



**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN THAT** the Eighteenth Annual General Meeting ("18<sup>th</sup> AGM") of **Leweko Resources Berhad** will be held at Swan 1 Function Room, Level 7, The Pearl Kuala Lumpur, Batu 5, Jalan Klang Lama, 58000 Kuala Lumpur, Malaysia on Wednesday, 25 November 2020 at 10:00 a.m. for the following purposes:

**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 and the Reports of the Directors and Auditors thereon.
- To approve Directors' Fees and benefits of up to RM300,000.00 for the financial year ending 30 June 2021.
- To re-elect Mr. Arthur Law Hian Tat who is retiring pursuant to Clause 78 of the Constitution of the Company.
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 30 June 2021 and to authorise the Directors to fix their remuneration.

**As Special Business**

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

**5. 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."

**6. Proposed Renewal of existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")**

"THAT approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent transactions of a revenue or trading nature as set out in Section 2.3 of the Circular to Shareholders' dated 27 October 2020, provided that such recurrent transactions are necessary for the day-to-day operations and are carried out in the ordinary course of business at arms-length basis and on terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

AND THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company ("AGM") at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- the expiration of the period within which the next AGM is required to be held under Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed under Section 340(4) of the Companies Act 2016); or
- revoked or varied by ordinary 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 do all such acts and things (including, without limitation, to execute all such documents and to assent to any conditions, variations and/or amendments) as they may consider expedient or necessary in the best interest of the Company to give effect to the aforesaid shareholders' mandate."

**As Special Resolution**

**7. Proposed Change of Company's Name**

"THAT the name of the Company be changed from "Leweko Resources Berhad" to "S & F Capital Berhad" with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and that the Constitution of the Company be hereby amended accordingly, wherever the name of the Company appears.

AND THAT the Directors and/or Secretary of the Company be and are hereby authorised to give effect to the Proposed Change of Name with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities."

- 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 (SSM PC NO. 202008001920) (LS 0008373)**

**YENG SHI MEI (SSM PC NO. 202008001282) (MAICSA 7059759)**

Company Secretaries

Kuala Lumpur

27 October 2020

**Notes on the appointment of Proxy**

- For the purpose of determining who shall be entitled to attend the forthcoming 18<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 17 November 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend the forthcoming 18<sup>th</sup> AGM or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member who is entitled to attend, participate, speak and vote at the forthcoming 18<sup>th</sup> AGM 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.
- A member of the Company who is entitled to attend, participate, speak and vote at the forthcoming 18<sup>th</sup> AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the 18<sup>th</sup> AGM.
- If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("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.
- 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- 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.

- 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

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan.

(ii) By electronic means via facsimile

In the case of an appointment made via facsimile transmission, the proxy form must be received via facsimile at 603-7981 2767.

(iii) By electronic means via email

In the case of an appointment made via email transmission, the proxy form must be received via email at [soosan@leweko.com](mailto:soosan@leweko.com).

For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan 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.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Monday, 23 November 2020 at 10:00 a.m.
- Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:

- Identity card (NRIC) (Malaysian), or
- Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
- Passport (Foreigner).

- For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please deposit the ORIGINAL certificate of appointment of authorised representative with the Company's place of business at Lot 1307, Level 13, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan. 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 registered office earlier.

The certificate of appointment of authorised representative should be executed in the following manner:

- If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
- If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (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 the corporate member is incorporated.

- It is important that you read the Administrative Guide for the conduct of the 18<sup>th</sup> AGM.

- Shareholders are advised to check the Company's website at [www.leweko.com](http://www.leweko.com) and announcements from time to time for any changes to the administration of the 18<sup>th</sup> AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

**Explanatory Notes on the Ordinary Business**

**1. Agenda item 1**

This agenda item 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**

The Directors' Fees and benefits for the financial year ending 30 June 2021 are calculated based on the current Board size and in accordance to the Company's policy and guidelines. In the event the proposed amount is insufficient, approval will be sought at the next AGM for the shortfall.

**3. Ordinary Resolution 2**

**(i) Re-election of Mr. Arthur Law Hian Tat as Director pursuant to Clause 78 of the Company's Constitution**

Mr. Arthur Law Hian Tat is standing for re-election as Director of the Company pursuant to Clause 78 of the Company's Constitution and being eligible, has offered himself for re-election at the 18<sup>th</sup> AGM.

The Board of Directors ("the Board") has through the Nominating Committee, considered the assessment of the Director and collectively agreed that he meets the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") on character, experience, integrity, competence and time to effectively discharge his roles as Director.

**(ii) Retirement of Mr. Seou Lim Khoon and Madam Kwan Yet Ming as Directors pursuant to Clause 76(3) of the Company's Constitution**

Mr. Seou Lim Khoon and Madam Kwan Yet Ming who are due for re-election pursuant to Clause 76(3) of the Company's Constitution have indicated to the Company that they would not seek re-election at the 18<sup>th</sup> AGM. Therefore, Mr. Seou Lim Khoon and Madam Kwan Yet Ming shall cease to be the Directors of the Company upon the conclusion of the 18<sup>th</sup> AGM.

**4. Ordinary Resolution 3**

The Board has through the Audit Committee, considered the re-appointment of Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company.

**Explanatory Notes on the Special Business**

**1. Ordinary Resolution 4**

This Ordinary Resolution 4 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 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 best 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 Seventeenth Annual General Meeting held on 28 November 2019. As of the date of this Notice, the Directors have not utilised the existing mandate.

**2. Ordinary Resolution 5**

This Resolution, if passed, will allow the Group to renew its existing mandate obtained at the Extraordinary General Meeting held on 28 November 2019 to enter into recurrent related party transactions of a revenue or trading nature in the ordinary course of business at arms-length basis, and on terms and transaction prices which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

With the shareholders' mandate, the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. Besides facilitating a smoother and more efficient conduct of business, this would substantially reduce administrative time, inconvenience and expenses associated with the convening of such meetings, as well as would place the Group in a better position to leverage and take advantage of business opportunities as and when they may arise, without compromising the corporate objectives of the Group. The shareholders' mandate is subject to renewal on an annual basis.

Please refer to the Circular to Shareholders dated 27 October 2020 for further details.

**Explanatory Notes on the Special Resolution**

**1. Special Resolution**

On 15 October 2020, the Company had announced to Bursa Malaysia Securities Berhad that the Board had proposed to change the Company's name from "Leweko Resources Berhad" to "S & F Capital Berhad". The Proposed Change of Company's name to "S & F Capital Berhad" is to rebrand the Group.

The approval of Companies Commission of Malaysia ("CCM") for the use of proposed name "S & F Capital Berhad" which was obtained via CCM's email dated 15 October 2020 and the reservation of name is valid for a period of 30 days from 15 October 2020 ("Validity Period"). The Proposed Change of Company's name is subject to the approval of shareholders of the Company by way of a Special Resolution which requires a majority of not less than three fourth of such members of the Company as being entitled so to vote in person or by proxy at the forthcoming 18<sup>th</sup> AGM to be convened on 25 November 2020.

This Special Resolution if passed, would change the Company's name to "S & F Capital Berhad" upon issuance of Notice of Registration of new name by the CCM.