









NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth (30th) Annual General Meeting ("AGM") of the Company will be held on a fully virtual basis via remote participation and voting facilities to be hosted https://pasb-online.digerati.com.my on Thursday, 13 June 2024, at 11.00 a.m. for the transaction of the following businesses: -

AS ORDINARY BUSINESS

- 1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and the Auditors thereon.
- 2. To re-elect the following Directors who retires in accordance with Clause 149 of the Company's Constitution:

(1) Mr. Tok Heng Leong

(Ordinary Resolution 1)

(2) Mr. Tan Bee Eng

(Ordinary Resolution 2)

(3) Mr. Chua Yong Haup

(Ordinary Resolution 3)

- 3. To re-elect the following Director who retires in accordance with Clause 150 of the Company's Constitution:
 - (1) Ms. Le Wat SuTo approve the following payments:

31 December 2024; and

(Ordinary Resolution 4)

A. Directors' fees of up to RM133,000 in aggregate to the Directors of the Company for the financial year ending

(Ordinary Resolution 5)

B. Directors' benefits of up to RM390,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 14 June 2024 until the next Annual General Meeting of the Company.

(Ordinary Resolution 6)

5. To re-appoint Messrs. Peter Chong & Co. as Auditors of the Company and to authorise the Directors to determine their remuneration.

(Ordinary Resolution 7)







AS SPECIAL BUSINESS

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

6. Authority for Directors to allot and issue shares and Waiver of Pre-Emptive Rights over shares pursuant to the Companies Act 2016 ("the Act")

"THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities (where applicable), the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company (excluding treasury shares, if any) for the time being ("General Mandate");

AND THAT approval be hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 5 of the Constitution, over all the new shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued shares, being in proportion as nearly as the circumstances admit, to the amount of the existing shares held by the shareholders of the Company as at the date of issuance and allotment of such new shares ("Pre-emptive Rights"), be irrevocably and unconditionally waived ("Waiver of Pre-emptive Rights");

AND THAT the Company be hereby exempted from the obligation to offer such new shares to be issued and allotted pursuant to the General Mandate to the shareholders of the Company in accordance with the Pre-emptive Rights;

AND THAT the Directors and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company;

AND FURTHER THAT the Directors be hereby empowered to obtain the approval for the listing of, and quotation for, the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM."

(Ordinary Resolution 8)

7. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature ("RRPT") and Proposed New Shareholders' Mandate for Additional RRPT

"THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements ("Listing Requirements") of Bursa Securities, approval be hereby given to the Company and its subsidiaries ("LHIB Group") to enter into, and to give effect to, specified RRPT and with specified classes of the Related Parties as stated in Section 2.3 of the Circular to Shareholders dated 29 April 2024, which are necessary for the day-to-day operations, to be entered into by LHIB Group on the basis that these transactions are to be entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter collectively referred to as the "Proposed Shareholders' Mandate");







THAT the Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate shall only continue to be in force until:

- a) the conclusion of the next AGM following the general meeting at which time the Proposed Shareholders' Mandate has been passed, at which time they will lapse, unless by a resolution passed at the said meeting, the authority is renewed; or
- b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the 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 a resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND FURTHER THAT the Directors of the Company and/or any of them be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate."

(Ordinary Resolution 9)

8. Continuing in Office as Independent Non-Executive Director

"THAT authority be hereby given to Mr. Chan Wah Chong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of exceeding nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM."

(Ordinary Resolution 10)

9. To transact any other ordinary business of which due notice shall have been given.

AS ORDINARY BUSINESS

Pang Kah Man

SSM PC No.: 202008000183

MIA No.: 18831 Company Secretary

Muar, Johor Darul Takzim 29 April 2024







Notes:

- 1. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.
- 2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power of attorney must either (a) be physically deposited at the Registered Office, 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, Sungai Abong, 84000 Muar, Johor; or (b) be electronically deposited at https://pasb-online.digerati.com.my not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 30th AGM to vote by way of poll.
- 3. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
- 4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- 5. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- 6. 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 Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- 7. Only depositors whose names appear in the Register of Depositors as at 6 June 2024 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 30th AGM.

