

**LAFARGE MALAYSIA BERHAD (1877-T)**  
**(Incorporated in Malaysia)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 69th Annual General Meeting of LAFARGE MALAYSIA BERHAD will be held at Ballroom 1, First Floor, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur, Malaysia on Thursday, 30 May 2019 at 2.00 p.m. for the following purposes:-

AGENDA

**As Ordinary Business**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon.          | Please refer to Explanatory Note (a) |
| 2. To re-elect Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuanku Ja'afar who retires pursuant to Article 85 of the Company's Constitution.                               | <b>Resolution 1</b>                  |
| 3. To re-elect the following Directors who retire pursuant to Article 91 of the Company's Constitution:  |                                      |
| a. Tan Sri Dato' (Dr) Yeoh Sock Ping   | <b>Resolution 2</b>                  |
| b. Dato' Yeoh Seok Kian  | <b>Resolution 3</b>                  |
| c. Dato' Yeoh Seok Hong  | <b>Resolution 4</b>                  |
| d. Dato' Sri Yeoh Sock Siong   | <b>Resolution 5</b>                  |
| e. Dato' Yeoh Soo Keng   | <b>Resolution 6</b>                  |
| f. Yeoh Khoon Cheng  | <b>Resolution 7</b>                  |
| 4. To approve the payment of the Directors' fees and benefits of up to RM852,000.00 payable to the Directors in respect of the financial year ending 31 December 2019. | <b>Resolution 8</b>                  |
| 5. To re-appoint Messrs Deloitte PLT, the retiring Auditors and to authorise the Directors of the Company to fix their remuneration.                                   | <b>Resolution 9</b>                  |

**As Special Business**

To consider and, if thought fit, to pass the following Resolutions:

6. **Ordinary Resolution**

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| Subject to the passing of Ordinary Resolution 1, to allow Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuanku Ja'afar who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 years, to continue as an Independent Non-Executive Director of the Company. | <b>Resolution 10</b> |
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## 7. Ordinary Resolution

Proposed Renewal of Shareholders' Mandate as well as Proposed New Mandate for Recurrent Related Party Transactions ("Recurrent RPTs").

### Resolution 11

"That, subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries be hereby authorised to enter into or transact all recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in **Section 2.4** of the Circular to Shareholders dated 30 April 2019 provided further to the following:-

- (i) the transactions are necessary for the day to day operations of the Company, carried out in the ordinary course of business, on normal commercial terms and on terms which are not more favourable to the Related Party than those that could be arranged with unrelated parties, where comparable services, sales or purchases are so obtainable from such unrelated parties and are not to the detriment of the minority shareholders;
- (ii) disclosure be made in the annual report of the aggregate value of the transactions conducted pursuant to the Proposed Recurrent RPT Mandate during the financial year with a breakdown of the aggregate value of the Recurrent RPTs based on the type, the names of the Related Parties involved and their relationship with the Company and otherwise in accordance with the provisions of the Listing Requirements of the Bursa Securities; and
- (iii) that the authority conferred by the Proposed Recurrent RPT Mandate shall continue to be in force until:-
  - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed;
  - (b) the expiration of the period within which the next AGM of LMB is required to be held pursuant to section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
  - (c) revoked or varied by resolution passed by the shareholders in an AGM or EGM,

whichever is earlier.

THAT the Directors and/or any one of them be hereby authorised to complete and do all such acts and things that they/he may consider expedient or necessary (including the amendment and/or execution of such documents as may be required) to give effect to the Proposed Recurrent RPT Mandate."

**8. Ordinary Resolution**

Proposed Renewal of Authority for Purchase of own shares by the Company (“Share Buyback”).

