



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 on Thursday, 24 September 2020 at 3:00 p.m. and will be conducted as a **fully virtual** meeting through live streaming from the broadcast venue at the Town Hall, 8th Floor, Menara YTL, 205 Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia ("**Broadcast Venue**") for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION:

PROPOSED RENEWAL OF SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT")

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into RRPT from time to time with the related parties as specified in section 2.3 of the Circular to Shareholders dated 9 September 2020 ("**Related Parties**") subject to the following:

- (i) the transactions 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 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."

By Order of the Board,

HO SAY KENG
Company Secretary

KUALA LUMPUR
9 September 2020

Notes:

REMOTE PARTICIPATION AND VOTING

1. The Extraordinary General Meeting ("EGM") will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Voting ("RPV") facilities provided by the appointed share registrar and poll administrator for the EGM, Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") on its TIH Online website at <https://tiah.online>. Please follow the procedures set out in the Administrative Guide for the EGM which is available on the Company's website at <http://tmcement.my/meetings/> to register, participate, speak (in the form of real time submission of typed texts) and vote remotely via the RPV facilities.

BROADCAST VENUE

2. The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be at the main venue of the meeting. Members/proxies/representatives are not allowed to be physically present at the Broadcast Venue on the day of the EGM.

PROXY

3. A member (including an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the EGM via the RPV facilities.
4. Where a member is an Exempt Authorised Nominee as defined under the SICDA, 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.
5. 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised in writing.
7. The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by Tricor not less than 48 hours before the time appointed for holding the EGM i.e. no later than **22 September 2020 at 3:00 p.m.**:

- (i) In hardcopy form [applicable for all members]

The original Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

- (ii) By Tricor Online System (TIH Online) [applicable only for members who are individuals]

The Form of Proxy can be electronically lodged with Tricor via TIH Online at <https://tiah.online>. Please follow the procedures set out in the Administrative Guide.

8. For the purpose of determining a member who shall be entitled to attend the EGM via the RPV facilities, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 59 of the Company's Constitution and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at 17 September 2020. Only a depositor whose name appears on the General Meeting Record of Depositors as at 17 September 2020 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote in his stead.

REPRESENTATIVE FROM CORPORATE MEMBER

9. For a corporate member who has appointed an authorized representative, please deposit the original certificate of appointment of corporate representative with Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for holding the EGM or adjourned meeting at which the person named in the appointment proposes to vote.

Explanatory Notes

Ordinary Resolution –

Proposed Renewal of Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholder Mandate")

Further information on the Proposed Renewal of Shareholder Mandate is set out in the Circular to Shareholders dated 9 September 2020.



FORM OF PROXY

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

CDS Account No.	
<i>(only for nominee companies)</i>	
Number of shares held	

I/We *(full name in block letters)* _____
 _____ Tel. No. _____
 NRIC *(New & old)*/Passport/Company No. _____
 of *(full address)* _____

_____ being
 a member of **Malayan Cement Berhad (formerly known as Lafarge Malaysia Berhad)** hereby appoint

<i>Full name of proxy in block letters</i>	<i>NRIC (new & old) /Passport No. of proxy</i>	Proportion of shareholdings to be represented	
		<i>No. of shares</i>	<i>%</i>
<i>Address of proxy</i>			

* and/or *(delete as appropriate)*

<i>Full name of proxy in block letters</i>	<i>NRIC (new & old) /Passport No. of proxy</i>	Proportion of shareholdings to be represented	
		<i>No. of shares</i>	<i>%</i>
<i>Address of proxy</i>			

or failing him/her, the Chairman of the Meeting as my/our proxy(ies) to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company which will be conducted as a **fully virtual** meeting through live streaming from the broadcast venue at the Town Hall, 8th Floor, Menara YTL, 205 Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia ("**Broadcast Venue**") on Thursday, 24 September 2020 at 3:00 p.m. and at any adjournment thereof.

My/Our proxy is to vote as indicated below:

ORDINARY RESOLUTION	FOR	AGAINST
Proposed Renewal of Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		

Please indicate with an "X" in the space provided whether you wish your votes to be cast "for" or "against" the resolution. In the absence of specific direction, your proxy will vote or abstain as he/she thinks fit.

Dated this _____ day of _____ 2020

 Signature(s)/Common Seal of Member

IMPORTANT NOTICE
Pursuant to Section 327(2) of the Companies Act, 2016, the Chairman of the Meeting will be present at the Broadcast Venue, being the main venue of the meeting. Members/proxies/representatives will not be allowed to be physically present at the Broadcast Venue on the day of the meeting. Members are to participate, speak (in the form of real time submission of typed texts) and vote remotely via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") on its TIIH Online website at <https://tiih.online>.

