

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth Annual General Meeting of Leweko Resources Berhad will be held at MH Ipoh & Sentral Function Room, Level 6, MH Hotel Ipoh, PT212695B, Jalan Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia on Thursday, 28 November 2019 at 10:00 a.m. for the following purposes:

### As Ordinary Business

- |    |  |   |
|----|--|---|
| 1. | To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon.             | <i>Please refer to Explanatory Note 1</i> |
| 2. | To approve the payment of Directors' Fees of RM198,000 for the financial year ended 30 June 2019.  | <i>Ordinary Resolution 1</i>              |
| 3. | To approve Directors' Fees of RM275,000 for the financial year ending 30 June 2020.  | <i>Ordinary Resolution 2</i>              |
| 4. | To re-elect the following Directors who retire as Directors of the Company pursuant to Article 87 of the Company's Constitution:                                   |   |
|    | (a) Tan Sri (Dr) Ir. Jamilus Bin Md Hussin   | <i>Ordinary Resolution 3</i>              |
|    | (b) Mr. Kor Beng   | <i>Ordinary Resolution 4</i>              |
|    | (c) Madam Kwan Yet Ming  | <i>Ordinary Resolution 5</i>              |
|    | (d) Mr. Kor Yann Kae   | <i>Ordinary Resolution 6</i>              |
|    | (e) Mr. Kor Yann Shiun   | <i>Ordinary Resolution 7</i>              |
|    | (f) Mr. Tan Tai Ming   | <i>Ordinary Resolution 8</i>              |
| 5. | To re-appoint Messrs. Deloitte PLT as Auditors of the Company for the financial year ending 30 June 2020 and to authorise the Directors to fix their remuneration. | <i>Ordinary Resolution 9</i>              |

### As Special Business

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

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|----|--|-------------------------------|
| 6. | <b>Continuance in Office as Independent Non-Executive Director</b><br>- <b>Mr. Seou Lim Khoon</b>  |                               |
|    | “THAT authority be and is hereby given to Mr. Seou Lim Khoon, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance.” | <i>Ordinary Resolution 10</i> |



7. **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

“THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being; AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Securities; AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within the next Annual General Meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

*Ordinary Resolution 11*

**As Special Resolution**

8. **Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a New Constitution (“Proposed Alteration”)**

“THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in the Appendix I attached to the Annual Report 2019 with effect from the date of passing this special resolution.

*Special Resolution*

AND THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

9. To transact any other business for which due notice is given in accordance with the Companies Act 2016 and the Company’s Constitution.

By Order of the Board

**Chong Lay Kim (LS 0008373)**  
**Yeng Shi Mei (MAICSA 7059759)**  
Company Secretaries

Ipoh  
31 October 2019



### **Notes on the appointment of Proxy**

1. A member entitled to attend, speak and vote at this Annual General Meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
2. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, may appoint not more than two (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.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, shall be executed by the appointor or any person duly authorised by the appointor or, if the appointor is a corporation, executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution, shall be deposited at the Company’s Registered Office at 17-19, Lengkok Tasek Timur 1A, Pusat Perdagangan Tasek Indra, 31400 Ipoh, Perak Darul Ridzuan, not less than forty-eight (48) hours before the time set for this Annual General Meeting or any adjournment thereof.
5. For the purpose of determining who shall be entitled to attend this Annual General Meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 19 November 2019. Only a member whose name appears on this Record of Depositors shall be entitled to attend this Annual General Meeting or appoint a proxy to attend, speak and vote his/her behalf.
6. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all Resolutions set out in this Notice will be put to vote by poll.

### **Explanatory Notes on the Ordinary Business**

1. Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. **Ordinary Resolution 1**  
**Directors’ Fees for the Financial Year Ended 30 June 2019**

*The Directors’ Fees proposed for the financial year ended 30 June 2019 are calculated based on the Board size and in accordance to the Company’s policy and guidelines.*

3. **Ordinary Resolution 2**  
**Directors’ Fees for the Financial Year Ending 30 June 2020**

*The Directors’ Fees proposed for the financial year ending 30 June 2020 are calculated based on the Board size and in accordance to the Company’s policy and guidelines.*



4. **Ordinary Resolutions 3, 4, 5, 6, 7 and 8**  
**Re-Election of Directors pursuant to Article 87 of the Company's Constitution**

*Tan Sri (Dr) Ir. Jamilus Bin Md Hussin, Mr. Kor Beng, Madam Kwan Yet Ming, Mr. Kor Yann Kae, Mr. Kor Yann Shiun and Mr Tan Tai Ming are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Seventeenth Annual General Meeting.*

*The Board of Directors ("the Board") has through the Nomination Committee, considered the assessment of the Directors and collectively agreed that they meet the criteria prescribed by Paragraph 2.20A of the Main Market Listing Requirements on character, experience, integrity, competence and time to effectively discharge their role as Directors.*

5. **Ordinary Resolution 9**  
**Re-appointment of Messrs. Deloitte PLT as Auditors of the Company**

*The Board has through the Audit Committee, considered the re-appointment of Messrs. Deloitte PLT as Auditors of the Company.*

**Explanatory Notes on the Special Business**

1. **Ordinary Resolution 10**  
**Continuance in Office as Independent Non-Executive Director**

*The Nomination Committee and the Board have evaluated the independence of Mr. Seou Lim Khoon and concluded that throughout his tenure, he has remained independent in his views and in exercising judgment in deliberations at Board/Board Committee meetings, without being influenced by operational consideration and has always acted in the best interests of all shareholders. The proposed Ordinary Resolution 10, if passed, will enable the Company to retain Mr. Seou Lim Khoon as Independent Non-Executive Director of the Company.*

2. **Ordinary Resolution 11**  
**Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**

*This proposed Ordinary Resolution 11 is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of this Annual General Meeting, authority to issue and allot ordinary shares of the Company up to and not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors may consider to be in the interest of the Company. This authority unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.*

*The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions.*

*This general mandate is a renewal of the existing mandate that was approved by the members at the Sixteenth Annual General Meeting held on 28 November 2018. As of the date of this Notice, the Directors have not utilised the existing mandate.*



## ***Explanatory Notes on the Special Resolution***

### ***1. Special Resolution Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a New Constitution***

*This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other provisions of laws and regulations that are applicable to the Company.*

*Please refer to the Appendix I attached to the Annual Report 2019.*