

# NOTICE OF ANNUAL GENERAL MEETING



**LB Aluminium Berhad**  
(198501006093 (138535-V))  
**(Incorporated in Malaysia)**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of LB Aluminium Berhad ("Company") will be conducted on a fully virtual basis using the remote participation and voting facilities through the online meeting platform, TIH Online, provided by Tricor Investor & Issuing House Services Sdn Bhd in Malaysia via its website at <https://tjh.online> or <https://tjh.com.my> (Domain registration number with MYNIC: D1A282781) on Thursday, 29 September 2022 at 10:00 a.m., for the following purposes:-

## AGENDA

### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 April 2022 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of a first and final single tier dividend of 2.50 sen per ordinary share in respect of the financial year ended 30 April 2022.
- To approve the payment of Directors' fees of RM400,000.00 for the financial year ended 30 April 2022.
- To approve the payment of Directors' benefits of up to RM45,000.00 for the period immediately after this annual general meeting until the next annual general meeting of the Company.
- To re-elect the following Directors who retire in accordance with Clause 76(3) of the Company's Constitution:-
  - Mr Toh Khiam Huat
  - Mr Chew Kat Nyap
  - Mr Teh Kok Heng
- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

### AS SPECIAL BUSINESS

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

- Ordinary Resolution(s)**  
**Continuation in Office as Independent Directors**
  - "THAT subject to the passing of Resolution 4 above, approval be and is hereby given for Mr Toh Khiam Huat who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of the next annual general meeting of the Company."
  - "THAT subject to the passing of Resolution 5 above, approval be and is hereby given for Mr Chew Kat Nyap who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of the next annual general meeting of the Company."
  - "THAT subject to the passing of Resolution 6 above, approval be and is hereby given for Mr Teh Kok Heng who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of the next annual general meeting of the Company."

### Ordinary Resolution Authority to Issue and Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements and the approvals of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to issue and allot 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 that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

### Ordinary Resolution Proposed Renewal of Authority for Share Buy-Back

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-

- the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

#### ("Proposed Share Buy-Back")

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- the conclusion of the next annual general meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- To transfer all or part of the treasury shares as purchase consideration;
- To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

### Ordinary Resolution Proposed Renewal of the Existing Shareholders' Mandate for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject to the provisions of Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.2 of the Circular to Shareholders dated 29 August 2022, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed RRPT Mandate").

THAT the Proposed RRPT Mandate shall only continue to be in full force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed RRPT Mandate."

- To consider any other business of which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the Annual General Meeting to be held on 29 September 2022, the first and final single tier dividend of 2.50 sen per ordinary share in respect of the financial year ended 30 April 2022 will be paid on 18 October 2022 to Depositors whose names appear in the Record of Depositors on 4 October 2022. A Depositor shall qualify for entitlement to the dividend only in respect of:-

- shares transferred into the depositor's securities account before 4:30 p.m. on 4 October 2022 in respect of transfers; and
- shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD  
Wong Wai Foong [SSM PC NO. 202008001472 (MAICSA 7001358)]  
Tan Hsiao Yuen [SSM PC NO. 201908002342 (MAICSA 7056952)]  
Company Secretaries

Kuala Lumpur  
29 August 2022

## NOTES-

### 1. IMPORTANT NOTICE

The Annual General Meeting ("AGM") will be conducted on a fully virtual basis using the remote participation and voting ("RPV") facilities through the online meeting platform, TIH Online, provided by Tricor Investor & Issuing House Services Sdn Bhd ("Tricor") in Malaysia via its website at <https://tjh.online> or <https://tjh.com.my> (Domain registration number with MYNIC: D1A282781) on Thursday, 29 September 2022 at 10:00 a.m. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the AGM via the RPV facilities provided by Tricor.

**Please read these Notes carefully and follow the procedures in the Administrative Notes for the AGM in order to participate remotely via RPV.**

- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 22 September 2022. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM or appoint a proxy or proxies to participate on his/her/its behalf via RPV.
- A member who is entitled to participate at this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his place. A proxy may but need not be a member of the Company.
- A member of the Company who is 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 AGM via RPV.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A member who has appointed a proxy or attorney or authorised representative to participate at the AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIH Online website at <https://tjh.online>. Procedures for RPV can be found in the Administrative Notes for the AGM.
- The appointment of a proxy may be made in hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:-
  - In hard copy form**  
In the case of an appointment made in hard copy form, this proxy form must be deposited with Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
  - By electronic means via facsimile**  
In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at 03-2783 9222.
  - By electronic means via email**  
In the case of an appointment made via email transmission, this proxy form must be received via email at [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com).

For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur before or on the day of meeting for verification purpose.

(iv) **By electronic form via TIH Online**

In the case of an appointment of a proxy made in electronic form, the proxy form must be deposited via TIH Online website at <https://tjh.online>. Please follow the procedures as set out in the Administrative Notes for the electronic lodgement of proxy form.

Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariately and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

11. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.

12. Last date and time for lodging this proxy form is **Tuesday, 27 September 2022 at 10:00 a.m.**

13. For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised 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 or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment of authorised representative should be executed in the following manner:-

(i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

(ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:-

(a) at least two (2) authorised officers, of whom one shall be a director; or

(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

### EXPLANATORY NOTES TO ORDINARY BUSINESS

#### 1. Item 1 of the Agenda – Receipt of Report and Audited Financial Statements

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, will not be put forward for voting by shareholders of the Company.