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Notes:

1. A member (including an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA")) entitled to attend and vote at a general meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the Extraordinary General Meeting ("EGM") via the RPV facilities.
2. Where a member is an Exempt Authorised Nominee as defined under the SICDA, 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.
3. 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized in writing.
5. The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by Tricor not less than 48 hours before the time appointed for holding the EGM i.e. no later than **22 September 2020 at 3:00 p.m.**:
 - (i) **In hardcopy form [applicable for all members]**
The original Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) **By Tricor Online System (TIIH Online)**
[applicable only for members who are individuals]
The Form of Proxy can be electronically lodged with Tricor via TIIH Online at <https://tiih.online>. Please follow the procedures set out in the Administrative Guide.
6. Only members whose names appear on the General Meeting Record of Depositors as at 17 September 2020 shall be entitled to attend the EGM via the RPV facilities or appoint proxy(ies) to attend and/or vote in his stead.
7. For a corporate member who has appointed an authorized representative, please deposit the original certificate of appointment of corporate representative with Tricor at either of the addresses stated in note 5(i) above, not less than 48 hours before the time appointed for holding the EGM or adjourned meeting at which the person named in the appointment proposes to vote.

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AFFIX
STAMP

Tricor Investor & Issuing House Services Sdn Bhd
Share Registrar for the Extraordinary General Meeting of
Malayan Cement Berhad (formerly known as Lafarge Malaysia Berhad)
Unit 32-01, Level 32, Tower A, Vertical Business Suite
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur

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

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

- Day & Date of EGM : Thursday, 24 September 2020
- Time of EGM : 3:00 p.m.
- Meeting Platform : <https://tjih.online>
- Broadcast Venue : The Town Hall, 8th Floor, Menara YTL,
205 Jalan Bukit Bintang,
55100 Kuala Lumpur, Malaysia
- Mode of Communication : Prior to the day of EGM:
(Submission of Questions) ❖ Via <https://tjih.online> by selecting “e-Services”
- On the day of the EGM:
❖ Typed text in the Meeting Platform
- EGM Documents : The following documents can be viewed and downloaded from the Company’s website at <http://ytlcement.my/meetings/>
- (a) Circular to shareholders dated 9 September 2020
 - (b) Notice of EGM
 - (c) Form of Proxy
 - (d) (*this*) Administrative Guide for the EGM

I. MODE OF MEETING

The EGM will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Voting (“**RPV**”) facilities provided by the appointed share registrar and poll administrator for the EGM, Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) on its TIH Online website at <https://tjih.online>.

The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be at the main venue of the meeting. **Members/proxies/representatives are not allowed to be physically present at the Broadcast Venue on the day of the EGM.**

II. ENTITLEMENT TO PARTICIPATE

Only members whose names appear on the General Meeting Record of Depositors as at 17 September 2020 shall be entitled to participate, speak and vote at the EGM.

To participate in the EGM, please refer to the following **procedures for using the RPV**:

	Procedure for RPV	Action
Before the day of the EGM		
1.	Register as a user with TIH Online	<ul style="list-style-type: none"> • Using your smart device or computer, access the website https://tjih.online. Register as a user under “e-Services”. Refer to the tutorial guide posted on the homepage for assistance.

	Procedure for RPV	Action
Before the day of the EGM (cont'd)		
	<p><i>Note:</i> If you are already a registered user with TIIH Online, you need not register again.</p>	<ul style="list-style-type: none"> Registration as a user will be approved within one working day and you will be notified via email. If you are already a user with TIIH Online, you will receive an email to notify you that the RPV for the EGM is available for registration at TIIH Online.
2.	<p>Submit your request</p> <p>(IMPORTANT:</p> <p><i>Whether -</i></p> <ul style="list-style-type: none"> ➤ you are registering as a new user with TIIH Online, or ➤ you are already a registered user with TIIH Online and you are registering for use of the RPV for this EGM, please ensure that you register early to allow sufficient time for approval/verification so that you can login to the meeting platform and/or use the RPV.) 	<ul style="list-style-type: none"> Registration is open from Wednesday, 9 September 2020 until the day of the EGM i.e. Thursday, 24 September 2020 at 3:00 p.m. Members/proxies/representatives are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV. Login with your user ID (<i>email address</i>) and password and select the corporate event: “(REGISTRATION) MCB EGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an email to notify that your registration for RPV is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 17 September 2020, the system will send to you an email confirming approval of your registration for RPV. The procedures for using the RPV are also set out in the email. In the event your registration is not approved, you will also be notified via email.
On the day of the EGM (i.e. 24 September 2020)		
3.	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID (<i>email address</i>) and password for RPV at the EGM at any time from 2:30 p.m. (i.e. 30 minutes before the commencement of the EGM) on Thursday, 24 September 2020 at 3:00 p.m.
4.	Participate through live streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAMING MEETING) MCB EGM” to engage in the proceedings of the EGM remotely. If you have any questions for the Chairman/Board of Directors, you may use the query box to transmit your questions. The Chairman/Board of Directors will endeavour to respond to questions submitted by remote participants during the EGM.
5.	Online remote voting	<ul style="list-style-type: none"> Voting session commences from 3:00 p.m. on Thursday, 24 September 2020 until a time when the Chairman announces the completion of the voting session of the EGM. Select the corporate event: “(REMOTE VOTING) MCB EGM”.

