



LION DIVERSIFIED HOLDINGS BERHAD (9428-T)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Lion Diversified Holdings Berhad (“**LDHB**” or the “**Company**”) will be held at the Meeting Hall, Level 16, Lion Office Tower, No. 1 Jalan Nagasari, 50200 Kuala Lumpur, Wilayah Persekutuan on Monday, 31 July 2017 at 11.00 am for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTION 1 – PROPOSED 1ST DISPOSAL

THAT, subject to the passing of Resolution 2 and the approvals being obtained from the relevant authorities, where required, approval be and is hereby given to CPB Enterprise Sdn Bhd (“**CPB Enterprise**”), a wholly-owned subsidiary of LDHB, to dispose of a piece of leasehold land in Mukim Cheng, Daerah Melaka Tengah, Melaka measuring 1.873 hectares in area to LTB Power Performance (M) Sdn Bhd (“**LTB Power**”) for a cash consideration of RM4.64 million (excluding 6% Goods and Services Tax of RM0.28 million) (“**Proposed 1st Disposal**”), upon the terms and subject to the conditions as stipulated in the conditional Sale and Purchase Agreement entered into between CPB Enterprise and LTB Power on 17 March 2017.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things and to execute all necessary documents, to give full effect to and complete the Proposed 1st Disposal with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities or as may be deemed necessary by the Directors of the Company and to take all steps and actions as may be required by the relevant authorities or as the Directors may deem necessary or expedient to finalise, implement and give full effect to and complete the Proposed 1st Disposal.

ORDINARY RESOLUTION 2 – PROPOSED 2ND DISPOSAL

THAT, subject to the passing of Resolution 1 and the approvals being obtained from the relevant authorities, where required, approval be and is hereby given to CPB Enterprise Sdn Bhd (“**CPB Enterprise**”), a wholly-owned subsidiary of LDHB, to dispose of a piece of leasehold land in Mukim Cheng, Daerah Melaka Tengah, Melaka measuring 2.135 hectares in area together with a single-storey building erected thereon to Imponotive Auto Sdn Bhd (“**Imponotive Auto**”) for a cash consideration of RM13.56 million (excluding 6% Goods and Services Tax of RM0.81 million) (“**Proposed 2nd Disposal**”), upon the terms and subject to the conditions as stipulated in the conditional Sale and Purchase Agreement entered into between CPB Enterprise and Imponotive Auto on 17 March 2017.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things and to execute all necessary documents, to give full effect to and complete the Proposed 2nd Disposal with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities or as may be deemed necessary by the Directors of the Company and to take all steps and actions as may be required by the relevant authorities or as the Directors may deem necessary or expedient to finalise, implement and give full effect to and complete the Proposed 2nd Disposal.

By Order of the Board

LIM KWEE PENG
CHOO YOON MAY
Secretaries

Kuala Lumpur
14 July 2017

Notes:

1. *In respect of deposited securities, only Members whose names appear in the Record of Depositors on 24 July 2017 shall be eligible to attend the Meeting.*
2. *A member entitled to attend and vote at the Extraordinary General Meeting of the Company 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.*

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.

3. *The instrument of proxy shall be deposited at the Office of the Registrar of the Company, Level 13, Lion Office Tower, No. 1 Jalan Nagasari, 50200 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting.*
4. *Completed Form of Proxy sent through facsimile transmission shall not be accepted.*