



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Lambo Group Berhad (“Lambo” or the “Company”) will be held on a fully virtual basis through live streaming and online remote voting by using Remote Participation and Voting (“RPV”) facilities via <https://rebrand.ly/LamboEGM> provided by the Virtual Meeting Service Provider, MLABS Research Sdn Bhd, in Malaysia on Friday, 9 July 2021 at 10.30 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 CONSOLIDATION OF EVERY 25 EXISTING ORDINARY SHARES IN LAMBO (“LAMBO SHARES” OR “SHARES”) INTO 1 LAMBO SHARE (“CONSOLIDATED SHARE”) (“PROPOSED SHARE CONSOLIDATION”)

“THAT subject to the approvals being obtained from the relevant authorities and/or parties, approval be and is hereby given to the Company to give effect to the consolidation of every 25 existing Lambo Shares into 1 Consolidated Share;

THAT the Consolidated Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other;

THAT fractional entitlements arising from the Proposed Share Consolidation in respect of the Consolidated Shares, if any, shall be disregarded and/or dealt with by the Board of Directors of the Company (“Board”) in such manner as it in its absolute discretion as it may deem fit or expedient and in the best interests of the Company;

AND THAT the Board be and is hereby authorised with full power to do all such acts, deeds and things and to execute and deliver on behalf of the Company all such documents and/or agreements as the Board may deem fit, necessary or expedient or appropriate in the best interests of the Company, in order to finalise, implement and/or give effect to the above transactions with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities.”

ORDINARY RESOLUTION 2

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,207,787,815 NEW SHARES (“RIGHTS SHARES”) TOGETHER WITH UP TO 483,115,126 FREE DETACHABLE WARRANTS IN LAMBO (“WARRANTS C”) ON THE BASIS OF 5 RIGHTS SHARES TOGETHER WITH 2 FREE WARRANTS C FOR EVERY 1 CONSOLIDATED SHARE HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED (“RIGHTS ENTITLEMENT DATE”) (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the admission of the Warrants C to the Official List of Bursa Securities as well as the listing and quotation of the Rights Shares, Warrants C and the new Shares to be issued pursuant to the exercise of the Warrants C on the ACE Market of Bursa Securities, the Board be and is hereby authorised to undertake the Proposed Rights Issue with Warrants as follows:-

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 1,207,787,815 Rights Shares together with up to 483,115,126 Warrants C to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on the Rights Entitlement Date (“Entitled Shareholders”), on the basis of 5 Rights Shares together with 2 free Warrants C for every 1 Consolidated Share held by the Entitled Shareholders on the Rights Entitlement Date at an issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (ii) to enter into and execute the deed poll constituting the Warrants C (“Deed Poll C”) and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll C (including, without limitation, the affixing of the Company’s company seal, where necessary);
- (iii) to allot and issue the Warrants C in registered form to the Entitled Shareholders (and/or their renouncee(s), as the case may be) and Excess Applicants (as defined below), if any, who subscribe for and are allotted Rights Shares, each Warrant C conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board, on the Rights Entitlement Date, subject to the provisions for adjustment to the subscription rights attached to the Warrants C in accordance with the provisions of the Deed Poll C;
- (iv) to allot and issue such number of additional Warrants C pursuant to adjustments as provided for under the Deed Poll C (“Additional Warrants C”) and to adjust from time to time the exercise price of the Warrants C as a consequence of the adjustments under the provisions of the Deed Poll C and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (where required); and
- (v) to allot and issue such number of new Shares credited as fully paid-up to the holders of Warrants C upon their exercise of the relevant Warrants C to subscribe for new Shares during the tenure of the Warrants C, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants C and such adjustments in accordance with the provisions of the Deed Poll C;

THAT the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the Rights Shares and the exercise price of the Warrants C to be issued in connection with the Proposed Rights Issue with Warrants;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renouncee(s) shall be made available for excess applications in such manner and to such persons (“Excess Applicants”) as the Board shall determine at its absolute discretion;

THAT the Rights Shares, Warrants C and the new Shares to be issued pursuant to the exercise of the Warrants C and Additional Warrants C (if any) shall be listed on the ACE Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue with Warrants shall be used for the purposes as set out in Section 4 of the circular to shareholders of the Company dated 24 June 2021 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (where required);

THAT the Rights Shares shall, upon allotment, issuance and full payment of the issue price of the Rights Shares, rank *pari passu* in all respects with the then existing issued Shares;

THAT the new Shares to be issued pursuant to the exercise of the Warrants C (including the Additional Warrants C, if any) shall, upon allotment, issuance and full payment of the exercise price of the Warrants C (or the Additional Warrants C, if any), rank *pari passu* in all respects with the then existing issued Shares;

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and the Warrants C arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit and in the best interests of the Company (including without limitation to disregard such fractional entitlements altogether);

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

AND THAT this resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants C (including Additional Warrants C, if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”

By order of the Board
LAMBO GROUP BERHAD

NG MEI WAN (SSM PC No. 201908000801) (MIA 28862)
R. MALATHI A/P RAJAGOPAL (SSM PC No. 201908000851) (MAICSA 7054884)
Company Secretaries

Kuala Lumpur
24 June 2021

Notes:-
1. 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 RPV facilities provided by the Virtual Meeting Service Provider, MLABS Research Sdn Bhd. 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.

