



# LEBTECH BERHAD (590945-H)

Incorporated In Malaysia

## NOTICE OF 12TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twelfth Annual General Meeting of Lebtech Berhad will be held at Gallery 1, Level 3, Concorde Hotel, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 19 June 2014 at 11.00 a.m. for the following purposes:-

### AGENDA

#### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note A)
- To approve the Directors' fees for the financial year ended 31 December 2013. (Resolution 1)
- To re-elect the following Directors, who retire by rotation in accordance with Article 84 of the Company's Articles of Association and, being eligible, have offered themselves for re-election:
  - Dato' Nik Ismail Bin Dato' Nik Yusoff (Resolution 2)
  - Encik Noorazhar Bin Mohamed Nurdin (Resolution 3)
- To re-appoint Messrs Afrizan Tarmili Khairul Azhar as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

#### As Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions:-

#### 5. Re-appointment of Director

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Datuk Adzmi Bin Abdul Wahab who is over the age of seventy (70) years, be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting." (Resolution 5)

#### 6. Authority to Continue in Office as Independent Non-Executive Director

"THAT authority be and is hereby given to Dato' Nik Ismail Bin Dato' Nik Yusoff, who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012." (Resolution 6)

#### 7. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.3 of the Company's Circular to Shareholders dated 27 May 2014, subject further to the following:-

- the Recurrent Related Party Transactions are entered into in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arm's length basis and are not to the detriment of the minority shareholders of the Company;
- the disclosure is made in the Annual Report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:-
  - the type of Recurrent Related Party Transactions made; and
  - the names of the related parties involved in each type of Recurrent Related Party Transactions made and their relationship with the Company;
- the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:-
  - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which this shareholders' mandate will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
  - the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution." (Resolution 7)

- To transact any other ordinary business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Act.

By Order of the Board

**NOR SHAZILA BINTI MOHD SAWAI**  
(MACS 01552)  
Company Secretary

Shah Alam  
27 May 2014

#### Notes:

- This item in the Agenda is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 and Company's Articles of Association, the audited financial statements do not require the formal approval of the shareholders. As such, this matter will not be put forward for voting.*
- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
- To be valid this form duly completed must be deposited at the registered office of the Company at Wisma Lebar Daun, No. 2, Jalan Tengku Ampuan Zabedah J9/J, Seksyen 9, 40000 Shah Alam, Selangor Darul Ehsan not later than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.*
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.*
- Where a member appoints two (2) proxies the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.*
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
- If the appointer is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.*

#### Explanatory Note on Special Business

#### 7. Resolution 5 - Re-appointment of Director

*The ordinary resolution proposed under item 5, if passed, will enable Tan Sri Datuk Adzmi Bin Abdul Wahab who is over 70 years to continue in office until the next Annual General Meeting.*

#### 8. Resolution 6 - Authority to Continue in Office as Independent Non-Executive Director

*Pursuant to the Malaysian Code on Corporate Governance 2012, the Nomination Committee has assessed the independence of Dato' Nik Ismail Bin Dato' Nik Yusoff, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years and the Nomination Committee has recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-*

- Dato' Nik Ismail Bin Dato' Nik Yusoff has fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;*
- He provides the Board and Audit Committee a diverse set of experience and expertise and his length of services on the Board of more than nine years does not in any way interfere with his exercise of objective judgement or his ability to act in the best interests of the Company and the Group; and*
- He is familiar with the Company's business operations which enable him to contribute actively during discussions at the Audit Committee and Board Meetings.*

#### 9. Resolution 7 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

*The proposed ordinary resolution under item 7, if passed, will allow the Company and/or its subsidiary to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business and on terms that are not more favourable to the related parties than those generally available to the public. This would avoid any delay and cost involved in convening separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company or will subsist until the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.*