamboEGM>. Please follow the Procedures for RPV in the Information for Shareholders on Extraordinary General Meeting of Lambo Group Berhad.
- 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.
- 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 24 hours before the time appointed for holding the EGM or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities requires the resolutions set out in the Notice of EGM to vote by poll.

### EXPLANATORY NOTES

#### Ordinary Resolution 2

#### Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act

The Proposed Ordinary Resolution 2, if passed, is to seek a general mandate to empower the Directors pursuant to Sections 75 and 76 of the Act, to issue and allot Lambo Shares from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Board may, in their absolute discretion, deem fit, necessary and/or expedient, provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being.

As part of the initiative from Bursa Securities to aid and facilitate listed issuers in sustaining their businesses in view of the extraordinary challenges caused by the COVID-19 pandemic, Bursa Securities had vide its letter dated 16 April 2020 allowed a listed issuer, amongst others, to seek a higher general mandate under Rule 6.04 of the ACE Market Listing Requirements of Bursa Securities of not more than 20% of the total number of issued shares (excluding treasury shares) of the Company for issue of new securities ("20% General Mandate"). Bursa Securities has also allowed that the 20% General Mandate may be utilised by a listed issuer to issue new securities until 31 December 2021 ("Extended Utilisation Period") and thereafter, the 10% general mandate will be reinstated.

In view of the challenges caused by the COVID-19 pandemic, this 20% General Mandate is the most appropriate avenue of fund raising at this juncture. This 20% General Mandate will provide flexibility to the Company to undertake any possible fund raising activities, including but not limited to, further placing of shares for the purpose of funding on-going projects and/or future investment projects, financing the day-to-day operational expenses, working capital and/or acquisitions without convening a general meeting.

This 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the Extended Utilisation Period.

The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that this 20% General Mandate is in the best interest of the Company and its shareholders.

### INFORMATION FOR SHAREHOLDERS ON EXTRAORDINARY GENERAL MEETING OF LAMBO GROUP BERHAD

Date : Tuesday, 18 August 2020  
Time : 11.00 a.m. or at any adjournment thereof  
Broadcast Venue : Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor

### MODE OF MEETING

In view of the coronavirus disease 2019 ("COVID-19") pandemic and as part of safety measures against COVID-19, the Extraordinary General Meeting ("EGM") will be conducted entirely through live streaming from the Broadcast Venue. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the EGM via the Remote Participation and Voting facilities ("RPV") provided by the share registrar, ShareWorks Sdn Bhd at Lot 18.2, 18th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor.

Procedures	Action
<b>Before the EGM</b>	
1. Register as participant in Lambo EGM	<ul style="list-style-type: none"> <li>Using your computer, access the website at <a href="https://rebrand.ly/LamboEGM">https://rebrand.ly/LamboEGM</a>. Click on the <b>Register</b> link to register for the EGM.</li> <li>Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.</li> <li>The event is powered by Cisco WebEx. You are recommended to download and install Cisco WebEx Meetings (available for PC, Mac, Android, and iOS). Refer to the tutorial guide posted on the same page for assistance.</li> </ul>
2. Submit your online registration	<ul style="list-style-type: none"> <li>Registration for the EGM is open from Thursday, 30 July 2020 till 11.00 a.m. on Monday, 17 August 2020. Registration is mandatory if you wish to attend the said Meeting.</li> <li>Clicking on the link will redirect you to the EGM event page. Click on the <b>Register</b> link to go to the online registration form.</li> <li>Complete all the necessary information in the registration page. Your name <b>MUST</b> match your CDS account name.</li> <li>Kindly fill in the CDS account number and indicate the number of shares you have.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declarations.</li> <li>Please ensure all information given is accurate before you click <b>Submit</b> to register your remote participation. Failure to do so will result in registration being rejected.</li> <li>System will send an email to notify that your registration for remote participation is received and pending verification.</li> <li>After verification of your registration against the General Meeting Record of Depositors as at 11 August 2020, the system will send you an <b>email to notify you if your registration is approved or rejected</b> after 11 August 2020.</li> <li>If your registration is rejected, you can contact ShareWorks Sdn. Bhd. or the Company for clarifications or to appeal.</li> </ul>
<b>On the day of EGM</b>	
3. Attending Lambo EGM	<ul style="list-style-type: none"> <li>Two reminder emails will be sent to your inbox. First is one day before the EGM day, while the 2nd will be sent 1 hour before the EGM.</li> <li>Click <b>Join Event</b> in the reminder email to participate the RPV.</li> <li>Please ensure you have downloaded and installed Cisco WebEx Meetings application before attending the Virtual General Meeting.</li> </ul>
4. Participating with live video	<ul style="list-style-type: none"> <li>After chairman greeting, you will be given a short brief about the system.</li> <li>Your microphone is muted throughout the whole session.</li> <li>If you have any questions for the Chairman/Board, you may use the <b>Q&amp;A panel</b> to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email.</li> <li>The session will be recorded.</li> <li>Please note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
5. Online Remote Voting	<ul style="list-style-type: none"> <li>The Chairman will announce the commencement of the Voting session and the duration allowed at the EGM.</li> <li>The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given time frame.</li> <li>Click on the Submit button after you have completed your selection(s). Empty votes will be deemed as abstain.</li> <li>Votes cannot be changed once it is submitted.</li> </ul>
6. End of remote participation	Upon the announcement by the Chairman on the closure of the EGM, the live session will end.

### Note to users of the RPV facilities:

- Should your application to join the meeting be approved we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to <https://rebrand.ly/LamboEGM> on the day of meeting will indicate your presence at the virtual meeting.
- The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.

### ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

#### Enquiry pertaining to registration, logging in and system related matters:

General Line : +6016-328 7852  
Email : zhlee@mlabs.com  
Contact person : Mr Lee Zhen Han

#### Enquiry pertaining to proxy forms or other matters:

General Line : +603-6201 1120  
Email : sharereg@shareworks.com.my  
Contact persons : Ms Maria Fong / Mr Kou