



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Lian Beng Group Ltd (the "**Company**") will be held at 29 Harrison Road, Lian Beng Building, Singapore 369648 on 26 September 2014 at 11.00 a.m. (or at such time immediately following the annual general meeting of the Company on the same date at 10.00 a.m.) for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below:

All capitalised terms used in this notice which are not otherwise defined shall have the same meaning as ascribed to them in the Company's circular to its shareholders dated 10 September 2014.

ORDINARY RESOLUTION 1: PROPOSED DIVERSIFICATION OF THE BUSINESS

That:

- (a) approval be and is hereby given for the diversification by the Company and its subsidiaries into the Automotive Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the Automotive Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such to any such investment, purchase, acquisition or disposal; and
- (c) the directors of the Company or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

ORDINARY RESOLUTION 2: SPECIFIC APPROVAL FOR THE INVESTMENTS IN AND/OR CONTRACT VALUE IN RELATION TO TRANSACTIONS IN THE AUTOMOTIVE BUSINESS PURSUANT TO THE TERMS OF THE HOA WHICH WILL CONSTITUTE A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE LISTING MANUAL

That, subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby given for the investments in and/or contract value in relation to transactions in the Automotive Business pursuant to the terms of the HOA, which will constitute a major transaction under Chapter 10 of the Listing Manual; and
- (b) the Directors of the Company be and are hereby authorised to do all acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the interest of the Company, in connection with the subject matter of, or to give effect to, this Ordinary Resolution.

By Order of the Board

Wee Woon Hong
Lee Hock Heng
Company Secretaries
10 September 2014

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company ("**EGM**") may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 29 Harrison Road, Lian Beng Building, Singapore 369648 not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.