- 2. Only depositors whose names appear in the Record of Depositors (“ROD”) as at 2 July 2021 shall be regarded as members and be entitled to participate at the EGM.
- 3. A member shall be entitled to appoint another person as proxy to exercise all or any of his/her rights to participate in his/her stead pursuant to Section 334 of the Companies Act, 2016. There shall be no restriction as to the qualification of the proxy.
- 4. 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.
- 5. 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.
- 6. Any alterations in the Form of Proxy must be initiated by the member.
- 7. 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.
- 8. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing. If the appointor is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- 9. 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 Share Registrar of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or email at ir@shareworks.com.my 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.
- 10. The circular to shareholders of the Company, Notice of EGM and Form of Proxy are available online for download from the Company’s announcement on Bursa Malaysia Berhad’s website at www.bursamalaysia.com or the Company’s website at <http://www.lambogroup.my>. A notification to shareholders of the Company who have maintained their e-mail addresses in the ROD will be sent via electronic mail by the Share Registrar, ShareWorks Sdn Bhd.
- 11. For shareholders of the Company who have not provided e-mail addresses, following the restrictions arising from the implementation of the movement control order, there may be a delay for the delivery of the notification to shareholders of the Company.

INFORMATION FOR SHAREHOLDERS ON EXTRAORDINARY GENERAL MEETING OF LAMBO GROUP BERHAD

Date : Friday, 9 July 2021
Time : 10.30 a.m. or at any adjournment thereof
Online Meeting Platform : Fully virtual basis through live streaming and online remote voting by using Remote Participation and Voting (“RPV”) facilities via <https://rebrand.ly/LamboEGM> provided by the Virtual Meeting Service Provider, MLABS Research Sdn Bhd

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 held on a fully virtual basis through live streaming and online remote voting by using RPV facilities.

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 RPV facilities provided by the Virtual Meeting Service Provider, MLABS Research Sdn Bhd.

Procedures	Action
Before the EGM	
1. Register as participant in Lambo EGM	<ul style="list-style-type: none"> • Using your computer, access the website at https://rebrand.ly/LamboEGM. Click on the Register link to register for the EGM. • Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. • 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.
2. Submit your online registration	<ul style="list-style-type: none"> • Registration for the EGM is open from 5.00 p.m. on Thursday, 24 June 2021. Registration is mandatory if you wish to attend the said meeting. • Clicking on the link will redirect you to the EGM event page. Click on the Register link to go to the online registration form. • Complete all the necessary information in the registration page. Your name MUST match your CDS account name. • Kindly fill in the CDS account number and indicate the number of shares you have. • Read and agree to the Terms & Conditions and confirm the Declarations. • Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in registration being rejected. • System will send an email to notify that your registration for remote participation is received and pending verification. • After verification of your registration against the General Meeting Record of Depositors as at 2 July 2021, the system will send you an email to notify you if your registration is approved or rejected after 3 July 2021. • If your registration is rejected, you can contact MLABS Research Sdn Bhd or the Company for clarifications or to appeal.
On the day of EGM	
3. Attending Lambo EGM	<ul style="list-style-type: none"> • 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. • Click Join Event in the reminder email to participate via the RPV facilities. • Please ensure you have downloaded and installed Cisco WebEx Meetings application before attending the Virtual General Meeting.
4. Participating with live video	<ul style="list-style-type: none"> • After chairman greeting, you will be given a short brief about the system. • Your microphone is muted throughout the whole session. • If you have any questions for the Chairman/Board, you may use the Q&A panel 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. • The session will be recorded. • Please note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5. Online Remote Voting	<ul style="list-style-type: none"> • The Chairman will announce the commencement of the Voting session and the duration allowed at the EGM. • 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. • Click on the Submit button after you have completed your selection(s). Empty votes will be deemed as abstain. • Votes cannot be changed once it is submitted.
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:

- 1. 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.
- 2. 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 : 03 – 7688 1013
Email : vgm@mlabs.com
Contact person(s) : Mr ZH Lee / Mr Bryan / Mr Hong

Enquiry pertaining to proxy forms or other matters:

General Line : 03 – 6201 1120
Email : ir@shareworks.com.my
Contact person(s) : Mr SQ Kou / Mr Vemalan / Ms Maria Fong