



## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT The Thirty-Third Annual General Meeting ("33<sup>rd</sup> AGM") of LAY HONG BERHAD will be held at The Ballroom III, Ground Floor, Premiere Hotel, Bandar Bukit Tinggi 1/KS6, Jalan Langat, 41200 Klang, Selangor Darul Ehsan on Thursday, 28 September 2017 at 11.30 a.m. for the following purposes:-

### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon.  
(Please refer to the Explanatory Note 7)
- To approve the payment of a Final Single Tier Dividend of 0.5 sen per ordinary share for the financial year ended 31 March 2017.  
**Ordinary Resolution 1**
- To approve the payment of Directors' Fees of RM305,500.00 for the financial year ended 31 March 2017.  
**Ordinary Resolution 2**
- To re-elect the following Directors who are retiring under Article 71 of the Company's Articles of Association:-  
(i) Yeap Weng Hong  
(ii) Tan Ooi Jin  
(iii) Gan Lian Peng  
**Ordinary Resolution 3**  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**
- To re-elect Mr Tan Chee Hau who is retiring under Article 72 of the Company's Articles of Association.  
**Ordinary Resolution 6**
- To re-appoint Messrs Ong Boon Bah & Co. as Auditors to hold office until the conclusion of the next Annual General Meeting ("AGM") of the Company at a remuneration to be fixed by the Directors.  
**Ordinary Resolution 7**

### SPECIAL BUSINESS

To consider and, if thought fit, pass the following Ordinary Resolutions with or without modifications or amendments:-

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("Proposed Renewal of Existing Shareholders' Mandate")**  
**Ordinary Resolution 8**

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirement ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") approval be and is hereby given to the Company and/or its subsidiary companies ("Lay Hong Group") to enter into and give effect to specified Recurrent Related Party Transactions of a revenue or trading nature and with classes of those related parties as specified in Section 2.3(a) of the Circular to Shareholders dated 31 July 2017 subject further to the following:-

- That the transactions are in the ordinary course of business and are on terms that are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company;
- That the transactions are made on an arm's length basis and on normal commercial terms; and
- That disclosure shall be made in the Annual Report of a breakdown of the aggregate value of all transactions conducted pursuant to the Proposed Renewal of Existing Shareholders' Mandate during the financial year, based on the following information:-
  - the type of the Recurrent Related Party Transactions made; and
  - the names of the Related Parties involved in each type of the Recurrent Related Party Transactions entered into and their relationships with the Company.
- That such approvals shall only continue to be in force until:-
  - the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed;
  - the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340 of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of Companies Act 2016); or
  - revoked or varied by resolution passed by the shareholders in general meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("Proposed New Shareholders' Mandate")**  
**Ordinary Resolution 9**

"THAT pursuant to Paragraph 10.09 of the MMLR of Bursa Securities approval be and is hereby given to the Company and/or Lay Hong Group to enter into and give effect to specified Recurrent Related Party Transactions of a revenue or trading nature and with classes of those related parties as specified in Section 2.3(b) of the Circular to Shareholders dated 31 July 2017 subject further to the following:-

- That the transactions are in the ordinary course of business and are on terms that are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company;
- That the transactions are made on an arm's length basis and on normal commercial terms; and
- That disclosure shall be made in the Annual Report of a breakdown of the aggregate value of all transactions conducted pursuant to the Proposed New Shareholders' Mandate during the financial year, based on the following information:-
  - the type of the Recurrent Related Party Transactions made; and
  - the names of the Related Parties involved in each type of the Recurrent Related Party Transactions entered into and their relationships with the Company.
- That such approvals shall only continue to be in force until:-
  - the conclusion of the next AGM of the Company following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed;
  - the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340 of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of Companies Act 2016); or
  - revoked or varied by resolution passed by the shareholders in general meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution."

- Proposed Renewal of Authority for Directors to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**  
**Ordinary Resolution 10**

"THAT subject always to the Companies Act 2016, and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

- To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and/or the Companies Act 2016.

### BY ORDER OF THE BOARD

LEE WEE HEE (MAICSA 0773340)  
WONG YUET CHYN (MAICSA 7047163)  
Company Secretaries

Selangor Darul Ehsan  
Date: 31 July 2017

### NOTES

- Every member entitled to attend and vote at the Meeting is entitled to appoint a proxy or attorney (or in the case of a corporation, to appoint a representative) to attend and vote in his/her stead. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- A member may appoint up to two (2) proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy.
- The instrument appointing a proxy will not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited at the registered office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- Where a member is an exempt authorised nominee which holds ordinary shares on the Company for multiple beneficial owners in one securities account ("Omnibus Account") there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 September 2017, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.

### EXPLANATORY NOTES ON ORDINARY BUSINESS

- The audited financial statements are laid in accordance with Section 340(1) (a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

### 8. Notice of Dividend Entitlement and Payment

Notice is also hereby given that subject to the approval of the shareholders at the forthcoming 33<sup>rd</sup> AGM, a Final Single Tier Dividend of 0.5 sen per ordinary share will be paid on 8 November 2017 to the shareholders whose names appear in the Record of Depositors at the close of business on 17 October 2017.

A depositor shall qualify for entitlement only in respect of:-

- shares transferred to the Depositors' Securities Account before 4.00 p.m. on 17 October 2017 in respect of ordinary transfers; and
- shares bought on Bursa Securities on a cum entitlement basis according to the Paragraphs of Bursa Securities.

### EXPLANATORY NOTES ON SPECIAL BUSINESS

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions**

The proposed Resolution 8, if passed, will authorize the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. Please refer to the Section 2.3(a) of the Circular to Shareholders dated 31 July 2017, which is dispatched together with the Company's Annual Report 2017, for more information.

- Proposed New Shareholders' Mandate for Recurrent Related Party Transactions**

The Proposed Resolution 9, if passed, will allow the Company and/or Lay Hong Group to enter into a new Recurrent Related Party Transactions of a revenue or trading nature with related parties in compliance with the MMLR of Bursa Securities. Please refer to the Section 2.3(b) of the Circular to Shareholders dated 31 July 2017, which is dispatched together with the Company's Annual Report 2017, for more information.

- Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed Resolution 10, is proposed for the purpose of granting a renewed general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The Ordinary Resolution 10, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a General Meeting. The authorisation, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last AGM held on 28 September 2016 and this authority will lapse at the conclusion of the 33<sup>rd</sup> AGM of the Company.

The general mandate if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).