



LEONG HUP INTERNATIONAL BERHAD

Registration No. 201401022577 (1098663-D)
(Incorporated in Malaysia)

NOTICE OF SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting of the Company will be held at **Connexion Conference & Event Centre, The Zenith function room (Level M1), The Vertical, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 26 June 2020 at 10.30 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to the Explanatory Notes to the Agenda)**
2. To approve the payment of Directors' fees of RM830,000 for the financial year ended 31 December 2019. **(Ordinary Resolution 1)**
3. To approve the payment of Directors' fees of up to RM830,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears. **(Ordinary Resolution 2)**
4. To approve the payment of Directors' benefits of RM144,000 from the date of the last Annual General Meeting until the date of the forthcoming Annual General Meeting of the Company. **(Ordinary Resolution 3)**
5. To approve the payment of Directors' benefits up to an aggregate amount of RM144,000 from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company. **(Ordinary Resolution 4)**
6. To re-elect the following Directors who are retiring in accordance with Clause 127 of the Constitution of the Company:-
 - (a) Datuk Lau Joo Hong **(Ordinary Resolution 5)**
 - (b) Mr Lau Joo Keat **(Ordinary Resolution 6)**
 - (c) Mr Benny Lim Jew Fong **(Ordinary Resolution 7)**
 - (d) Ms Chu Nyet Kim **(Ordinary Resolution 8)**
7. To re-appoint PricewaterhouseCoopers PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

NOTICE OF SIXTH **ANNUAL GENERAL MEETING**
(cont'd)

AS SPECIAL BUSINESS

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

8. **Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016** *(Ordinary Resolution 10)*

“**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental/ regulatory authorities (if any), the Directors of the Company be and are hereby authorised to allot and issue shares in the Company from time to time, at such price, upon such terms and conditions and 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 to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad 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 which 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.”

9. **Proposed Shareholders’ Ratification for Recurrent Related Party Transactions of a Revenue or Trading Nature** *(Ordinary Resolution 11)*

“**THAT** all the Recurrent Related Party Transactions entered into by the Company and/or its subsidiaries (“the Group”) with the related parties as set out in Section 2.4(i) of Part A of the Circular to Shareholders dated 28 May 2020 from 16 May 2019, being the date of listing of the Company on the Main Market of Bursa Malaysia Securities Berhad, up to the date of the forthcoming Annual General Meeting, which were necessary for the Group’s day-to-day operations, undertaken in the ordinary course of business at arm’s length basis and on normal commercial terms and are not detrimental to the interest of the minority shareholders of the Company, be and are hereby approved, confirmed and ratified.”

10. **Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** *(Ordinary Resolution 12)*

“**THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Group be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4(i) of Part A of the Circular to Shareholders dated 28 May 2020 provided that such transactions are:-

- (a) necessary for the Group’s day-to-day operations;
- (b) undertaken in the ordinary course of business at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and

NOTICE OF SIXTH **ANNUAL GENERAL MEETING**
(cont'd)

- (c) not detrimental to the interest of the minority shareholders of the Company.

THAT the authority conferred shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at such Annual General Meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be 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 best interest of the Company to give effect to this resolution.”

11. **Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

(Ordinary Resolution 13)

“**THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Group be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4(ii) of Part A of the Circular to Shareholders dated 28 May 2020 provided that such transactions are:-

- (a) necessary for the Group's day-to-day operations;
- (b) undertaken in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- (c) not detrimental to the interest of the minority shareholders of the Company.

THAT the authority conferred shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at such Annual General Meeting whereby the authority is renewed; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

NOTICE OF SIXTH **ANNUAL GENERAL MEETING**
(cont'd)

whichever is the earlier.

AND THAT the Directors of the Company be 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 best interest of the Company to give effect to this resolution.”

12. **Proposed Authority for the Company to Purchase its own Shares (“Proposed Share Buy-Back Authority”)** **(Ordinary Resolution 14)**

“**THAT** subject always to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company provided that:-

- (a) the aggregate number of ordinary shares in the Company purchased and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- (c) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Malaysia Securities Berhad or distribute the treasury shares as dividends or transfer the treasury shares under an employees’ share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

THAT the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required by law to be held; or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

NOTICE OF SIXTH **ANNUAL GENERAL MEETING**
(cont'd)

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and give full effect to the Proposed Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company.”

13. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

LUM SOW WAI (MAICSA 7028519) (SSM PC NO. 202008002373)
TAN LAI KAI (MIA 41018) (SSM PC NO. 202008002788)
TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)
LIM HOOI MOOI (MAICSA 0799764) (SSM PC NO. 201908000134)
Company Secretaries

Kuala Lumpur

28 May 2020

NOTES:

1. *For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 19 June 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.*
2. *A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.*
3. *A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.*
4. *Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (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.*
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 (“Central Depositories Act”) which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*

NOTICE OF SIXTH ANNUAL GENERAL MEETING

(cont'd)

6. *Where a member, an authorised nominee or an exempt authorised nominee 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. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.*
7. *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:*
 - (i) *In hard copy form*
Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (ii) *By electronic means via Tricor TIIH Online website at <https://tiah.online>*
Please refer to the Administrative Details of the 6th Annual General Meeting enclosed for further information on electronic submission.
8. *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*
9. *Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.*
10. *Last date and time for lodging the proxy form is Wednesday, 24 June 2020 at 10.30 a.m.*
11. *Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:*
 - a. *MyKad (Malaysian), or*
 - b. *Police report (for loss of MyKad) / Temporary MyKad (Malaysian), or*
 - c. *Passport (Foreigner).*
12. *For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's Share Registrar's office earlier.*
13. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of general meeting will be put to vote by way of poll.*

REMOTE PARTICIPATION AND VOTING ("RPV")

With the RPV facility, shareholders will have the option to participate and vote remotely at the 6th Annual General Meeting, via the RPV facility as available at the Share Registrar's TIIH Online website at <https://tiah.online>. Please read and follow the procedures as set out in the Administrative Details of the 6th Annual General Meeting enclosed herein.

NOTICE OF SIXTH **ANNUAL GENERAL MEETING**
(cont'd)

EXPLANATORY NOTES TO THE AGENDA

(i) **Item 1 of the Agenda**

Audited Financial Statements for the financial year ended 31 December 2019

This item is meant for discussion only. The provision of Section 248(2) and Section 340(1)(a) of the Companies Act 2016 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a motion to be put to vote by shareholders.

(ii) **Ordinary Resolutions 1 and 2**

Payment of Directors' fees

The payment of the Directors' fees of RM830,000 for the financial year ended 31 December 2019 will only be made if the proposed Ordinary Resolution 1 has been passed at the 6th Annual General Meeting of the Company.

The Directors' fees proposed for the financial year ending 31 December 2020 are calculated based on the current board size and assuming that all Non-Executive Directors will hold office until 31 December 2020. This resolution is to facilitate payment of Directors' fees on current financial year basis. The payment of the Directors' fees will only be made quarterly in arrears if the proposed Ordinary Resolution 2 has been passed at the 6th Annual General Meeting of the Company. In the event the proposed Directors' fees are insufficient (due to enlarged board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

(iii) **Ordinary Resolutions 3 and 4**

Payment of Directors' benefits

Directors' benefits include meeting allowances payable to Directors and in determining the estimated amount, the Board of Directors ("Board") has considered various factors including the current board size and number of scheduled meetings for the Board and Board Committee for the period from the date of the forthcoming Annual General Meeting until the next Annual General Meeting as well as the number of Independent Directors involved in the meeting. In the event the proposed amount is insufficient (due to more meetings/enlarged board size), approval will be sought at the next Annual General Meeting for the shortfall.

(iv) **Ordinary Resolutions 5 to 8**

Re-election of Directors

Datuk Lau Joo Hong, Mr Lau Joo Keat, Mr Benny Lim Jew Fong and Ms Chu Nyet Kim are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 6th Annual General Meeting.

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

(v) **Ordinary Resolution 9**

Re-appointment of Auditors

The Board has through the Audit and Risk Committee, considered the re-appointment of PricewaterhouseCoopers PLT as the Auditors of the Company. The factors considered by the Audit and Risk Committee in making the recommendation to the Board to table their re-appointment at the 6th Annual General Meeting are disclosed in the Corporate Governance Overview Statement of the 2019 Annual Report.

NOTICE OF SIXTH **ANNUAL GENERAL MEETING**
(cont'd)

(vi) **Ordinary Resolution 10**
Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed resolution, if passed, will empower the Directors to allot up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier.

