



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 55th 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, 21 March 2016 at 11.00 a.m. for the following purposes:

AGENDA**As Ordinary Business**

1. To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2015 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To re-elect Mr. Tee Choon Yeow who retires by rotation in accordance with Article 97 of the Company's Articles of Association and who being eligible offers himself for re-election. **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
3. To re-elect the following Directors who retire in accordance with Article 102 of the Company's Articles of Association and who being eligible offer themselves for re-election:
 - i. Ms. Chan Kwai Hoe **Ordinary Resolution 2**
(Please refer to Explanatory Note 2)
 - ii. Mr. Lee Chin Guan **Ordinary Resolution 3**
(Please refer to Explanatory Note 2)
4. To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:

"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 as a Director of the Company to hold office until the next Annual General Meeting."

Ordinary Resolution 4
5. To approve the payment of Directors' fees of RM375,500.00 for the financial year ended 31 December 2015. **Ordinary Resolution 5**
6. To re-appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 December 2016 and to authorise the Directors to fix the Auditors' remuneration. **Ordinary Resolution 6**

By Order of the Board

KONG THIAN MEE
MAICSA 7024050
Company Secretary

Kuala Lumpur
26 February 2016

NOTES:

1. Only depositors whose names appear in the Record of Depositors as at 11 March 2016 be regarded as members and entitled to attend, speak and vote at the meeting.
2. 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.
3. 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.
4. Where a member appoints 2 proxies, the appointment shall be invalid unless he/ she specifies the proportion of his/ her shareholdings to be represented by each proxy.
5. 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.
6. 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.
7. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 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:

1. The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to the provision of Sections 169(1) and 169(3) of the Companies Act, 1965. Hence, this matter will not be put for voting.
2. In accordance with Recommendation 3.1 of Malaysian Code on Corporate Governance 2012, Nominating Committee ("NC") of the Company had conducted an annual assessment on the independency of the independent directors and recommended the same for Board's approval.

Based on the annual assessment carried out by NC, the Board had determined that Mr. Tee Choon Yeow, Ms. Chan Kwai Hoe and Mr. Lee Chin Guan have remained objective and continued to bring independent and objective judgements to the Board deliberations and decision making as a whole.