



LEN CHEONG HOLDING BERHAD

(Company No. 339810-A)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Len Cheong Holding Berhad (“**LCHB**” or “**Company**”) will be held at the Conference Room, Lot 76 & 77, Kawasan Perindustrian Bukit Rambai, Bukit Rambai, 75250 Melaka on Wednesday, 8 January 2014 at 11.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY VIA THE CANCELLATION OF RM0.90 PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM1.00 EACH TO RM0.10 EACH IN THE COMPANY PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (“ACT”) (“PROPOSED PAR VALUE REDUCTION”)

“THAT subject to the passing of Special Resolution 2, the sanction of the High Court of Malaya pursuant to Section 64 of the Act and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction in the par value of all existing ordinary shares of RM1.00 each in the Company to RM0.10 each in the Company and the credit arising therefrom shall be utilised by the Company to offset against the Company’s accumulated losses and the remaining balance will be credited to other reserve of the Company.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Par Value Reduction with full power to assent to any term, condition, modification, variation and/or amendment as may be imposed or permitted by the High Court of Malaya and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company.”

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED PAR VALUE REDUCTION (“PROPOSED AMENDMENT”)

“THAT subject to the passing of Special Resolution 1, approval be and is hereby given to the Company to alter, modify, vary and delete the MOA of the Company in the following manner:

| Clause No | Existing Provision | Revised Provision |
|-----------|---|---|
| 5 | The capital of the Company is RM100,000,000 Malaysian Currency divided into 100,000,000 shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise. | The capital of the Company is RM100,000,000 divided into 1,000,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.. |

AND THAT the Board be and is hereby authorised to do or procure to be done all acts, deeds and things and execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect to the Proposed Amendment with full power to assent to any term, condition, modification, variation and/or amendment as the Board may deem fit, necessary, expedient, appropriate and/or as may be required by any relevant authorities in connection with the Proposed Amendment.”

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF THREE (3) INDUSTRIAL LANDS HELD UNDER H.S. (M) 4469 PT 17825, GERAN 115019 LOT 31268 AND GERAN 115020 LOT 31267, ALL IN THE MUKIM OF AMPANGAN, DAERAH SEREMBAN, NEGERI SEMBILAN (“PROPERTY”) BY LEN CHEONG INDUSTRIES SDN BHD (“LCI”), A WHOLLY-OWNED SUBSIDIARY OF LCHB TO BEST LAND VENTURE SDN BHD (“BLV”) FOR AN AGGREGATE SALE CONSIDERATION OF RM8,550,000.00 (“PROPOSED DISPOSAL”)

“THAT, subject to the approvals being obtained from the regulatory authorities and the relevant parties (where required), approval be given to LCI to dispose the Property for an aggregate sale consideration of RM8,550,000.00.

AND FURTHER THAT the Board of Directors be and is hereby authorized with power to assent to any terms, conditions, modifications, variations and/or amendments in the manner as may be required to give effect to the Proposed Disposal, and to take such steps as may be deemed necessary or expedient or relevant in the best interest of the Company to implement, finalise and give full effect to the Proposed Disposal.”

By Order of the Board

LIM LI FANG (MAICSA 7012923)
Company Secretary

Melaka
13 December 2013

Notes:-

1. A member entitled to attend and vote at the Meeting of the Company is entitled to appoint a proxy and 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 his proportion of the holdings to be represented by each proxy.
3. The Proxy Form shall be signed by the Appointor or his Attorney duly authorised 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, Malaysia not less than forty-eight (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 31 December 2013 shall be regarded as the Member of the Company entitled to attend the EGM or appoint a proxy to attend and vote on his behalf.