This is a renewal of the mandate obtained from shareholders at the last Annual General Meeting held on 13 May 2019. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 13 May 2019 and the mandate will lapse at the conclusion of the 6th Annual General Meeting.

(vii) **Ordinary Resolutions 11 to 13**
Proposed Shareholders' Ratification, Proposed Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature

The proposed resolutions, if passed, will ratify all the recurrent related party transactions entered into by the Group from 16 May 2019 up to the date of the forthcoming Annual General Meeting and allow the Group to enter into recurrent related party transactions of a revenue or trading nature with its related parties as identified in Section 2.4 of Part A of the Circular to Shareholders dated 28 May 2020 in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad without the necessity to convene separate general meetings to seek shareholders' approval as and when such recurrent related party transactions occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company and is subject to renewal on an annual basis. Further details relating to this proposed resolutions are set out in Part A of the Circular to Shareholders dated 28 May 2020, which was circulated together with the Company's 2019 Annual Report.

(viii) **Ordinary Resolution 14**
Proposed Share Buy-Back Authority

The proposed resolution, if passed, will empower the Company to purchase its own shares up to ten percent (10%) of the total number of issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

Further information relating to this proposed resolution is set out in Part B of the Statement to Shareholders dated 28 May 2020, which is circulated together with the Company's 2019 Annual Report.

NOTICE OF SIXTH **ANNUAL GENERAL MEETING**
(cont'd)

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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LEONG HUP INTERNATIONAL BERHAD
Registration No. 201401022577 (1098663-D)
(Incorporated in Malaysia)

PROXY FORM

CDS Account No.

No. of shares held

PROXY FORM

I/We Tel.
[Full name in block, MyKad/Passport/Company No.]

of
[Full address]

being a Member of the abovenamed Company, hereby appoint the following person(s):

Full Name (in Block Letters)	MyKad/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			

and

Full Name (in Block Letters)	MyKad/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			

or failing whom, the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Sixth Annual General Meeting of the Company to be held at **Connexion Conference & Event Centre, The Zenith function room (Level M1), The Vertical, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Friday, 26 June 2020 at 10.30 a.m.** or at any adjournment thereof, and to vote as indicated below:

Description of Resolution	Resolution	FOR	AGAINST
To approve the payment of Directors' fees of RM830,000 for the financial year ended 31 December 2019.	Ordinary Resolution 1		
To approve the payment of Directors' fees of up to RM830,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears.	Ordinary Resolution 2		
To approve the payment of Directors' benefits of RM144,000 from the date of the last Annual General Meeting until the date of the forthcoming Annual General Meeting of the Company.	Ordinary Resolution 3		
To approve the payment of Directors' benefits up to an aggregate amount of RM144,000 from the date of the forthcoming Annual General Meeting until the next Annual General Meeting of the Company.	Ordinary Resolution 4		
To re-elect Datuk Lau Joo Hong as Director.	Ordinary Resolution 5		
To re-elect Mr Lau Joo Keat as Director.	Ordinary Resolution 6		
To re-elect Mr Benny Lim Jew Fong as Director.	Ordinary Resolution 7		
To re-elect Ms Chu Nyet Kim as Director.	Ordinary Resolution 8		
To re-appoint PricewaterhouseCoopers PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 9		
Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016.	Ordinary Resolution 10		
Proposed Shareholders' Ratification for Recurrent Related Party Transactions of a Revenue or Trading Nature.	Ordinary Resolution 11		
Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	Ordinary Resolution 12		
Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.	Ordinary Resolution 13		
Proposed Share Buy-Back Authority.	Ordinary Resolution 14		

(Please indicate with "X" how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from so doing at his/her discretion.)

Signed this day of

Signature*
Member

* Manner of execution:

- If you are an individual member, please sign where indicated.
- If you are a corporate member which has a common seal, this proxy form should be executed under seal in accordance with the constitution of your corporation.
- If you are a corporate member which does not have a common seal, this proxy form should be affixed with the rubber stamp of your company (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which your corporation is incorporated.