**Resolution 12**

“THAT subject to the provisions of the Companies Act, 2016 (“the Act”), the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad and the approvals of all relevant government and/or regulatory authorities, the Company is hereby authorised to purchase such number of ordinary shares of the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit provided that the aggregate number of shares to be purchased pursuant to this resolution does not exceed 84,969,547 ordinary shares representing ten per cent (10%) of the total number of issued shares of the Company and an amount not exceeding the retained profits of the Company be allocated by the Company for the Share Buyback;

AND THAT at the discretion of the Directors, upon such purchase by the Company of its own shares, the purchased shares be cancelled and/or retained as treasury shares and subsequently be cancelled, distributed as dividends or resold on Bursa Malaysia Securities Berhad;

AND THAT the Directors of the Company be hereby authorised to take all such steps as are necessary or expedient and to enter into any agreements, arrangements and guarantees with any party or parties to implement or to effect the purchase(s) of the Company's shares with full powers to assent to any conditions, notifications, revaluations, variations (if any) as may be required by the relevant authorities and to do all such acts and things that they/he may consider expedient or necessary (including the amendment and/or execution of such documents as may be required) to give effect to the Share Buyback;

AND THAT the authority hereby given shall commence immediately upon the passing of this resolution and shall continue to be in force until (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time it shall lapse unless by ordinary resolution passed at the AGM, the authority is renewed either unconditionally or subject to conditions; or (ii) the expiration of the period within which the next AGM is required by law to be held or (iii) unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first, but not so as to prejudice the completion of the purchase of its own shares by the Company entered into before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad or any other relevant authorities.”

**9. Special Resolution**

Proposed Adoption of the new Constitution of the Company

**Resolution 13**

“THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Part C of the Circular to

Shareholders dated 30 April 2019 accompanying the Company's Annual Report for the financial year ended 31 December 2018, be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

#### 10. Others

To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Constitution.

By Order of the Board

**Koh Poi San** (L.S. No. 0009701)  
**Serene Lee Huey Fei** (L.S. No. 0009912)  
Company Secretaries

Petaling Jaya,  
Selangor Darul Ehsan  
30 April 2019

#### **Explanatory Notes on Ordinary Business**

- a. Item 1 of the Agenda is meant for discussion only as under the provision of Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements do not require formal approval of the shareholders and hence, the matter will not be put forward for voting.
- b. Ordinary Resolutions 2, 3, 4, 5 and 6

The profiles of Tan Sri Dato' (Dr) Yeoh Sock Ping, Dato' Yeoh Seok Kian, Dato' Yeoh Seok Hong, Dato' Sri Yeoh Sock Siong and Dato' Yeoh Soo Keng are enclosed as Appendix I.

- c. Ordinary Resolution 8

Section 230(1) of the Companies Act 2016 provides that the fees and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, shareholders' approval is being sought for the Directors' fees and benefits in respect of the financial year ending 2019. The fees of the Company's Independent Directors are based upon the rates approved by the shareholders at the AGM held on 24 May 2016. The Company's Non-Independent Directors and Executive Directors do not receive any directors' fees.

#### **Explanatory Notes on Special Business**

- d. Ordinary Resolution 10

Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuanku Ja'afar, has served as an Independent Non-Executive Director of the Company for more than 12 years. The Board has evaluated his

performance, both in the capacity as the Chairman of the Board and as an Independent Non-Executive Director of the Company and has unanimously recommended that he continues to act as an Independent Non-Executive Director of the Company, subject always to the shareholders' approval at the forthcoming AGM of the Company. In due course, the Board will consider an appropriate term limit for his tenure with the Board and will seek to implement the appropriate policy on Board tenureship. The justifications for the Board's recommendation on the re-election of Y.A.M. Tunku Tan Sri Imran ibni Almarhum Tuanku Ja'afar as an Independent Non-Executive Director are as follows:-

- i. he fulfills the independent criteria for directors as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore, is able to contribute impartially to the Board;
  - ii. his robust and relevant experience as set out in his profile on page 22 of the Annual Report enables him to provide the Board with a diverse set of skills, insights and competence and thus, ensuring that all matters tabled at the Board for consideration are well deliberated. In addition, he possesses the requisite knowledge and understanding of the building and infrastructure industry which allows him to contribute effectively to the Company's business as a whole and accordingly, upholds the interests of the Company and its shareholders.
  - iii. he has continuously carried out his duty both as an Independent Non-Executive Director and Chairman of the Board, professionally. His extensive service and association with the Company enables him to provide effective and balanced deliberations at Board meetings.
- e. Ordinary Resolutions 11 and 12

Please refer to the Circular to Shareholders for the Proposed Recurrent RPT Mandate and the Share Buyback Statement, all dated 30 April 2019, which was despatched together with the Company's Annual Report for the financial year ended 31 December 2018.