#### 2. Ordinary Resolutions 2 and 3 – Directors' Fees and Directors' Benefits for the financial year ended 30 April 2022

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

The proposed Resolutions 2 and 3 are to facilitate the payment of Directors' fees and benefits to the Directors.

The proposed Resolution 3 for the Directors' benefits (being meeting allowances) are calculated based on the current Board of Directors ("Board") size and the number of scheduled Board and Audit Committee meetings for the period from the conclusion of this AGM up to the next AGM. Each member of the Board and Audit Committee of the Company will be paid meeting allowance of RM500.00 per meeting for their attendance at the Board and Audit Committee meetings of the Company.

In the event the proposed amount of Directors' fees and/or benefits are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

#### 3. Ordinary Resolutions 4, 5 and 6 – Re-election of Directors who retire in accordance with Clause 76(3) of the Constitution of the Company

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of the Directors who are standing for re-election as per Agenda Item no. 5 are set out in the Directors' profile of the Annual Report 2022. They have offered themselves for re-election at the AGM.

The Board has through the Nomination Committee ("NC"), considered the assessment of the said Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The justifications to support the Board's recommendation to re-elect the aforementioned Directors are as follows:

(i) Mr Toh Khiam Huat fulfills the requirements of independence set out in the Listing Requirements of Bursa Securities. He has remained objective and independent in expressing his view and participating in Board deliberations and decision-making. He has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director and Chairman of the Audit Committee of the Company.

(ii) Mr Chew Kat Nyap has vast experience in senior management specifically in investor services and primary capital market activities gained over the years in prominent accounting and service firms and an investment bank and is able to provide the Board with a diverse set of expertise and perspective. He fulfills the requirements of independence set out in the Listing Requirements of Bursa Securities. He also exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

(iii) Mr Teh Kok Heng has vast experience in Design and Construction Management, specializing in Brand Activation business as well as Interior Architecture Fit-out and Advertising. He is able to provide the Board with a diverse set of expertise and perspective. He fulfills the requirements of independence as set out in Practice Note 13 of the Listing Requirements of Bursa Securities. He remains objective and independent in expressing his view and participating in Board deliberations and decision-making.

#### 4. Ordinary Resolution 7 – Re-appointment of Auditors

The Board has through the Audit Committee, considered the re-appointment of Messrs BDO PLT as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table the re-appointment of Messrs BDO PLT at the forthcoming AGM, included an assessment of the Auditors' independence and objectivity, caliber and quality process/performance.

### EXPLANATORY NOTES TO SPECIAL BUSINESS

#### 1. Ordinary Resolutions 8, 9 and 10 – Continuation in Office as Independent Directors

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than (9) nine years.

Mr Toh Khiam Huat, Mr Chew Kat Nyap and Mr Teh Kok Heng were appointed to the Board on 31 July 2013 as Independent Directors. They have therefore served for more than nine (9) years.

The Board has through the NC, assessed their independence and recommended them to continue to act as Independent Directors of the Company based on the following justifications:-

(i) they had fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements of Bursa Securities and were therefore able to bring independent and objective judgment to the Board;

(ii) they have been with the Group for many years and possessed a deep understanding of the Group's business operations, and had continued to critically and constructively challenge and contribute to the development of effective business strategy and direction of the Company during Board and Board committees' meetings;

(iii) their long tenure with the Company had neither impaired nor compromised their independent judgement. They were free from any business or other relationships which could interfere with their exercise of independent judgement;

(iv) they provided effective check and balance in the proceeding of the Board and the Board committees;

(v) they continued to remain objective and were able to exercise independent judgement in expressing their views and in participating in deliberations and decision making of the Board and Board committees in the best interest of the Company;

(vi) they exhibited high commitment and devoted sufficient time and attention to their responsibilities as Independent Directors of the Company; and

(vii) they had met the attendance requirements for Board meetings pursuant to the Listing Requirements of Bursa Securities. This testified to their dedication to discharging the responsibilities expected of an Independent Director.

The proposed Resolutions 8, 9 and 10, if passed, will enable Mr Toh Khiam Huat, Mr Chew Kat Nyap and Mr Teh Kok Heng to continue to act as Independent Directors of the Company.

Mr Neoh Lay Keong and Dato' Dr Mohd Husni Bin Ahmad, the Independent Directors who have served the Board for more than 12 years, have indicated to the Company that they will be stepping down as Independent Directors after the conclusion of this AGM.

Upon the resignation of Mr Neoh Lay Keong and Dato' Dr Mohd Husni Bin Ahmad, the Company will not be in compliance with Paragraph 15.09(1) of the Listing Requirements of Bursa Securities and must fill the vacancies within three (3) months from the date of their resignation. The Company will source the replacements soonest possible and make the necessary announcements relating thereto to Bursa Securities.

#### 2. Ordinary Resolution 11 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Resolution 11 is the renewal of the mandate obtained from the members at the last AGM. As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the previous AGM held on 28 October 2021 as there were no requirements for such fund raising activities.

The proposed Resolution 11, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s) at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

#### 3. Ordinary Resolution 12 – Proposed Renewal of Authority for Share Buy-Back

The proposed Resolution 12, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 29 August 2022 in relation to the Proposed Renewal of Authority for Share Buy-Back for further details.

#### 4. Ordinary Resolution 13 – Proposed Renewal of the Existing Shareholders' Mandate for the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution 13, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms which are not detrimental to the interest of the minority shareholders.

Please refer to the Circular to Shareholders dated 29 August 2022 for further information.