Fold This Flap For Sealing

NOTES:

1. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 19 June 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
2. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
4. Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (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.
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 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
6. Where a member, an authorised nominee or an exempt authorised nominee 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. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
7. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - (ii) By electronic means via Tricor TIIH Online website at <https://tjih.online>
By electronic means via Tricor TIIH Online website at <https://tjih.online>
Please refer to the Administrative Details of the 6th Annual General Meeting enclosed for further information on electronic submission.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is Wednesday, 24 June 2020 at 10.30 a.m.
11. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. MyKad (Malaysian), or
 - b. Police report (for loss of MyKad) / Temporary MyKad (Malaysian), or
 - c. Passport (Foreigner).
12. For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the **ORIGINAL** certificate of appointment executed in the manner as stated in the proxy form if this has not been lodged at the Company's Share Registrar's office earlier.
13. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of general meeting will be put to vote by way of poll.

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AFFIX
STAMP

THE SHARE REGISTRAR
Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur

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ADMINISTRATIVE DETAILS FOR THE 6th AGM

Date: Friday, 26 June 2020

Time: 10:30 a.m.

Venue of Meeting: Connexion Conference & Event Centre, The Zenith function room (Level M1), The Vertical, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

Time & Place of Registration: From 9:00 a.m. onwards
The foyer area outside Connexion Conference & Event Centre, The Zenith function room (Level M1), The Vertical, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

COVID-19: PUBLIC HEALTH PRECAUTIONARY MEASURES

The Board of Directors (“**Board**”) is cognisant of the Covid-19 pandemic as declared by the World Health Organisation which, to-date, is still subsisting. The health and safety of the Company’s shareholders, Directors, staff and other stakeholders is of paramount concern for the Company. In view of the foregoing, the Company wishes to advise shareholders that necessary steps and measures will be undertaken in holding the Company’s Sixth (6th) Annual General Meeting (“**6th AGM**”):

1. In view of the Covid-19 pandemic, shareholders/proxies/corporate representatives are strongly encouraged to utilise the Remote Participation and Voting (“**RPV**”) facility to participate in the 6th AGM, which has an online live-streaming webcast function, should they be unable or do not wish to be physically present at the 6th AGM. Details on the registration and procedures in relation to the RPV are set out in the ensuing section of this notice.
2. Venue and seating arrangement
 - As a precautionary measure, the Company reserves the right to limit the number of physical attendees to be accommodated at the venue.
 - In order to assist the Company in managing the turnout for the 6th AGM, shareholders/proxies/corporate representatives are encouraged to pre-register with the Company’s share registrar, Tricor Investor & Issuing House Services Sdn Bhd (“**Share Registrar**”, “**Tricor**”, or “**TIIH**”), via the TIIH Online website at <https://tiih.online>, if the shareholders/proxies/corporate representatives wish to attend the 6th AGM in person (*please refer to the online registration procedures as set out in paragraph 5(a) & (b) below*).
 - Social distancing would be practised at all times. Shareholders who attend the 6th AGM should maintain at least 1 metre (3 feet) distance between him/herself.
 - Seats in the 6th AGM venue would be placed at least one metre (3 feet) apart from one another.
3. Other important information
 - If any of the shareholders/proxies/corporate representatives (“**Persons**”) have travelled overseas to China (including mainland China, SAR Hong Kong, SAR Macau and Taiwan), Italy, Iran, Korea, Japan and other affected countries in the past 14 days or if a Person is unwell with fever, dry cough, tiredness, sore throat, aches and pains, nasal congestion, runny nose, diarrhoea or shortness of breath, they must seek medical attention and quarantine themselves at home. Under such circumstances, the Persons are advised to attend the 6th AGM using the RPV facility.
 - Generally, any Persons who:
 - (a) feel unwell before the 6th AGM; or
 - (b) have been placed on quarantine orders or stay-at-home notices; or
 - (c) have a travel history to certain countries/regions in the specified period preceding the 6th AGM, as announced by the Ministry of Health,must not attend the 6th AGM in person, and instead are strongly encouraged to attend the 6th AGM using the RPV facility, to the extent permitted as provided by TIIH Online (*please refer to the RPV procedures as set out below*).
 - For Persons who are physically attending the 6th AGM, temperature screening on each Person will be taken during registration and the Persons will be required to sign a health declaration form and provide their travel history and contact details (to facilitate contact tracing, if required) before entering the venue of the 6th AGM.
 - As a precautionary measure, the Company reserves the right to deny any Persons with body temperature of above 37.5°C entry into the 6th AGM venue.
 - Any Persons attending the 6th AGM physically should wear a face mask in advance and throughout the 6th AGM and practice proper self-sanitisation, including the use of hand sanitisers.