- f. Special Resolution 13

The proposed Special Resolution, if passed, will streamline and align the Company's Constitution with the provisions of the Companies Act 2016, amended Bursa Securities Main Listing Requirements and further, enhance administrative efficiency. The Board propose that the existing Constitution be revoked in its entirety and that the new Constitution of the Company as set out in Part C of the Circular dated 30 April 2019, which was despatched together with the Company's Annual Report for the financial year ended 31 December 2018, be adopted as the new Constitution of the Company.

Please note that Article 13.2(b) and Article 22 are amended by replacing the word "Chief Executive Officer" or "Chief Executive" with the word "Managing Director".

Article 13.2(b) and Article 22 are enclosed as **Appendix II**.

**Notes:-**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him/her and such proxy need not be a member of the Company provided that the member specifies the proportion of the members' shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the meeting of the Company shall have the same rights as the member to speak at the meeting.
2. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares in 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, 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 Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
3. The instrument appointing a proxy must, to be valid, be deposited at the Registered Office of the Company located at Level 1, Wisma Lafarge, No. 2, Jalan Kilang 51/206, 46050 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time set for the meeting.
4. If the form of proxy is executed by a corporation, it must either be under its seal or under the hand of any authorised officer or attorney.
5. In respect of deposited securities, only members whose names appearing in the Record of Depositors on 23 May 2019, shall be entitled to attend, speak and vote at the meeting.

**PROFILES OF DIRECTORS RETIRING UNDER RESOLUTIONS 2, 3, 4, 5 AND 6**

**TAN SRI DATO' (DR) YEOH SOCK PING**, Malaysian, male, aged 64, was appointed to the Board on 17 May 2019. Tan Sri studied at Kingston University in the United Kingdom, where he obtained a Bachelor of Science (Hons) Degree in Civil Engineering and was conferred an Honorary Doctorate of Engineering in 2004. In July 2014, Tan Sri was conferred an Honorary Degree of Doctor of Laws from University of Nottingham. He became the Managing Director of the YTL Corporation Berhad Group in 1988 which, under his stewardship, has grown from a single listed company into a global integrated infrastructure developer, encompassing multiple listed entities ie. YTL Corporation Berhad, YTL Power International Berhad, YTL Land & Development Berhad, YTL Hospitality REIT and Starhill Global REIT.

He was the Managing Director of YTL Corporation Berhad, YTL Power International Berhad, YTL Land & Development Berhad (all of which are listed on the Main Market of Bursa Malaysia Securities Berhad) and YTL Cement Berhad until 29 June 2018 when he was redesignated as Executive Chairman of these companies. He is the Executive Chairman and Managing Director of YTL e-Solutions Berhad. He is also the Executive Chairman of YTL Starhill Global REIT Management Limited, the manager of Starhill Global REIT, a vehicle listed on the Main Board of the Singapore Exchange Securities Trading Limited (SGX-ST). Tan Sri is the Executive Chairman of Pintar Projek Sdn Bhd, the manager of YTL Hospitality REIT. He is the Chairman of private utilities corporations, Wessex Water Services Limited in England and Wales, and YTL PowerSeraya Pte Limited in Singapore. Tan Sri is also an Independent Non-Executive Director of The Hong Kong and Shanghai Banking Corporation Limited, and is a director of YTL Industries Berhad. He also sits on the board of trustees of YTL Foundation. He also serves on the board of directors of Suu Foundation, a humanitarian organisation committed to improving healthcare and education in Myanmar.

He is a Founder Member of the Malaysian Business Council and The Capital Markets Advisory Council, member of The Nature Conservancy Asia Pacific Council, and the Asia Business Council, Trustee of the Asia Society and Chairman for South East Asia of the International Friends of the Louvre. He is also a member of the Advisory Council of London Business School, Wharton School and INSEAD. He is the first non-Italian board member of the historic Rome Opera House and helped fund its restoration to keep it from closing. He served as a member of the Barclays Asia-Pacific Advisory Committee from 2005 to 2012. Tan Sri was made a board member of Global Child Forum by His Majesty King Carl XVI Gustaf in May 2016.

