



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Leweko Resources Berhad ("Leweko" or the "Company") will be held at MH Ipoh & MH Sentral Gallery, Level 6, MH Hotel Ipoh, PT212695B, Jalan Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak on Thursday, 5 February 2015 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED PAR VALUE REDUCTION OF THE EXISTING ISSUED AND PAID-UP SHARE CAPITAL OF LEWEKO FROM RM120,874,202 COMPRISING 241,748,404 ORDINARY SHARES OF RM0.50 EACH TO RM48,349,681 COMPRISING 241,748,404 ORDINARY SHARES OF RM0.20 EACH PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("PROPOSED PAR VALUE REDUCTION")

"THAT, subject to the confirmation of the High Court of Malaya and the approvals from the relevant authorities being obtained where necessary, the approval be and is hereby given to the Directors of the Company to reduce the issued and paid-up share capital of Leweko from RM120,874,202 comprising 241,748,404 ordinary shares of RM0.50 each to RM48,349,681 comprising 241,748,404 ordinary shares of RM0.20 each through the cancellation of RM0.30 from the existing par value of RM0.50 each;

AND THAT authority be and is hereby given to the Directors of the Company to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to finalise, implement and give effect to the Proposed Par Value Reduction with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be in the best interests of the Company or as may be imposed or permitted by the relevant authorities".

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF LEWEKO ("PROPOSED AMENDMENTS")

"THAT, subject to the passing of Special Resolution 1 and Ordinary Resolution 3, the Memorandum and Articles of Association of the Company be amended by deleting Clause 5 of the Memorandum of Association and Article 3 of the Articles of Association in their entirety and be substituted in place thereof, the following sentences:-

Memorandum of Association

Clause No.	Existing Provision	Revised Provision
5	The capital of the Company is RM500,000,000.00 Malaysian Currency divided into 1,000,000,000 shares of 50 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 RM500,000,000.00 Malaysian Currency divided into 2,500,000,000 shares of 20 sen 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.

Articles of Association

Article No.	Existing Provision	Revised Provision
3	The authorised capital of the Company as the date of the adoption of these Articles is Ringgit five hundred million (RM500,000,000) only divided into one billion (1,000,000,000) ordinary shares of fifty (50) sen each.	The authorised capital of the Company as amended is Ringgit five hundred million (RM500,000,000) only divided into two billion five hundred million (2,500,000,000) ordinary shares of 20 sen each.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents with full power to make any modifications, variations and/or amendments in any manner as may be in the best interests of the Company or as may be required by the relevant authorities and to take all steps as they may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments."

ORDINARY RESOLUTION 1

PROPOSED DIVERSIFICATION OF THE BUSINESS OF LEWEKO AND ITS SUBSIDIARIES INTO PROPERTY DEVELOPMENT ("PROPOSED DIVERSIFICATION")

"THAT, subject always to the Companies Act, 1965, the provisions of the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company to diversify its operations into property development, which might reasonably be expected to result in -

- (a) the diversion of 25% or more of the net assets of the Company to an operation which differs widely from those operations previously carried on by the Company; or
- (b) the contribution from such an operation of 25% or more of the net profits of the Company,

pursuant to Paragraph 10.13 of the Main Market Listing Requirements of Bursa Securities;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things and execute all necessary documents with full power to make any modifications, variations and/or amendments in any manner as may be in the best interests of the Company or as may be required by the relevant authorities and to take all steps as they may deem necessary and expedient in order to implement, finalise and give full effect to the Proposed Diversification".

ORDINARY RESOLUTION 2

PROPOSED JOINT VENTURE BETWEEN MAJU WEKO TIMBER INDUSTRIES SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF LEWEKO, AND KAMPUNG KENAYAT SDN BHD TO JOINTLY DEVELOP THIRTY-EIGHT (38) PARCELS OF LEASEHOLD MIXED DEVELOPMENT LAND, MEASURING IN AGGREGATE 96,785 SQUARE METRES, ALL SITUATED IN THE MUKIM OF HULU KINTA, DISTRICT OF KINTA, STATE OF PERAK ("LAND") INTO A MIXED-USE DEVELOPMENT UNDER PHASE 1 TO PHASE 5 ("PROPOSED JOINT VENTURE")

"THAT, subject to the approval of all relevant authorities, approval is hereby be and is given to the Directors of Leweko to jointly develop the Land pursuant to the Proposed Joint Venture, subject to and upon such terms and conditions as set out in the Joint Venture Agreement dated 28 October 2014 entered into between Maju Weko Timber Industries Sdn Bhd and Kampung Kenayat Sdn Bhd, details of which are in the circular to the shareholders of Leweko dated 5 January 2015 ("Circular").