REMOTE PARTICIPATION AND VOTING

4. With the RPV facility, shareholders/proxies/corporate representatives will have the option to participate and vote remotely at the 6th AGM, via the RPV facility as available at the Share Registrar's TIH Online website at <https://tiah.online>.
5. Individual shareholders/proxies/corporate representatives are advised to read and understand the following procedures carefully if you wish to engage in remote participation through live-streaming and online remote voting at the 6th AGM using the RPV facility:

	Procedure	Action
BEFORE THE 6TH AGM DAY		
(a)	Register as a user with TIH Online	<ul style="list-style-type: none"> • Using your computer, access the website at https://tiah.online. Register as a user under the "e-Services". Refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIH Online, you are not required to register again. You will receive an e-mail to notify you that registration to attend the 6th AGM is available at TIH Online.
(b)	Submit your RSVP to attend the 6 th AGM	<ul style="list-style-type: none"> • Registration is open from 10:30 a.m. Thursday, 28 May 2020 up to 10:30 a.m. Wednesday, 24 June 2020. • Login with your user ID and password and select the corporate event "(REGISTRATION) LHIB 6TH AGM". • Read and agree to the Terms & Conditions and confirm the Declaration. • Select "Register for Remote Participation and Voting". • Review your registration and proceed to register. • The system will send an e-mail to notify that your registration to attend the 6th AGM physically or remotely is received and will be verified. • After verification of your registration against the General Meeting's Record of Depositors as at 19 June 2020, the system will send you an e-mail to approve or reject your registration to attend 6th AGM. • For Shareholders who have registered to attend the 6th AGM physically, system will email an e-passcode slip. Print the passcode slip and bring it along with you to the 6th AGM.
ON THE 6TH AGM DAY		
(c)	Login to TIH Online	Login with your user ID and password for remote participation at the 6 th AGM at any time from 10:10 a.m. i.e. 20 minutes before the commencement of meeting at 10:30 a.m. on Friday, 26 June 2020.
(d)	Participate through live-streaming	<ul style="list-style-type: none"> • Select the corporate event: "(LIVE STREAMING MEETING) LHI 6TH AGM" to engage in the proceedings of the 6th AGM remotely. • If you have any question for the Chair of the meeting, you may use the query box to transmit your question. The Chair of the meeting will try to respond to questions submitted by remote participants. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting. • Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.
(e)	Online remote voting	<ul style="list-style-type: none"> • Select the corporate event: "(REMOTE VOTING) LHI 6TH AGM". • Read and agree to the Terms & Conditions and confirm the Declaration. • Voting session commences from 10:30 a.m. on Friday, 26 June 2020 until a time when the Chair of the meeting

		<p>announces the completion of the voting session at the 6th AGM venue.</p> <ul style="list-style-type: none"> • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	Upon the announcement by the Chair of the meeting on the closure of the 6 th AGM, the Live Streaming will end.

Notes to users of the RPV facility:

- (a) Should your application to join the meeting be approved, the Share Registrar will make available to you the rights to join the live-streamed meeting and to vote remotely. Your login to the TIIH Online website on the day of 6th AGM will indicate your presence at the virtual meeting.
- (b) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (c) In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor's Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD

6. To administer the proceedings of the 6th AGM orderly, shareholders may, in advance of the 6th AGM, submit questions to the Board. To do so, please proceed to TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login, post your questions and submit them electronically no later than 10:30 a.m. on Wednesday, 24 June 2020. The Board will endeavor to address the received questions via this channel during the 6th AGM.

GENERAL MEETING RECORD OF DEPOSITORS

7. Members whose names appear in the Record of Depositors as at 19 June 2020 shall be entitled to attend, speak and vote at the 6th AGM or appoint proxies or corporate representatives to attend, speak and vote on members' behalf.