8. Item No. 1 of the Agenda

Audited Financial Statements

This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

9. Items No. 2 & No. 3 of the Agenda

Re-election of Retiring Directors

The Nomination Committee ("NC") had in April 2024 assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria which were approved by the Board.







Based on this annual assessment conducted, the NC was of the view that the existing Board and each of its members has the requisite competence and capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the Group in terms of time and participation at meetings during the year under review. Each of these retiring Directors has confirmed to the Board that they do not have any conflict of interest with any of the companies in the Group which may affect his ability to act in the best interest of the Company, save for Mr. Tok Heng Leong, Mr. Tan Bee Eng, Mr. Chua Yong Haup who are deemed the interested parties in the Proposed Shareholders' Mandate as set out under the proposed Ordinary Resolution 9 of the 30th AGM.

Accordingly, the NC (with the exception of the Director who abstained in respect of her individual retirement) recommended to the Board the re-election of the retiring Directors, namely, Mr. Tok Heng Leong, Mr. Tan Bee Eng, Mr. Chua Yong Haup and Ms. Le Wat Su at the 30th AGM. Based on the recommendation of the NC, the Board (with the exception of the Directors who abstained in respect of their individual re-election) supports the re-election of the retiring Directors at the 30th AGM.

The profile of the Directors standing for re-election is set out in the Profile of Directors in the 2023 Annual Report.

10. Item No. 4 of the Agenda

Approval of Directors' fees and benefits

The Company pays Directors' fees and benefits to the Independent Non-Executive Directors ("INEDs") and Directors' fees to the Executive Directors. Other than fees, the Executive Directors are also remunerated by way of salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders of the Company.

The benefits payable to the INEDs of the Company include fixed allowance and travelling allowance, notably:

- (a) Fixed allowance of RM5,175 (from 15 June 2023 to 12 June 2024: RM5,175) per month for each INED; and
- (b) Travelling allowance ranging RM400 to RM900 (from 15 June 2023 to 12 June 2024: RM400 to RM900) per meeting for each INED.

The Board recommends that the shareholders to approve a maximum aggregate amount of RM133,000 for the payment of Directors' fees to all the Directors of the Company for the financial year ending 31 December 2024 payable monthly in arrears after each month of completed service of the Directors.

The Board also recommends that the shareholders to approve a maximum aggregate amount of RM390,000 for the payment of benefits to the INEDs of the Company during the course of the period from 14 June 2023 payable monthly in arrears after each month of completed service of the Directors until the next AGM.

In the event the Directors' fees and benefits proposed are insufficient (e.g., due to more meetings being held), approval will be sought at the next AGM for additional fees to meet the shortfall before payment is made.







11. Item No. 6 of the Agenda

Authority for Directors to allot and issue shares and Waiver of Pre-Emptive Rights over shares pursuant to the Act

The proposed Ordinary Resolution 8 is for the purpose of granting a fresh general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM. The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities, including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s).

Pursuant to Section 85(1) of the Act and Clause 5 of the Company's Constitution, the existing shareholders of the Company have pre-emptive rights to be offered any new shares which will rank equally to the existing shares issued by the Company. In order for the Board to issue any new shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 8, if passed, will exclude the pre-emptive rights over all new shares, options over or grant of new shares in the Company and/or any new shares to be issued pursuant to such options or grants under the General Mandate.

12. Item No. 7 of the Agenda

Proposed Renewal of Existing Shareholders' Mandate for RRPT and Proposed New Shareholders' Mandate for Additional RRPT

The proposed Ordinary Resolution 9, if passed, will authorise the LHIB Group to enter into RRPT which are necessary for the LHIB Group's day-to-day operations with the respective specified classes of the Related Parties, subject to the transactions being entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company. Further details are set out in the Circular to Shareholders dated 29 April 2024.

13. Item No. 8 of the Agenda

Continuing in Office as Independent Non-Executive Director

The proposed Ordinary Resolution 10, relates to the approval by shareholders for Mr. Chan Wah Chong (or "Mr. Chan") to continue in office as an INED.