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Joint Venture with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors of the Company in the best interests of the Company."

ORDINARY RESOLUTION 3

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 161,165,602 NEW ORDINARY SHARES OF RM0.20 EACH IN LEWEKO ("RIGHTS SHARES") TOGETHER WITH UP TO 201,457,002 NEW FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY THREE (3) ORDINARY SHARES OF RM0.20 EACH HELD AFTER THE PROPOSED PAR VALUE REDUCTION ("LEWEKO SHARE(S)"), TOGETHER WITH FIVE (5) WARRANTS FOR EVERY FOUR (4) RIGHTS SHARES SUBSCRIBED ON AN ENTITLEMENT DATE AND AN ISSUE PRICE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT, subject to the passing of Special Resolutions 1 and 2, and subject further to the approval of all relevant authorities, including but not limited to the approval-in-principle being obtained from Bursa Securities for the listing of and quotation for all the Rights Shares and Warrants to be issued hereunder and all the new ordinary shares of RM0.20 each in Leweko to be issued arising from the exercise of the Warrants (whether in its original form or with or subject to any conditions, modifications, variations and/or amendments imposed by Bursa Securities), the approval be and is hereby given to the Directors of the Company to:

- (a) allot and issue by way of a renounceable rights issue of up to 161,165,602 Rights Shares, to the shareholders of Leweko whose names appear in the record of depositors as at the close of business on an entitlement date to be determined by the Directors and to be announced by the Company ("Entitled Shareholders") on the basis of two (2) Rights Shares for every three (3) Leweko Shares at an issue price to be determined later;
- (b) allot and issue up to 201,457,002 Warrants to those Entitled Shareholders who have successfully applied for the Rights Shares on the basis of five (5) Warrants for every four (4) Rights Shares successfully subscribed;
- (c) allot and issue such number of additional Warrants pursuant to the adjustments under the Deed Poll and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed/ required/ permitted by Bursa Securities and any other relevant authorities or parties or otherwise; and
- (d) allot and issue such number of new Leweko Shares arising from the exercise of the Warrants during the tenure of the Warrants;

AND THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever shall be made available for excess applications by the Entitled Shareholders and/or their renounees(s) and such excess Rights Shares shall be allocated in a fair and equitable manner on a basis to be determined by the Directors of the Company in their absolute discretion and announced later by the Company;

AND THAT the Directors of the Company be and are hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue with Warrants in such manner and on such terms and conditions as the Directors of the Company in their absolute discretion as they may deem fit or think expedient and in the best interests of the Company;

AND THAT the Rights Shares and the new Leweko Shares to be issued pursuant to the exercise of the Warrants shall upon allotment, rank *pari passu* in all respects with the then existing issued and fully paid-up shares in the capital of the Company, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the Rights Shares and the new Leweko Shares to be issued arising from the exercise of the Warrants respectively;

AND THAT the Rights Shares and Warrants and the new Leweko Shares to be issued pursuant to the exercise of the Warrants shall be listed on Bursa Securities;

AND THAT the Directors of the Company be and are hereby authorised to enter into and execute the deed poll constituting the Warrants ("Deed Poll") upon the principal terms set out in Section 2.4.6 of the Circular with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Directors of the Company, and, subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full powers to implement and give effect to the terms and conditions of the Deed Poll, and to take all steps as they may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

AND THAT the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Directors of the Company may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

BY ORDER OF THE BOARD

Chan Chee Kheong (MAICSA 0810287)
Company Secretary

Ipoh
5 January 2015

Notes:

1. A member entitled to attend and vote at the EGM 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 not more than (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.
2. If the appointor is a corporation, the instrument appointing a proxy shall be executed under its common seal or under the hand of an authorised officer or attorney.
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 the EGM or any adjournment thereof.
4. 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.
5. For the purpose of determining a member who shall be entitled to attend the EGM, 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 Securities, a Record of Depositors as at 29 January 2015 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend the EGM.