PROXY

8. A member of the Company entitled to attend and vote at the 6th AGM is entitled to appoint not more than two (2) proxies, to attend and vote on his/ her behalf. If you are unable to attend the 6th AGM and wish to appoint a proxy to vote on your behalf, please submit your proxy form in accordance with the notes and instructions printed therein. Where a member appoints two (2) proxies, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
9. If you wish to attend the 6th AGM yourself, please do not submit any proxy form for the 6th AGM that you wish to attend. You will not be allowed to attend the Meeting together with a proxy appointed by you. Nevertheless, the lodging of the proxy form will not preclude you from attending and voting in person at the forthcoming 6th AGM of the Company by nullifying the proxy form should you subsequently wish to do so.
10. Having regard to the well-being and safety of the members in view of the Covid-19 pandemic, they are encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form. Please submit your proxy form in accordance with the notes and instructions printed therein to the Share Registrar.
11. If you wish to submit your proxy form by fax, please fax to the Share Registrar's office, Tricor Investor & Issuing House Services Sdn Bhd at fax no. 03-2783 9222. Please also ensure that the original proxy form is deposited at the office of the Share Registrar, *Tricor Investor & Issuing House 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* or at its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur no later than Wednesday, 24 June 2020 at 10:30 a.m. Please be informed that the Share Registrar does not acknowledge receipt of the proxy form. Alternatively, you may also submit the proxy form electronically, via TIIH Online at website <https://tiih.online>, before the proxy appointment cut-off time as stated above.

12. A shareholder who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the 6th AGM via RPV must request his/her proxy to register himself/herself for the RPV at the TIIH Online website at <https://tiah.online>.
13. The procedures to lodge your proxy form electronically via the TIIH Online website are summarised below:

	Procedure	Action
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access the website at https://tiah.online. Register as a user under the “e-Services”. Refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
(b)	Proceed with submission of proxy form	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: “Submission of Proxy Form”. • Read and agree to the Terms and Conditions, and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. • Appoint your proxy(s) and insert the required details of your proxy(s) or appoint Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(s) appointment. • Print proxy form for your record.

DIRECTIONS TO THE VERTICAL AND PARKING GUIDELINE



BY CAR

- Easily accessible via Federal Highway, New Pantai Expressway (NPE), SPRINT Highway, and Damansara-Puchong Expressway (LDP)

BY TRAIN

- Take the Light Rail Transit (LRT) to Kerinchi LRT Station or Universiti LRT Station
- From Kerinchi LRT station, CCEC is 500 metres away via the covered pedestrian bridge and Bangsar South B1 covered walkway
- From University LRT Station, CCEC is 800 metres away or alternatively, take the complimentary Shuttle Service to our doorstep

BY BUS

- Take RapidKL Bus T631 from Mid Valley Megamall to The Village, Bangsar South
- CCEC is 400 metres away or alternatively, take the complimentary Shuttle Service to our doorstep

14. Parking is complimentary for Persons attending the 6th AGM in person at The Connexion Conference & Event Centre **ONLY** (which includes The Vertical, The Horizon, The Sphere and Nexus).
15. Please exchange your parking ticket for a ‘Complimentary Parking Ticket’ at the Help Desk at The foyer area outside Connexion Conference & Event Centre, The Zenith function room (Level M1), The Vertical, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (the “**Foyer**”). The ‘Complimentary Parking Tickets’ do not require validation at the autopay machines before exit.
16. For information, the basement carpark of The Vertical, The Horizon and The Sphere are connected, and are accessible via various entry points (as indicated by the relevant traffic signboards). For convenience, you are encouraged to park at the basement carpark level B1 (within the blue zone).

REGISTRATION

17. Registration will commence at 9:00 a.m. and will end at a time as directed by the Chairman of the meeting at the Foyer area outside Connexion Conference & Event Centre, The Zenith function room (Level M1), The Vertical, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (the “Foyer”).
18. During registration and for verification purposes, please produce the **ORIGINAL** of your:
 - (a) MyKad (Malaysian), or
 - (b) Police report (for loss of MyKad) / Temporary MyKad (Malaysian), or
 - (c) Passport (Foreigner).

In respect of a corporate member who has appointed a representative instead of a proxy to attend the 6th AGM, the corporate representative, in addition to the above has to produce the **ORIGINAL** certificate of appointment under the seal of the corporation, executed in the manner as stated in the proxy form (see paragraphs 8 to 13 above) if this has not been lodged at the office of the Share Registrar earlier.

Kindly ensure that you collect your MyKad / Passport upon completion of registration.

