

LEN CHEONG HOLDING BERHAD
(Company No. 339810-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of the Company will be held at the Conference Room, Lot 76 & 77, Kawasan Perindustrian Bukit Rambai, Bukit Rambai, 75250 Melaka on Wednesday, 19 June 2013 at 11.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon. (Resolution 1)
2. To approve the payment of Directors' fees of RM27,546 for the financial year ended 31 December 2012. (Resolution 2)
3. To re-elect the following Directors who retire by rotation in accordance with Article 106 of the Company's Articles of Association:
 - (a) Mr. Eric Sow Yong Shing (Resolution 3)
 - (b) Miss Emily Sow Mei Chet (Resolution 4)
 - (c) Encik Abd Rauf Bin Abd Rahim (Resolution 5)
4. To appoint Auditors and to authorise the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act 1965, a copy of which is attached and marked as "Appendix A" had been received by the Company for the nomination of Messrs. McMillan Woods Mea (AF 1995) of 305 (Suite 2), Block E, Phileo Damansara 1, 9 Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan as Auditors of the Company in place of the retiring Auditors, Messrs. Baker Tilly Monteiro Heng (AF 0117) and to propose the following Ordinary Resolution:

"That Messrs. McMillan Woods Mea (AF 1995) of 305 (Suite 2), Block E, Phileo Damansara 1, 9 Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan be and are hereby appointed Auditors of the Company in place of the retiring Auditors, Messrs. Baker Tilly Monteiro Heng (AF 0117) and such appointment shall be until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors." (Resolution 6)

AS SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

5. **Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**
 - (a) "That authority be and is hereby given to Encik Abd Rauf Bin Abd Rahim who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." (Resolution 7)

- (b) “That authority be and is hereby given to Encik Mohd Isa Bin Ismail who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.”

(Resolution 8)

6. Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

“That pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue new shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued share capital of the Company for the time being, subject always to the approval of all the relevant authorities being obtained for such allotment and issue.”

(Resolution 9)

SPECIAL RESOLUTION

7. Proposed Amendment to the Articles of Association of the Company

“That the deletion, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix 1 attached together with the Annual Report 2012 be and are hereby approved”

(Resolution 10)

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

By Order of the Board,

Lim Li Fang (MAICSA 7012923)
Company Secretary

Melaka,

Date: 27 May 2013

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a Member of the Company. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. The Proxy Form must be signed by the Appointor or his Attorney duly authorized in writing, or if the Appointor is a corporation, either under its Common Seal or under the hand of an Officer or Attorney duly authorised.
4. The Proxy form must be deposited at the registered office of the Company at 50-1, 52-1 & 54-1, Jalan BPM 2, Taman Bukit Piatu Mutiara, 75150 Melaka not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Depositors who appear in the Record of Depositors as at 12 June 2013 shall be regarded as Member of the Company entitled to attend the Eighteenth Annual General Meeting or appoint a proxy to attend and vote on his behalf.

Explanatory Notes to Special Business:

Resolutions 7 and 8

Continuation in office as Independent Non-Executive Director pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

In line with the Malaysian Code on Corporate Governance 2012, the Nomination Committee has assessed the independence of Encik Abd Rauf Bin Abd Rahim and Encik Mohd Isa Bin Ismail who served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, and have recommended that they continue to act as Independent Non-Executive Directors based on the following justifications:

- (a) They understand the main drivers of the business and provide a check and balance and bring an element of objectivity to the Board of Directors.
- (b) They continue to be scrupulously independent in their thinking and in their effectiveness as constructive challengers of the Managing Director and Executive Directors
- (c) They actively participated in board discussion and provided an independent voice on the Board.

Resolution 9

Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Resolution 9 which is an Ordinary Resolution, if passed, will grant a renewed general mandate (Renewed Mandate) and give the Directors of the Company authority to issue shares of the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The Renewed Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Seventeenth Annual General Meeting. The Company did not issue any share pursuant to the Mandate granted thereat because there was no investment, acquisition or working capital that required fund raising activity.

Resolution 10

Proposed Amendment to the Articles of Association of the Company

The proposed Resolution 10 which is a Special Resolution, if passed, will render the Articles of Association of the Company to be in line with the amendment made on Paragraph 8.26A Chapter 8 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad that took effect on 3 September 2012.