

## NOTICE OF MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Third Annual General Meeting of Lion Diversified Holdings Berhad will be held at the Meeting Hall, Level 16, Office Tower, No. 1 Jalan Nagasari (Off Jalan Raja Chulan), 50200 Kuala Lumpur on 19 December 2013 at 10.30 am for the following purposes:

### AGENDA

1. To receive the Directors' Report and Audited Financial Statements for the financial year ended 30 June 2013. **Note 3**
2. To approve the payment of a first and final dividend of 1.0 sen per ordinary share tax exempt. **Resolution 1**
3. To approve the payment of Directors' fees amounting to RM206,500 (2012: RM219,000). **Resolution 2**
4. To re-elect Directors:  
  
In accordance with Article 98 of the Company's Articles of Association, Y. Bhg. Tan Sri Cheng Yong Kim retires by rotation and, being eligible, offers himself for re-election. **Resolution 3**  
  
In accordance with Article 99 of the Company's Articles of Association, Y. Bhg. Dato' Kamaruddin bin Haji Ismail who was appointed during the financial year retires and, being eligible, offers himself for re-election. **Resolution 4**
5. To consider and, if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965 as an ordinary resolution:  
  
"THAT pursuant to the Section 129(6) of the Companies Act, 1965, Y. Bhg. Tan Sri William H.J. Cheng be and is hereby re-appointed Director of the Company to hold office until the next annual general meeting of the Company." **Resolution 5**
6. To re-appoint Auditors to hold office until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. **Resolution 6**
7. Special Business
- 7.1 To consider and, if thought fit, pass the following ordinary resolutions:
  - 7.1.1 Authority to Directors to issue shares  
  
"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of all relevant authorities being obtained, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company." **Resolution 7**
  - 7.1.2 Proposed Shareholders' Mandate for Recurrent Related Party Transactions  
  
"THAT approval be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations as detailed in paragraph 3.3 and with those related parties as set out in paragraph 3.2 of Part A(I) of the Circular to Shareholders of the Company dated 27 November 2013 ("Related Parties") which has been despatched to the shareholders of the Company, provided that such transactions are undertaken in the ordinary course of business and are on normal commercial terms which are consistent with the Group's usual business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and **Resolution 8**

THAT authority conferred by this ordinary resolution will only continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier; and

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this ordinary resolution which shall include, without limitation, taking any action which the Directors may, in their absolute discretion deem fit, to recover any sums due to the Company under the said transactions or to settle the same."

#### 7.1.3 Proposed Renewal of Authority for Share Buy-Back

"THAT, subject to the Companies Act, 1965, the provisions of the Articles of Association of the Company, the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements, and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to buy-back such amount of ordinary shares of RM0.50 each 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:

- (i) the aggregate number of shares bought-back does not exceed 10% of the total issued and paid-up capital of the Company at any point of time; and
- (ii) the maximum funds to be allocated for the share buy-back shall not exceed the retained profits or the share premium account of the Company or both, based on its latest audited financial statements available up to the date of the share buy-back transaction

(hereinafter referred to as the "Proposed Share Buy-Back"); and

THAT authority conferred by this ordinary resolution shall commence immediately upon the passing of this resolution and will only continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever occurs first; and

THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares of RM0.50 each in the Company so purchased by the Company as treasury shares and/or cancel them and to distribute the treasury shares as share dividends and/or resell the treasury shares; and

FURTHER, THAT authority be and is hereby unconditionally and generally given to the Directors of the Company to take all such steps as are necessary or expedient and/or enter into any and all 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, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities."

#### Resolution 9

7.1.4 Proposed Grant of Options to Y. Bhg. Dato' Kamaruddin bin Haji Ismail

"THAT authority be and is hereby given to the Company specifically to offer and grant to Y. Bhg. Dato' Kamaruddin bin Haji Ismail, a Non-Executive Director of the Company, options to subscribe for up to 250,000 new ordinary shares of RM0.50 each in the capital of the Company, pursuant to the Company's Executive Share Option Scheme ("ESOS"), subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws of the ESOS."