He was ranked by both Fortune and Businessweek magazines as Asia's 25 Most Powerful and Influential Business Personalities and one of Asia's Top Executives by Asiamoney. He won the inaugural Ernst & Young's Master Entrepreneur in Malaysia in 2002 and was named as Malaysia's CEO of the Year by CNBC Asia Pacific in 2005.

In 2006, he was awarded the Commander of the Most Excellent Order of the British Empire (CBE) by Her Majesty Queen Elizabeth II, and received a prestigious professional accolade when made a Fellow of the Institute of Civil Engineers in London in 2008. He was the Primus Inter Pares Honouree of the 2010 Oslo Business for Peace Award, for his advocacy of socially responsible business ethics and practices. The Award was conferred by a panel of Nobel Laureates in Oslo, home of the Nobel Peace Prize. He also received the Corporate Social Responsibility Award at CNBC's 9th Asia Business Leaders Awards 2010. He received the Lifetime Achievement Award for Leadership in Regulated Industries at the 7th World Chinese Economic Summit held in London in 2015. He was also awarded the prestigious Muhammad Ali Celebrity Fight Night Award at the 2016 Celebrity Fight Night in Arizona. In 2017, he was honoured with the Kuala Lumpur Mayor's Award for Outstanding Contribution at the Kuala Lumpur Mayor Tourism Awards. This was in recognition of his efforts in the transformation of Kuala Lumpur into one of the top shopping and tourist destinations in the world. He was named CEO of the Year at

the Asian Power Awards in 2017. The Japanese Government bestowed upon him the Order of the Rising Sun, Gold Rays with Rosette, in 2018.

**DATO' YEOH SEOK KIAN**, Malaysian, male, aged 61, was appointed to the Board on 17 May 2019. He graduated from Heriot-Watt University, Edinburgh, United Kingdom, in 1981 with a Bachelor of Science (Hons) Degree in Building and was conferred an Honorary Degree of Doctor of the University in 2017. He attended the Advance Management Programme conducted by Wharton Business School, University of Pennsylvania in 1984. Dato' Yeoh is a Fellow of the Faculty of Building, United Kingdom, as well as a Member of the Chartered Institute of Building (United Kingdom). He served as Deputy Managing Director of YTL Corporation Berhad and YTL Power International Berhad and as an Executive Director of YTL Land & Development, all of which are listed on the Main Market of Bursa Malaysia Securities Berhad, until 29 June 2018 when he was redesignated as Managing Director of YTL Corporation Berhad and YTL Land & Development Berhad, and as an Executive Director of YTL Power International Berhad. Dato' Yeoh also serves as Executive Director of YTL Cement Berhad. He sits on the boards of other public companies such as YTL Industries Berhad and The Kuala Lumpur Performing Arts Centre, and private utilities corporations, Wessex Water Limited in England and Wales, YTL PowerSeraya Pte Limited in Singapore, as well as YTL Starhill Global REIT Management Limited, the manager of Starhill Global REIT, a vehicle listed on the Main Board of the Singapore Exchange Securities Trading Limited (SGX-ST). He is also an Executive Director of Pintar Projek Sdn Bhd, the manager of YTL Hospitality REIT.

**DATO' YEOH SEOK HONG**, Malaysian, male, aged 59, was appointed to the Board on 17 May 2019. He serves as Managing Director of YTL Power International Berhad and Executive Director of YTL Corporation Berhad, YTL Land & Development Berhad (all of which are listed on the Main Market of Bursa Malaysia Securities Berhad) and YTL Cement Berhad. He obtained his Bachelor of Engineering (Hons) Civil & Structural Engineering Degree from the University of Bradford, United Kingdom, in 1982. He is a member of the Faculty of Building, United Kingdom. In 2010, he was conferred an Honorary Doctor of Science degree by Aston University in the United Kingdom. Dato' Yeoh Seok Hong has vast experience in the construction industry, and serves as the Managing Director of Syarikat Pembinaan Yeoh Tiong Lay Sdn Bhd, the YTL Group's flagship construction arm. He was the project director responsible for the development and the construction of the two IPP power stations owned by YTL Power Generation Sdn Bhd. His other achievements include the construction of the Express Rail Link between the Kuala Lumpur International Airport and the Kuala Lumpur Sentral Station. He is also responsible for developing the power and utility businesses of the YTL Power International Berhad Group and the building of the 4G network by YTL Communications Sdn Bhd, where he serves as the Managing Director. Dato' Yeoh Seok Hong sits on the boards of other public companies such as YTL Industries Berhad, and private utilities corporations, Wessex Water Limited and Wessex Water Services Limited in England and Wales and YTL PowerSeraya Pte Limited in Singapore. He also sits on the board of trustees of YTL Foundation.

