



LEON FUAT BERHAD

(Company No. 756407-D)
(Incorporated in Malaysia)

NOTICE OF 12TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 12th Annual General Meeting ("AGM") of Leon Fuat Berhad ("LFB") will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 12 June 2019 at 2.30 p.m. for the following purposes:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Directors' and Auditors' Reports thereon. *Please refer to Note (viii)*
- To approve a final single tier dividend of 1.5 sen per share for the financial year ended 31 December 2018. *Resolution 1*
- To approve the payment of Directors' fees and allowances up to RM1,050,000 from 13 June 2019 until the next AGM of the Company. *Resolution 2*
- To re-elect the following Directors who retire in accordance with Article 85 of the Company's Constitution:
(i) Dato' Ng Ah Hock @ Ng Soon Por *Resolution 3*
(ii) Tan Did Heng *Resolution 4*
(iii) Tan Sack Sen *Resolution 5*
- To re-appoint Messrs Baker Tilly Monteiro Heng PLT as the Company's Auditors and to authorise the Directors to fix their remuneration. *Resolution 6*

SPECIAL BUSINESS

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

- ORDINARY RESOLUTION**
AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES *Resolution 7*
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act"), and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue new shares in the Company at any time, at such price, upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.
- ORDINARY RESOLUTION**
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE *Resolution 8*
("PROPOSED SHAREHOLDERS' MANDATE")
"THAT subject always to the provisions of the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, details as set out in Section 2.5 of Part A of the Circular to Shareholders dated 29 April 2019 with the specified classes of related parties mentioned therein which are necessary for the Group's day-to-day operations and are carried out in the ordinary course of business on normal commercial terms which 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 approval shall continue to be in force until:
(i) the conclusion of the next AGM of the Company following the AGM at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
(ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(iii) revoked or varied by a resolution passed by the shareholders in a general meeting;
whichever is the earlier;
AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Shareholders' Mandate."
- SPECIAL RESOLUTION**
PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION") *Resolution 9*
"THAT approval be and is hereby given to the Company to revoke the existing Constitution of the Company in its entirety and in place thereof, a new Constitution as set out in Appendix II of the Circular to Shareholders dated 29 April 2019 be and is hereby adopted as the Constitution of the Company with immediate effect;
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 in order to give full effect to the Proposed Adoption, with full power to assent to any conditions, modification, and/or amendments as may be required by the relevant authorities."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a final single tier dividend of 1.5 sen per share for the financial year ended 31 December 2018, if approved by the shareholders at the forthcoming 12th AGM, will be paid on 25 July 2019 to depositors registered in the Record of Depositors at the close of business on 28 June 2019.

A depositor shall qualify for entitlement only in respect of:

- Shares transferred into the depositor's securities account before 4.00 p.m. on 28 June 2019 in respect of transfer; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

YEOH CHONG KEAT (MIA 2736)
LIM FEI CHIA (MAICSA 7036158)

Company Secretaries

Kuala Lumpur
29 April 2019

NOTES:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 31 May 2019 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.
- A member shall be entitled to appoint not more than two (2) proxies to attend and vote at this meeting. A proxy may but need not be a member of the Company.
- Where a member appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.
- Where a member 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.
- To be valid, the original proxy form, duly completed must be deposited at the registered office of the Company situated at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- If the appointor is a corporation this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to the Company personal data which may include the name, contact details and mailing address, a member of the Company hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to the member for the purposes of issuing the notice of this meeting and convening the meeting (including any adjournment thereof), including but not limited to preparation and compilation of documents and other matters, whether or not supplied by the member. The member further confirms to have obtained the consent, agreement and authorisation of all persons whose personal data the member have disclosed and/or processed in connection with the foregoing.
- Audited Financial Statements for the financial year ended 31 December 2018**
The Audited Financial Statements for the financial year ended 31 December 2018 are laid in accordance with Section 340(1)(a) of the Act for discussion only and do not require shareholders' approval. As such, this item will not be put for voting.
- Final dividend**
Pursuant to Section 131 of the Act, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 8 April 2019, the Board had considered the amount of dividend and decided to recommend the same to the shareholders for approval.
The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within 12 months immediately after the distribution is made on 25 July 2019 in accordance with the requirements under Section 132(2) and (3) of the Act.
- Authority for the Directors to issue shares**
This proposed resolution, if passed, will renew the authority given to the Directors of the Company to issue and allot new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the number of shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
The General Mandate procured and approved in the preceding year 2018 which was not exercised by the Company during the year, will expire at the forthcoming 12th AGM of the Company.
With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.
- Proposed Shareholders' Mandate**
This proposed resolution, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are as set out in Section 2.5 of Part A of the Circular to Shareholders dated 29 April 2019 despatched together with the Company's Annual Report 2018. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next AGM of the Company.
- Proposed Adoption of a New Constitution**
This proposed resolution, if passed, will streamline the existing Constitution of the Company with the provisions of the Companies Act 2016 and the Main Market Listing Requirements of Bursa Securities, and to provide clarity to certain provision thereof and to render consistency throughout in order to facilitate and further enhance administrative efficiency. For further information on the Proposed Adoption, please refer to Part B of the Circular to Shareholders dated 29 April 2019 despatched together with the Company's Annual Report 2018.