

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of Leweko Resources Berhad will be held at Ballroom 3, Ground Floor, Impiana Hotel Ipoh, 18, Jalan Raja Dr. Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan, Malaysia on Tuesday, 16 December 2014 at 10:00 a.m. for the following purposes:

Ordinary Business:

To consider and if thought fit, to pass the following ordinary resolutions:

1. To receive and consider the Audited Financial Statements for the financial year ended 30 June 2014 together with the Reports of the Directors and Auditors thereon. *Resolution 1*
2. To approve Directors' Fees of RM207,200 for the financial year ended 30 June 2014. *Resolution 2*
3. To re-appoint Dato' Seri Haji Mohamed Pakri @ Mohamed Nazri bin Haji Abdul Rahim, who retires as Director of the Company pursuant to Section 129(2) of the Companies Act, 1965, as Director and to hold office until the conclusion of the next Annual General Meeting under the provision of Section 129(6) of the Companies Act, 1965. *Resolution 3*
4. To re-appoint Tuan Haji Othman bin Haji Sulaiman, who retires as Director of the Company pursuant to Section 129(2) of the Companies Act, 1965, as Director and to hold office until the conclusion of the next Annual General Meeting under the provision of Section 129(6) of the Companies Act, 1965. *Resolution 4*
5. To re-elect Dato' Haji Roshidi bin Haji Hashim who retires as Director of the Company pursuant to Article 87 of the Company's Articles of Association. *Resolution 5*
6. To re-elect Encik Abd Aziz bin Jantan who retires as Director of the Company pursuant to Article 80 of the Company's Articles of Association. *Resolution 6*
7. To re-appoint Messrs. Deloitte (formerly known as Deloitte KassimChan) as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at such remuneration to be determined by the Directors of the Company. *Resolution 7*

Special Business:

To consider and if thought fit, to pass the following ordinary resolutions:

8. **Continuance in Office as Independent Non-Executive Chairman Pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**

"That subject to the passing of Ordinary Resolution No. 3, approval be and is hereby given to Dato' Seri Haji Mohamed Pakri @ Mohamed Nazri bin Haji Abdul Rahim whom has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Chairman of the Company."

Resolution 8



9. **Continuance in Office as Independent Non-Executive Director Pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**

“That subject to the passing of Ordinary Resolution No. 4, approval be and is hereby given to Tuan Haji bin Othman whom has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company.”

Resolution 9

10. **Proposed Authority for Shares Buy-Back**

“THAT subject always to the provisions of the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad and other relevant statutory and/or regulatory requirements, the Company be authorised, to the fullest extent permitted by law, to buy-back such amount of ordinary shares of 50 sen each in the Company as may be determined by the Directors of the Company from time to time, through Bursa Malaysia Securities Berhad, upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that:

- (i) the aggregate number of ordinary shares bought-back does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time in question;
- (ii) the maximum amount of funds to be allocated for the shares buy-back shall not exceed the aggregate of retained earnings and share premium account of the Company as at 30 June 2014 of approximately RM43,754,928 and RM4,764,000 respectively; and
- (iii) the ordinary shares purchased shall be treated in the following manner:
 - (a) the purchased ordinary shares shall be cancelled; or
 - (b) the purchased ordinary shares shall be retained as treasury shares for distribution as dividend to the shareholders and/or resale on Bursa Malaysia Securities Berhad in accordance with the relevant rules of Bursa Malaysia Securities Berhad and/or cancellation subsequently; or
 - (c) part of the purchased ordinary shares shall be retained as treasury shares and the remainder shall be cancelled; or
 - (d) in such other manner as Bursa Malaysia Securities Berhad and other relevant authorities may allow from time to time.

AND THAT the authority conferred by this resolution shall commence upon the passing of this resolution until:

- (i) the conclusion of the next Annual General Meeting of the Company, unless the authority granted is renewed, either unconditionally or subject to conditions, at the said Annual General Meeting; or



- (ii) the expiration of the period within which the next Annual General Meeting of the Company after that date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965) but not so as to prejudice the completion of the purchase(s) by the Company made before the aforesaid expiry date and, in any event in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad or any other relevant authorities and the applicable law; or
- (iii) revoked or varied by resolution passed by the Company in general meeting;

whichever is the earlier.

AND FURTHER THAT authority be and is hereby given to the Directors of the Company to take all such steps as may be necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities (Central Depository) Industry Act, 1991, and the entering into and execution of all agreements, arrangements and guarantees 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 and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the provisions of the Companies Act, 1965, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad and all other relevant statutory and/or regulatory requirements.”

Resolution 10

11. Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

“THAT subject always to the approvals of the relevant authorities, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company 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 capital of the Company as at the date of this Annual General Meeting and that the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Resolution 11

Any Other Business:

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

By Order of the Board

Chan Chee Kheong (MAICSA 0810287)
Company Secretary

Ipoh
24 November 2014



Notes

1. A member entitled to attend and vote at this Annual General Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 need not be complied with. If a member appoints more than one (1) proxy, the appointments shall be invalid unless the member specifies the proportions of his/her 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 only one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

2. If the appointor is a corporation, the form of proxy should be executed under its common seal or under the hand of an officer or attorney duly authorised in that behalf.
3. The instrument appointing a proxy must reach the Registered Office of the Company not less than forty-eight (48) hours before the time set for this Annual General Meeting or any adjournment thereof.
4. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 57 of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 10 December 2014 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

5. **Explanatory note on Resolution No. 8 and 9
Continuance in Office as Independent Non-Executive Chairman and/or Director Pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012**

Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 recommends that shareholders' approval must be sought in the event that the Company intends to retain the independent directors who have served in that capacity for more than nine (9) years. The Nomination Committee and the Board have evaluated the independence of Dato' Seri Haji Mohamed Pakri @ Mohamed Nazri bin Haji Abdul Rahim and Tuan Haji Othman bin Haji Sulaiman, and concluded that throughout their tenure, they have remained independent in their views and in exercising judgment in deliberations at Board/Board Committee meetings, without being influenced by operational consideration and have always acted in the best interests of all shareholders. The proposed Ordinary Resolutions No. 8 and 9, if passed, will enable the Company to retain Dato' Seri Haji Mohamed Pakri @ Mohamed Nazri bin Haji Abdul Rahim and Tuan Haji Othman bin Haji Sulaiman as Independent Non-Executive Chairman and Independent Non-Executive Director respectively.

6. **Explanatory note on Resolution No. 10
Proposed authority for shares buy-back**

Please refer to the Circular to Shareholders dated 24 November 2014 which is circulated together with this Annual Report.

7. **Explanatory note on Resolution No. 11
Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**

The proposed Resolution No. 11, if passed, will give the Directors of the Company, from the date of this Annual General Meeting, authority to issue and allot ordinary shares from the unissued share capital of the Company for such purposes as the Directors of the Company may consider to be in the interest of the Company. This authority unless revoked or varied by the Company in general meeting, shall expire at the next Annual General Meeting of the Company.

This general mandate is a renewal of the existing mandate that was approved by the members at the Eleventh Annual General Meeting held on 18 December 2013. As of the date of this Notice, the Directors have not utilised the existing mandate.