



## LBI CAPITAL BERHAD

(Company No. 41412-X)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“EGM”) of LBI Capital Berhad (“LBI” or “Company”) will be held at Lot 1282, Jalan Bukit Kemuning, Seksyen 32, 40460 Shah Alam, Selangor Darul Ehsan on Tuesday, 15 March 2016 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:

#### ORDINARY RESOLUTION

**PROPOSED DISPOSAL OF 4 ADJOINING PARCELS OF VACANT FREEHOLD DEVELOPMENT LAND HELD UNDER TITLE NUMBERS GERAN 35066 LOT NO. 32, GERAN 80859 LOT NO. 63, GERAN 80863 LOT NO. 67 AND GERAN 80864 LOT NO. 68 IN SEKSYEN 1, BANDAR BATU FERRINGGI, DAERAH TIMOR LAUT, PULAU PINANG (“LANDS”) BY LBR INDUSTRIES SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF LBI CAPITAL BERHAD, TO CRIMSON LEGEND (M) SDN. BHD., FOR A TOTAL CASH CONSIDERATION OF RM50.0 MILLION, EXCLUSIVE OF GOODS AND SERVICES TAX (“GST”) OF RM3.0 MILLION (“PROPOSED DISPOSAL OF LANDS”)**

“**THAT**, subject to the approval of all relevant authorities and/or parties being obtained and/or relevant requirements for the completion to be met, approval be and is hereby given to the Company to dispose off the Lands, to Crimson based on the terms and conditions set out in the 4 sale and purchase agreements dated 6 January 2016 entered into between LBR and Crimson (“SPAs”), for a total cash consideration of RM50.0 million, excluding GST of RM3.0 million;

“**THAT** the proceeds arising from the Proposed Disposal of Lands be utilised for the purposes as set out in Section 2.9 of the circular to shareholders dated 29 February 2016, and the Board of Directors of LBI (“**Board**”) be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company;

**AND THAT** the Board be and is hereby empowered and authorised to give full effect to the Proposed Disposal of Lands, with full power to complete the Proposed Disposal of Lands in such manner as the Board may deem appropriate or necessary, including to take all such steps and do all such acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver for and on behalf of the Company, the SPAs and all such documents as the Board may deem necessary, expedient and/or appropriate with full powers to agree to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as may be deemed necessary and expedient by the Board in order to give full effect to complete the Proposed Disposal of Lands and in the best interest of the Company.”

#### BY ORDER OF THE BOARD

**NG SAY OR (LS 00515)**

Company Secretary

Kuala Lumpur

29 February 2016

#### Notes:

- (i) *The members whose names appear in the Record of Depositors on 8 March 2016 shall be entitled to attend and vote at this EGM.*
- (ii) *A member entitled to attend and vote at this EGM is entitled to appoint at least one proxy to attend and vote on his/her behalf. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.*
- (iii) *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.*
- (iv) *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”), 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.*
- (v) *Where a member is an exempt authorised nominee (“**EAN**”) 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 EAN may appoint in respect of each omnibus account it holds.*
- (vi) *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.*
- (vii) *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 48 hours before the time set for holding the meeting.*