**Resolution 10**

7.2 To consider and, if thought fit, pass the following special resolution:

Proposed Amendment to the Articles of Association of the Company

"THAT the existing Articles of Association of the Company be amended by the relevant additions and deletions as specifically set out in the Annexure of Part A(III) of the Circular to Shareholders dated 27 November 2013 which has been despatched to the shareholders of the Company."

**Resolution 11**

8. To transact any other business for which due notice shall have been given.

**DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** a depositor shall qualify for entitlement to the dividend only in respect of:

- (a) shares deposited into the depositor's securities account before 12.30 pm on 27 December 2013 in respect of shares exempted from mandatory deposit;
- (b) shares transferred into the depositor's securities account before 4.00 pm on 31 December 2013 in respect of transfers; and
- (c) shares bought on the Exchange on a cum entitlement basis according to the Rules of the Exchange.

The dividend, if approved, will be paid on 16 January 2014 to shareholders on the Register of Members and the Record of Depositors of the Company at the close of business on 31 December 2013.

By Order of the Board

**LIM KWEE PENG**  
**YASMIN WEILI TAN BINTI ABDULLAH**  
Secretaries

Kuala Lumpur  
27 November 2013

**Notes:**

1. Proxy

- *In respect of deposited securities, only Members whose names appear in the Record of Depositors on 11 December 2013 shall be eligible to attend the Meeting.*
- *A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or the hand of an officer or attorney duly authorised.*
- *The instrument of proxy shall be deposited at the Office of the Registrar of the Company, Level 13, Office Tower, No. 1 Jalan Nagasari (Off Jalan Raja Chulan), 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting.*
- *Completed Form of Proxy sent through facsimile transmission shall not be accepted.*

**Notes:** (continued)

2. Circular to Shareholders dated 27 November 2013 (“Circular”)

Details on the following are set out in the Circular enclosed together with the 2013 Annual Report:

- (i) Part A(I) - Proposed Shareholders’ Mandate for Recurrent Related Party Transactions
- (ii) Part A(II) - Proposed Grant of Options to Y. Bhg. Dato’ Kamaruddin bin Haji Ismail
- (iii) Part A(III) - Proposed Amendment to the Articles of Association of the Company
- (iv) Part B - Proposed Renewal of Authority for Share Buy-Back

3. Agenda Item 1

This item of the Agenda is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 require that the Directors’ Report and the Audited Financial Statements be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

4. Resolution 2

It is proposed that the fees for the members of the Audit Committee be increased due to increased duties and responsibilities.

5. Resolution 7

This approval will allow the Company to procure the renewal of the general mandate (“General Mandate”) which will empower the Directors of the Company to issue shares in the Company up to an amount not exceeding in total 10% of the issued and paid-up capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 12 December 2012 which will lapse at the conclusion of this Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for purposes of funding future investment projects, working capital and/or acquisitions.

6. Resolution 8

This approval will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in paragraph 3.2 of Part A(I) of the Circular, which are necessary for the Group’s day-to-day operations undertaken in the ordinary course of business and are on normal commercial terms which are consistent with the Group’s usual business practices and policies, and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

7. Resolution 9

This approval will empower the Directors of the Company to purchase the Company’s shares up to 10% of the issued and paid-up capital of the Company at any point of time. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.

8. Resolution 10

This approval will allow the grant of options to Y. Bhg. Dato’ Kamaruddin bin Haji Ismail, a Non-Executive Director of the Company who was appointed on 19 February 2013, to subscribe for up to 250,000 new ordinary shares of RM0.50 each in the capital of the Company pursuant to the Company’s Executive Share Option Scheme (“ESOS”) at a subscription price to be determined in the manner set out in the Bylaws of the ESOS.

9. Resolution 11

This approval will allow amendments to be made to the Articles of Association of the Company (“AA”) to bring the AA in line with the Bursa Malaysia Securities Berhad Main Market Listing Requirements, to facilitate some administrative issues and to ensure consistency throughout the AA.