

LEON FUAT BERHAD (756407-D)
(Incorporated in Malaysia)

NOTICE OF SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh Annual General Meeting (“AGM”) of Leon Fuat Berhad (“LFB”) will be held at Ballroom I, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 25 June 2014 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors’ and Auditors’ Reports thereon. | <i>Explanatory
Note A</i> |
| 2. | To approve a final single tier dividend of 1.5 sen per share for the financial year ended 31 December 2013. | <i>Resolution 1</i> |
| 3. | To approve the payment of Directors’ fees of RM470,000 for the financial year ended 31 December 2013. | <i>Resolution 2</i> |
| 4. | To re-elect the following Directors who retire in accordance with Article 85 of the Company’s Articles of Association: | |
| | 4.1 Ooi Bin Keong; | <i>Resolution 3</i> |
| | 4.2 Ooi Seng Khong; and | <i>Resolution 4</i> |
| | 4.3 Ooi Kong Tiong. | <i>Resolution 5</i> |
| 5. | To re-appoint Messrs Baker Tilly AC as the Company’s Auditors and to authorise the Directors to fix their remuneration. | <i>Resolution 6</i> |

SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following Resolutions:

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| 6. | ORDINARY RESOLUTION
AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT,
1965 FOR THE DIRECTORS TO ISSUE SHARES | <i>Resolution 7</i> |
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“THAT pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company at any time, at such price, upon such terms and conditions and 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the total issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

7. **ORDINARY RESOLUTION
PROPOSED SHAREHOLDERS' RATIFICATION FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE**

Resolution 8

“THAT pursuant to the authority granted by Bursa Securities, all the recurrent related party transactions entered or to be entered into by the Company and/or its subsidiaries of a revenue or trading nature, details as set out in Section 2.5 of the Circular to Shareholders dated 3 June 2014 with the specified classes of related parties mentioned therein which are necessary for the day-to-day operations of the Group from 5 June 2013, being the date of listing of the Company on the Main Market of Bursa Securities until the date of the Seventh AGM of the Company on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company be and is hereby approved and ratified.

AND THAT the execution of all necessary documents and all acts, deed and things done by the Directors of the Company as they considered necessary or expedient in order to give effect to the said recurrent related party transactions, be and is hereby approved and ratified.”

8. **ORDINARY RESOLUTION
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING
NATURE (“PROPOSED RRPT MANDATE”)**

Resolution 9

“THAT subject always to the provisions of the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, details as set out in Section 2.5 of the Circular to Shareholders dated 3 June 2014 with the specified classes of related parties mentioned therein which are necessary for the Group’s day-to-day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT the approval shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is the 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

or in the interests of the Company to give effect to the Proposed RRPT Mandate.”

9. **SPECIAL RESOLUTION**
PROPOSED AMENDMENT TO THE COMPANY’S ARTICLES OF ASSOCIATION (“PROPOSED AMENDMENT”)

Resolution 10

“THAT approval be and is hereby given to the Company to amend Article 84 of the Articles of Association of the Company, with details as set out below AND THAT the Directors and/or the Secretary of the Company be hereby authorised to take all steps as they may consider necessary and expedient in order to give full effect to the Proposed Amendment, for and on behalf of the Company: -

Article 84 (Number of Directors)

Existing provision:

All the Directors of the Company shall be natural persons and unless otherwise determined by General Meeting, the number of Directors (excluding alternate directors) shall not be less than two (2) and not more than nine (9). A Director need not be a Member of the Company.

New provision:

All the Directors of the Company shall be natural persons and unless otherwise determined by General Meeting, the number of Directors (excluding alternate directors) shall not be less than two (2) and not more than ten (10). A Director need not be a Member of the Company.”

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965 and the Company’s Articles of Association.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a final single tier dividend of 1.5 sen per share for the financial year ended 31 December 2013, if approved by the shareholders at the forthcoming Seventh AGM, will be paid on 5 August 2014 to depositors registered in the Record of Depositors at the close of business on 18 July 2014.

A depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the depositor’s securities account before 4.00 p.m. on 18 July 2014 in respect of transfer; and
- b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

YEOH CHONG KEAT (MIA 2736)
LIM FEI CHIA (MAICSA 7036158)
Secretaries

Kuala Lumpur

3 June 2014

Notes:

- (i) *In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2014 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.*
- (ii) *A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar (the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply).*
- (iii) *To be valid, the original proxy form, duly completed must be deposited at the registered office of the Company situated at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.*
- (iv) *A member shall be entitled to appoint not more than two (2) proxies to attend and vote at this meeting. Where a member appoints two (2) proxies, he/she shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.*
- (v) *Where a member 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 authorized nominee may appoint in respect of each omnibus account it holds.*
- (vi) *If the appointor is a corporation this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.*

Explanatory Note A

This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the audited financial statements. As such, this item is not put forward for voting.

Explanatory Notes under Special Business

(a) Resolution 7 - Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

The proposed resolution is for the purpose of granting a general mandate (“General Mandate”) and empowering the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the nominal value of the issued and paid-up share capital of the Company for any possible fund raising activities, funding of future investments, working capital and/or acquisitions without having to convene separate general meeting to seek shareholders’ approval for issuance of shares when such opportunities or needs arise.

This is the first General Mandate sought from the shareholders of the Company after the listing of the Company on the Main Market of Bursa Securities on 5 June 2013. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

(b) Resolution 8 – Proposed Shareholders’ Ratification for Recurrent Related Party Transactions

This proposed resolution, if passed, will ratify all recurrent related party transactions of a revenue or trading nature entered /to be entered by the Company and/or its subsidiaries, particulars of which are as set out in Section 2.5 of the Circular to Shareholders dated 3 June 2014 despatched together with the Company’s Annual Report 2013, from the date of listing of the Company on the Main Market of Bursa Securities on 5 June 2013 up to the date of the Seventh AGM of the Company.

(c) Resolution 9 – Proposed RRPT Mandate

This proposed resolution, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are as set out in Section 2.5 of the Circular to Shareholders dated 3 June 2014 despatched together with the Company’s Annual Report 2013. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM of the Company.

(d) Resolution 10 – Proposed Amendment to the Company’s Articles of Association

This proposed resolution, if passed, will empower the Company to amend the existing Article 84 of the Company’s Articles of Association for administrative efficiency.