Practice 5.3 of the Malaysian Code on Corporate Governance 2021 Edition ("MCCG") stipulates that the tenure of an INED does not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an INED may continue to serve on the Board as a Non-Independent Director. If the Board intends to retain an INED beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Mr. Chan Wah Chong was appointed as INED on 12 September 2013, and he has served the Company for a cumulative term exceeding nine (9) years.

Following an assessment and recommendation by the NC, the Board (save and except for the Interested Director) recommends that Mr. Chan Wah Chong to continue to be designated as INED based on the following key justifications:







- a) He fulfils the independence criteria as set out in the Listing Requirements of Bursa Securities and, therefore, is able to continuously bring independent and objective judgment both as a Board member and in his role as a chairman and member of Board Committees, and he has discharged his duties diligently;
- b) Mr. Chan's relevant experience and expertise in accounting, auditing and regulatory requirements as well as in diverse business environment enables him to provide invaluable contribution to the Board and Board Committees; and
- c) Mr. Chan's long service with the Company has enhanced and deepened his knowledge and understanding of the business operations of the Group, which enables him to contribute actively and effectively during deliberations at Board and Board Committee meetings.

Accordingly, the Board (save and except for the Interested Director) seeks the approval of shareholders of the Company through a two-tier voting process, in accordance with Practice 5.3 of the MCCG, at the 30th AGM to enable Mr. Chan Wah Chong to continue as an INED of the Company until the conclusion of the next AGM.

14. Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 30th AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 30th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 30th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

- Details of Individuals Standing for Election as Directors
 No individual is seeking election as a Director at the 30th AGM of the Company.
- 2. Statement relating to General Mandate for Issue of Securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Please refer to Item 6 - Explanatory Notes to the Agenda for Ordinary Resolution 8 on Authority for Directors to allot and issue shares and Waiver of Pre-Emptive Rights over Shares pursuant to Sections 75 and 76 of the Companies Act 2016 under the Notes to the Notice of 30th AGM.



FORM OF PROXY

I/We					(Fu	Il Name in Block Letters)
NRIC N	o./Passport No./Cor	mpany No				
of						(Full Address)
being m	ember of LII HEN II	NDUSTRIES BHD.	("Company"), hereby appoi	nt the following pe	rson(s) as m	y/our proxy:
Name of proxy & NRIC No. / Passport No.		Contact No.			ary shares I by proxy	Percentage of shareholding
1.						
2.						
		-		TOTAL		100%
virtual b	asis via remote part	ticipation and voting	e 30th Annual General Meeti g facilities to be hosted on at urnment thereof, and to vote	https://pasb-online	e.digerati.con	
NO.		ORDINA	ARY RESOLUTIONS		FOR	AGAINST
1.	Re-election of Mr. Tok Heng Leong as Director					
2.	Re-election of Mr. Tan Bee Eng as Director					
3.	Re-election of Mr. Chua Yong Haup as Director					
4.	Re-election of Ms. Le Wat Su as Director					
5.	Approval of Directors' fees for the financial year ending 31 December 2024					
6.	Approval of benefits payable to Non-Executive Directors					
7.	Re-appointment of Messrs. Peter Chong & Co. as Auditors					
8.	Authority to Issue Shares and Waiver of Pre-Emptive Rights over Shares					
9.	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature ("RRPT") and Proposed New Shareholders' Mandate for Additional RRPT					
10.	Retention of Mr. Chan Wah Chong as Independent Director					
he/she			your votes to be cast. (Unle			
Dated th	nis day	of	2024			
Signatu	re of Shareholder(s)	or Common Seal				

Notes:

- 1. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016 ("the Act"). There shall be no restriction as to the qualification of the proxy.
- 2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power of attorney, must either (a) be physically deposited at the Registered Office, 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, Sungai Abong, 84000 Muar, Johor; or (b) be electronically deposited at https://pasb-online.digerati.com.my not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 30th AGM to vote by way of poll.
- 3. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
- 4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- 5. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- 6. 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 Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- 7. Only depositors whose names appear in the Register of Depositors as at 6 June 2024 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 30th AGM.
- 8. By submitting the duly executed form of proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the 30th AGM and any adjournment thereof.

STAMP

Registered Office / Pejabat Berdaftar

LII HEN INDUSTRIES BHD.

