



LPI CAPITAL BHD

(4688-D)

NOTICE OF

ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 54th Annual General Meeting of LPI Capital Bhd will be held at Sabah Room, Basement II, Shangri-La Hotel Kuala Lumpur, 11 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Monday, 9 March 2015 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon. | Ordinary Resolution 1 |
| 2. To re-elect the following Directors, who are retiring by rotation in accordance with Article 97 of the Company's Articles of Association, and who being eligible, offer themselves for re-election: | |
| i. Mr. Tan Kok Guan | Ordinary Resolution 2 |
| ii. Dato' Haji Abdul Aziz bin Dato' Dr. Omar | Ordinary Resolution 3 |
| 3. To consider and if thought fit, to pass the following Ordinary Resolutions in accordance with Section 129 of the Companies Act, 1965: | |
| i. "THAT Tan Sri Dato' Sri Dr. Teh Hong Piow, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." | Ordinary Resolution 4 |
| ii. "THAT Tan Sri Datuk Seri Utama Thong Yaw Hong, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." | Ordinary Resolution 5 |
| 4. To approve the payment of Directors' fees of RM465,000.00 for the financial year ended 31 December 2014. | Ordinary Resolution 6 |
| 5. To re-appoint Auditors for the financial year ending 31 December 2015 and to authorise the Directors to fix the Auditors' remuneration. | Ordinary Resolution 7 |

By Order of the Board

KONG THIAN MEE
MAICSA 7024050
Company Secretary

Kuala Lumpur
13 February 2015

NOTES:

- Only depositors whose names appear in the Record of Depositors as at 27 February 2015 be regarded as members and entitled to attend, speak and vote at the meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies (or in the case of a corporation, a duly authorised representative) to attend and vote in his/ her stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than 2 proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member appoints 2 proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 which is exempted from compliance with the provisions of subsection 25A(1) of the said Act.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor Services Sdn Bhd at Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time set for the holding of the meeting or at any adjournment thereof.

EXPLANATORY NOTES ON RESOLUTIONS 3 AND 5:

In accordance with Recommendation 3.1 of Malaysian Code on Corporate Governance 2012, the Nominating Committee ("NC") of the Company had conducted an annual assessment on the independency of the independent directors and recommended the same for Board approval.

Based on the annual assessment carried out by the NC, the Board had determined that Tan Sri Datuk Seri Utama Thong Yaw Hong and Dato' Haji Abdul Aziz bin Dato' Dr. Omar have remained objective and continued to bring independent and objective judgements to the Board deliberations and decision making as a whole.