**DATO' SRI YEOH SOCK SIONG**, Malaysian, male, aged 58, was appointed to the Board on 17 May 2019. He graduated from University of Bradford, United Kingdom, in 1983 with a Bachelor of Engineering (Hons) Civil & Structural Engineering Degree. Dato' Sri is primarily responsible for the YTL Group's manufacturing division which activities involve cement manufacturing and other building material industries. He served as an Executive Director of YTL Cement Berhad until 29 June 2018 when he was redesignated as the Managing Director. He serves as an Executive Director of YTL Corporation Berhad, YTL Power International Berhad and YTL Land & Development Berhad, all of which are listed on the Main Market of Bursa Malaysia Securities Berhad. He also sits on the boards of other public companies such as YTL e-Solutions Berhad and YTL Industries Berhad, and a private utilities corporation, YTL PowerSeraya Pte Limited in Singapore.

**DATO' YEOH SOO KENG**, Malaysian, female, aged 55, was appointed to the Board on 17 May 2019. She graduated with a Bachelor of Science (Hons) in Civil Engineering from Leeds University, United Kingdom, in 1985. She started her career as the project director for the construction of the British High Commissioner's residence, Kuala Lumpur; the Design & Build of the National Art Gallery in Kuala Lumpur and the Selangor Medical Centre in Shah Alam. She was also in charge of a few turnkey projects such as the construction and completion of Yeoh Tiong Lay Plaza, Pahang Cement plant in



Pahang and Slag Cement plants in Selangor and Johor. She heads the sales and marketing of the mobile internet of YTL Communications Sdn Bhd. She is also the purchasing director responsible for bulk purchases of building materials and related items for the construction, hotels and resorts, and property development divisions of the YTL Group. She is instrumental in the sales and marketing of cement and related products for YTL Cement Berhad and Perak-Hanjoong Simen Sdn Bhd. She was the Chairman of Cement and Concrete Association from year 2013 to 2015. She is also an Executive Director of YTL Corporation Berhad and YTL Power International Berhad, both listed on the Main Market of Bursa Malaysia Securities Berhad, YTL Cement Berhad and YTL e-Solutions Berhad. She is actively engaged in community work and is currently President of the Federal Territory Kuala Lumpur Branch of the Girl Guides Association Malaysia, and member of the boards of the World Scout Foundation and YTL Foundation.

Article 13.2(b) Issuance of Shares and Securities

“no Director or **Managing Director** shall participate in a scheme that involves a new issuance of shares or securities to employees unless the Members in a general meeting have approved the specific allotment to be made to such Director, major shareholder or **Managing Director**”

Article 22 **MANAGING DIRECTOR**

Article 22.1 Appointment of **Managing Director**

The Directors may from time to time appoint any one (1) or more of their body to be the **Managing Director** for such period not exceeding a fixed term of five years and upon such terms as they think fit and may vest in such **Managing Director** as may be appointed by them any of the powers hereby vested in the Directors generally as they may think fit and such powers may be made exercisable for such period or periods, and upon such conditions, and subject to such restrictions, generally upon such terms as to remuneration and otherwise as they may determine from time to time revoke, withdraw, alter or vary all or any of such powers.

Article 22.2 Remuneration of **Managing Director**

Remuneration of a **Managing Director** shall from time to time be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes, but shall not be by a commission on or percentage of turnover.

Article 22.3 Resignation and removal of **Managing Director**

A **Managing Director** shall be subject to retirement by rotation, and be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and he shall, subject to the provisions of the contract, if any, between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors and if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to be a **Managing Director**.

Article 22.4 **Managing Director** subject to control of Board

A **Managing Director**, or a person performing the functions of a **Managing Director**, by whatever name called, shall be subject to the control of the Board.