199401015681 (301361-U)

No. 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, Sungai Abong, 84000 Muar, Johor Darul Takzim.







ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL THIRTIETH ANNUAL GENERAL MEETING ("30TH AGM")

Day & Date : Thursday, 13 June 2024

Time : 11.00 a.m.

Venue : Online meeting platform at https://pasb-online.digerati.com.my

provided by Digerati Technologies Sdn. Bhd. in Malaysia

(Domain registration number D1A119533)

In our efforts of going green and in preserving the environment, the following documents are available for download from our Company's website at www.liihenfurniture.com:

1. Annual Report 2023

3. Notice of the 30th AGM dated 29 April 2024

2. Corporate Governance Report 2023

4. Form of Proxy

The Notice of the 30th AGM and Form of Proxy are enclosed herewith.

The 30th AGM of the Company will be conducted fully virtual through live streaming and online participating and voting using the Remote Participation and E-Voting ("RPV") facilities.

Please take note that the quality of the live streaming and online voting is highly dependent on the bandwidth and stability of the internet connection of the attendees (shareholders and proxies). Hence, you are to ensure your internet connectivity throughout the duration of the 30th AGM is maintained.

Members entitled to participate in the 30th AGM

Only a depositor whose name appears on the Record of Depositors as at 6 June 2024 shall be entitled to participate or appoint a proxy to participate, speak and/or vote on his/her behalf.

Proxy

A member shall not be entitled to appoint more than two (2) proxies to participate the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

The instrument appointing a proxy must either (a) be physically deposited at the Registered Office, 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, Sungai Abong, 84000 Muar, Johor; or (b) be electronically deposited at https://pasb-online.digerati.com.my not less than twenty-four (24) hours before the time for holding the 30th AGM. Alternatively, the Form of Proxy can be lodged electronically at https://pasb-online.digerati.com.my

Poll voting

The resolution to be tabled at the 30th AGM will be voted by poll.

Please refer to Procedures for RPV Facilities for poll voting.

Upon completion of the voting session, the scrutineers will verify the poll results after which the Chairman will announce the results of the resolution.







PROCEDURES FOR REMOTE PARTICIPATION AND E-VOTING (RPV) FACILITIES

Members who wish to participate the 30th AGM remotely using RPV facilities, must follow the following procedures:

Step

A. To register as a user at website: https://pasb-online.digerati.com.my



B. To appoint proxy or corporate representative at website (optional)

C. On the day of 30th AGM

Procedure

- Click 'Register' to sign up as a new user.
- Upload your identity documents.
- Complete and submit your registration.
- Verify your email in your mailbox to complete the registration.
- You will be notified upon successful or rejected registration.
- You may pose any questions to the Chairman/Board using the website.
- Within three (3) days before the 30th AGM, you will receive login credentials to join the meeting upon approval.

*Note

- * Please check your spam mailbox if you do not receive emails from us.
- * Registered users and proxies may skip this step.
- * Identity documents will be deleted after registration.
- Log in to your registered account on the website.
- Select "LHIB 30th AGM"
- Fill in the information to appoint proxy(s).
- Closing time for appointment is twenty-four (24) hours prior to the meeting. No request will be entertained after closing time.
- Within three (3) days before the 30th AGM, you and your proxy(s) will be notified upon the approval or rejection of RPV.
- Access the meeting through the link on the website or received in the email.
- If you have any questions for the Chairman/Board, utilize the Q&A section to submit your questions.
- Submit your vote within a specified period once the Chairman announces that the voting is open.
- Voting will close upon the expiry of the voting period.
- The broadcast will terminate upon the Chairman's announcement of the poll results.

Enquiry

If you have any enquiry or require any assistance before or during the 30th AGM, please contact the Share Registrar during the office hours (Monday to Friday).

Plantation Agencies Sdn. Berhad

[195501000033(2603-D)] 3rd Floor No. 2 Lebuh Pantai 10300 George Town Penang

Telephone : +604 2625333 **Fax** : +604 2622018

Email : support@digerati.com.my

Enquiry

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:

Technical Support : Digerati Technologies Sdn. Bhd.

Telephone: +6011-6338 8316Email: support@digerati.com.my