

## NOTICE OF MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eighty-Fourth Annual General Meeting of Lion Industries Corporation Berhad will be held at the Meeting Hall, Level 16, Lion Office Tower, No. 1 Jalan Nagasari, 50200 Kuala Lumpur on 4 December 2014 at 10.30 am for the following purposes:

### AGENDA

1. To receive the Directors' Report and Audited Financial Statements for the financial year ended 30 June 2014. **Note 3**
2. To approve the payment of Directors' fees amounting to RM243,500 (2013 : RM265,000). **Resolution 1**
3. To consider and, if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965 as an ordinary resolution:  
  
"THAT pursuant to Section 129(6) of the Companies Act, 1965, Y. Bhg. Dato' Kamaruddin @ Abas bin Nordin be and is hereby re-appointed Director of the Company to hold office until the next annual general meeting of the Company."  
**Resolution 2**
4. To re-appoint Mr Chong Jee Min as an independent non-executive Director of the Company. **Resolution 3**
5. To re-appoint Auditors to hold office until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration. **Resolution 4**
6. Special Business  
  
To consider and, if thought fit, pass the following ordinary resolutions:
  - 6.1 Authority to Directors to issue shares  
  
"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approval of all relevant authorities being obtained, the Directors be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued and paid-up capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company."  
**Resolution 5**
  - 6.2 Proposed Shareholders' Mandate for Recurrent Related Party Transactions  
  
"THAT approval be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations as detailed in paragraph 3.3 and with those related parties as set out in paragraph 3.2 of Part A(I) of the Circular to Shareholders of the Company dated 12 November 2014 ("Related Parties") which has been despatched to the shareholders of the Company, provided that such transactions are undertaken in the ordinary course of business and are on normal commercial terms which are consistent with the Group's usual business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and  
  
THAT authority conferred by this ordinary resolution will only continue to be in force until:
    - (i) the conclusion of the next annual general meeting of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
    - (ii) the expiration of the period within which the next annual general meeting after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
    - (iii) revoked or varied by resolution passed by the shareholders of the Company in 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 to give effect to the transactions contemplated and/or authorised by this ordinary resolution which shall include, without limitation, taking any action which the Directors may, in their absolute discretion deem fit, to recover any sums due to the Company under the said transactions or to settle the same."

### 6.3 Proposed Renewal of Authority for Share Buy-Back

"THAT, subject to the Companies Act, 1965, the provisions of the Articles of Association of the Company, the Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements, and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to buy-back such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

#### **Resolution 7**

- (i) the aggregate number of shares bought-back does not exceed 10% of the total issued and paid-up capital of the Company at any point of time; and
- (ii) the maximum funds to be allocated for the share buy-back shall not exceed the retained profits or the share premium account of the Company or both, based on its latest audited financial statements available up to the date of the share buy-back transaction

(hereinafter referred to as the "Proposed Share Buy-Back"); and

THAT authority conferred by this ordinary resolution shall commence immediately upon the passing of this resolution and will only continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever occurs first; and

THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares of RM1.00 each in the Company so purchased by the Company as treasury shares and/or cancel them and to distribute the treasury shares as share dividends and/or resell the treasury shares; and

FURTHER, THAT authority be and is hereby unconditionally and generally given to the Directors of the Company to take all such steps as are necessary or expedient and/or enter into any and all agreements, arrangements and guarantee with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities."

### 6.4 Proposed Grant of Options to Y. M. Datuk Seri Utama Raja Nong Chik bin Dato' Raja Zainal Abidin

"THAT authority be and is hereby given to the Company specifically to offer and grant to Y. M. Datuk Seri Utama Raja Nong Chik bin Dato' Raja Zainal Abidin, the independent non-executive Chairman of the Company, options to subscribe for up to 250,000 new ordinary shares of RM1.00 each in the capital of the Company, pursuant to the Company's Executive Share Option Scheme ("ESOS"), subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bylaws of the ESOS."