	Procedure for RPV	Action
On the day of the EGM (i.e. 24 September 2020) (cont'd)		
		<ul style="list-style-type: none"> • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your vote(s) for the resolution tabled for voting. • Confirm and submit your vote(s).
6.	End of remote participation	<ul style="list-style-type: none"> • The live streaming will end upon announcement by the Chairman on the closure of the EGM

Notes to users of the RPV facilities:

- (i) Should your application to join the EGM be approved, the system will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of the EGM will indicate your presence at the virtual meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet connection at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-4080 5616 / 011-4080 3168 / 011-4080 3169 / 011-4080 3170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

III. APPOINTMENT OF PROXY

The appointment of proxy may be made in hardcopy form or by electronic means as specified below and must be received by Tricor not less than 48 hours before the time appointed for holding the EGM i.e. no later than **Tuesday, 22 September 2020 at 3:00 p.m.:**

- (a) In hardcopy form *[applicable for all members]*

The original Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at either of the following offices of Tricor:

Tricor's office	or	Tricor's Customer Service Centre
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia		Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

OR

- (b) Electronically via Tricor Online System (TIIH Online)
[applicable only for members who are individuals]

The procedures for this are summarised below:

	Procedure	Action
1.	Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your smart device or computer, access the website at https://tiih.online. Register as a user under “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
2.	Proceed with submission of Form of Proxy	<ul style="list-style-type: none"> Login with your user ID (<i>email address</i>) and password. Select the corporate event: “(SUBMISSION OF PROXY FORM)”. Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST. Otherwise your proxy will decide your vote. Review and confirm your proxy appointment(s). Print proxy form for your record.

IV. APPOINTMENT OF REPRESENTATIVES BY CORPORATE MEMBERS

For a corporate member who has appointed an authorized representative to participate and vote remotely via the RPV facilities, please deposit the **original certificate of appointment of corporate representative** with Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

OR ALTERNATIVELY,

at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia,

no later than **Tuesday, 22 September 2020 at 3:00 p.m.**

The corporate representative appointed must register himself/herself for RPV at <https://tiih.online> within the time stipulated in sub-item (2) of paragraph II (pertaining to procedure for RPV) in order to participate and vote at the EGM via RPV.

V. POLL VOTING

In accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, the resolution set out in the Notice of EGM will be put to vote by poll.

Shareholders/proxies/corporate representatives/attorneys can proceed to vote on the resolution at any time from the commencement of the EGM at 3:00 p.m. on 24 September 2020 but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to sub-item (5) of paragraph II above on the procedures for RPV for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the EGM, the Scrutineers will verify the poll results, followed by the Chairman's announcement whether the resolution is duly passed.

VI. NO DOOR GIFTS/MEAL VOUCHERS

There will be **NO distribution** of door gifts or food vouchers for the EGM as the meeting will be conducted on a fully virtual basis.

The Board of Directors would like to thank all shareholders for their kind understanding.

VII. RECORDING OR PHOTOGRAPHY

No recording or photography of the virtual EGM proceedings is allowed without the prior written permission of the Company.

VIII. ENQUIRIES

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):

Tricor Investor & Issuing House Services Sdn Bhd

Tel. : (603) - 2783 9299
Fax : (603) - 2783 9222
Email : is.enquiry@my.tricorglobal.com
Contact Persons : Encik Ahmad Syafiq bin Shaharuddin
Tel.: (603) – 2783 9248 (Ahmad.Syafiq@my.tricorglobal.com)

Encik Zulhafri bin Abdul Rahman
Tel.: (603) – 2783 9289 (Zulhafri@my.tricorglobal.com)