19. After the verification, you are required to write your name and sign on the Attendance List placed at the registration counter.
20. To ensure social and physical distancing and as a measure to reduce crowds in accordance with the Guidelines issued by the Ministry of Health in relation to the Covid-19 outbreak, there will be NO DISTRIBUTION of breakfast packs, lunch box and door gifts for Persons who attend or participate at the 6th AGM.
21. No person will be allowed to register on behalf of another person even with the original MyKad / Passport of that other person.
22. The registration counter will only handle verification of identities and registrations. If you have any enquiry, please proceed to the Help Desk which is located next to the registration counter for clarification.

HELP DESK

23. Please proceed to Help Desk counter (located next to the Registration counter at the Foyer area outside Connexion Conference & Event Centre, The Zenith function room (Level M1) for the following matters:
 - Registration of corporate representative;
 - Any revocation of proxy's appointment or any clarifications or queries or feedbacks;
 - Hard copy of the Annual Report 2019;
 - Submission of 6th AGM question form; and
 - Exchange of parking ticket with the 'Complimentary Parking Ticket'.

VOTING PROCEDURE

24. Voting at the 6th AGM will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll, respectively.
25. Poll voting for each of the resolutions will be conducted upon the conclusion of the deliberations of all the businesses indicated in the Notice of the 6th AGM. Registration for attendance will be closed to facilitate the commencement of the poll voting.
26. During the 6th AGM, the Chairman will invite the Poll Administrator to brief you on the e-voting procedures using smartphone or tablet (voting device).
27. Persons who wish to use their own voting device to vote are required to take note of the following e-voting requirements and procedures:

- (a) Download Tricor e-Vote App (Version 1.3.7) onto your voting device before attending the meeting. Tricor e-Vote App download is available at no cost from Google Play Store or Apple App Store. If you require assistance on how to download the Tricor e-Vote App, please contact Tricor officers listed below.
- (b) When you arrive at the 6th AGM venue, connect to the Wi-Fi network provided by Tricor for use and access to Tricor e-Vote App:
Wi-Fi Name: Tricor_eVote **e-Vote Password: LHIB6633**
- (c) Use the camera function of your voting device to capture the passcode on your wristband to access Tricor e-Vote App.
- (d) Once login, you can proceed to vote on the resolutions and submit your votes at any time from 10.30 a.m. but before the completion of the voting session which will be announced by the Chairman during the meeting.

28. In respect of the Persons who do not have voting device to submit their votes, they can do so at the voting kiosks. The Chairman will announce the commencement of voting at the kiosks upon conclusion of the deliberations of all the businesses transacted at the 6th AGM. The Persons will be directed to the kiosks which are equipped with voting devices and polling officers are stationed to assist. The duration of voting at the kiosks is estimated to be 10 minutes.
29. Upon completion of the voting session for the 6th AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

ANNUAL REPORT 2019

30. The following documents are available at the Company's website at <https://www.leonghupinternational.com/investor/generalmeeting/>:
 - (a) Annual Report 2019
 - (b) Corporate Governance Report 2019
 - (c) Circular to Shareholders in relation to the Proposed Shareholders' Ratification, Proposed Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature and Statement to Shareholders in relation to the Proposed Authority for the Company to Purchase Its Own Shares
 - (d) Notice of 6th AGM
 - (e) Proxy form
 - (f) Administrative Details for the 6th AGM

Should you require a printed copy of the Annual Report 2019, kindly request the same via TIIH Online at website <https://tjih.online> by selecting "Request for Annual Report" under the "Investor Services". Alternatively, you may also make your request through telephone/email to the Share Registrar at the number/email address stated in paragraph 32 below.

31. Printed copies of Annual Report 2019 are available for collection from the Help Desk counter located at the Foyer area outside Connexion Conference & Event Centre, The Zenith function room (Level M1) on a first come first serve basis. Please consider the environment (Go Green) before you request for it.

ENQUIRY

32. If you have any enquiry prior to the meeting, you may contact the Share Registrar at:

Tricor Investor & Issuing House Services Sdn Bhd Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3 Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia		Telephone Number
	<i>General Line</i>	603-2783 9299
	<i>En Zulhafri Bin Abdul Rahman</i>	603-2783 9289
	<i>En Ahmad Syafiq</i>	603-2783 9248
	<i>Fax Number</i>	603-2783 9222
	<i>Email: is.enquiry@my.tricorglobal.com</i>	