#### **Resolution 8**

7. To transact any other business for which due notice shall have been given.

By Order of the Board

**WONG PHOOI LIN**  
**YASMIN WEILI TAN BINTI ABDULLAH**  
Secretaries

Kuala Lumpur  
12 November 2014

**Notes:**

1. Proxy

- *In respect of deposited securities, only Members whose names appear in the Record of Depositors on 27 November 2014 shall be eligible to attend the Meeting.*
- *A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or the hand of an officer or attorney duly authorised.*

*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 exempt authorised nominee may appoint in respect of each omnibus account it holds.*

- *The instrument of proxy shall be deposited at the Office of the Registrar of the Company, Level 13, Lion Office Tower, No. 1 Jalan Nagasari, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting.*
- *Completed Form of Proxy sent through facsimile transmission shall not be accepted.*

2. Circular to Shareholders dated 12 November 2014 ("Circular")

*Details on the following are set out in the Circular enclosed together with the 2014 Annual Report:*

- (i) Part A(I) - Proposed Shareholders' Mandate for Recurrent Related Party Transactions*
- (ii) Part A(II) - Proposed Grant of Options to Y. M. Datuk Seri Utama Raja Nong Chik bin Dato' Raja Zainal Abidin*
- (iii) Part B - Proposed Renewal of Authority for Share Buy-Back*

3. Agenda Item 1

*This item of the Agenda is meant for discussion only. The provisions of Section 169 of the Companies Act, 1965 require that the Directors' Report and the Audited Financial Statements be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to vote by shareholders.*

4. Resolution 3

*The Nomination Committee has assessed the independence of Mr Chong Jee Min who has served on the Board as an independent non-executive Director of the Company for a cumulative term of more than nine years and the Board has recommended that the approval of the shareholders be sought to re-appoint Mr Chong as an independent non-executive Director as he possesses the following attributes necessary in discharging his roles and functions as an independent non-executive Director of the Company:*

- (i) Fulfills the criteria of an independent Director as defined in the Bursa Malaysia Securities Berhad Main Market Listing Requirements.*
- (ii) Understands the Group's activities and corporate history.*
- (iii) Performs his duties as a Director without being subject to influence of management.*
- (iv) Participates in Board and Board committees deliberations and is objective in decision-making.*
- (v) Vast experience in the legal profession and as such could provide the Board with relevant legal advice where necessary.*
- (vi) Exercises due care in all undertakings of the Group and carries out his professional duties in the interest of the Company and minority shareholders.*

5. Resolution 5

*This approval will allow the Company to procure the renewal of the general mandate (“General Mandate”) which will empower the Directors of the Company to issue shares in the Company up to an amount not exceeding in total 10% of the issued and paid-up capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.*

*As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 19 December 2013 which will lapse at the conclusion of this Annual General Meeting.*

*The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares for purposes of funding future investment projects, working capital and/or acquisitions.*

6. Resolution 6

*This approval will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in paragraph 3.2 of Part A(1) of the Circular, which are necessary for the Group’s day-to-day operations undertaken in the ordinary course of business and are on normal commercial terms which are consistent with the Group’s usual business practices and policies, and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.*

7. Resolution 7

*This approval will empower the Directors of the Company to purchase the Company’s shares up to 10% of the issued and paid-up capital of the Company at any point of time. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.*

8. Resolution 8

*This approval will allow the grant of options to Y. M. Datuk Seri Utama Raja Nong Chik bin Dato’ Raja Zainal Abidin, the independent non-executive Chairman of the Company who was appointed to the Board on 29 August 2013 as an independent non-executive Director and an Audit Committee member, and on 19 December 2013 as the independent non-executive Chairman, to subscribe for up to 250,000 new ordinary shares of RM1.00 each in the capital of the Company pursuant to the Company’s Executive Share Option Scheme (“ESOS”) at a subscription price to be determined in the manner set out in the Bylaws of the ESOS.*