



## LIM SEONG HAI CAPITAL BERHAD

(Registration No. 202001036664 (1392985-A))  
(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Third ("3rd") Annual General Meeting ("AGM") of Lim Seong Hai Capital Berhad ("LSH Capital" or "Company") will be held at Level 7, Wisma Lim Seong Hai, 33 Jalan Gombak, 53000 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Friday, 29 March 2024 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:-

#### AGENDA

##### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 September 2023 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees and other benefits of up to RM1,000,000.00 for the period from 30 March 2024 until the conclusion of the next AGM of the Company to be held in year 2025.
- To re-elect the following Directors who retire pursuant to Clause 116 of the Constitution of the Company and who being eligible, have offered themselves for re-election:-
  - Lim Pak Lian
  - Lim Keng Hun
- To re-elect the following Directors who retire pursuant to Clause 122 of the Constitution of the Company and who being eligible, have offered themselves for re-election:-
  - Lee Swee Kheng
  - Dato' Wang Sze Yao @ Wang Ming Way
  - Lim Ding Shyong
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

Please refer to  
**Explanatory Note 1**  
**Ordinary Resolution 1**

**Ordinary Resolution 2**  
**Ordinary Resolution 3**

**Ordinary Resolution 4**  
**Ordinary Resolution 5**  
**Ordinary Resolution 6**  
**Ordinary Resolution 7**

##### As Special Business

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

##### 6. Ordinary Resolution

##### Authority to issue and allot new shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")

"THAT, pursuant to Sections 75 and 76 of the Act, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Constitution of the Company and subject to the approvals from Bursa Securities and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue and allot shares or convertible securities in the capital of the Company at any time until the conclusion of the next Annual General Meeting ("AGM"), at such price, to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit PROVIDED THAT the aggregate number of shares or convertible securities to be issued must be not more than 100% of the total number of issued shares, of which the aggregate number of shares or convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of the issued shares (excluding treasury shares) of the Company for the time being ("Proposed General Mandate I").

**Ordinary Resolution 8**

THAT such approval on the Proposed General Mandate I shall continue in force until:-

- the conclusion of the next AGM of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier.

THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities and other relevant government/regulatory authorities (if required) for the listing of and quotation for the additional shares or convertible securities to be issued on the LEAP Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate I with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

THAT for purposes of and pursuant to Section 85 of the Act to be read together with Clause 67 of the Constitution of the Company, the general pre-emption rights of the shareholders of the Company under those provisions for the issuance of new LSH Capital shares which rank equally to the existing issued LSH Capital shares arising from Proposed General Mandate I, is hereby fully waived and shall not be applicable.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate I."

##### 7. Ordinary Resolution

##### Authority to issue and allot new shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act") to Interested Parties (as defined herein)

"THAT, subject to the passing of the above Ordinary Resolution and pursuant to Sections 75 and 76 of the Act, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the Constitution of the Company and subject to the approvals from Bursa Securities and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to issue and allot shares or convertible securities in the capital of the Company at any time until the conclusion of the next Annual General Meeting ("AGM"), at such price, to a Director, major shareholder or Chief Executive of the Company or person connected to them ("Interested Parties") under the general mandate on a non-pro rata basis and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit PROVIDED THAT the aggregate number of shares or convertible securities issued to the Interested Parties must be not more than 10% of the total number of issued shares of the Company for the time being and such issuance shall be approved by the Board of Directors of the Company and done in the best interests of the Company ("Proposed General Mandate II").

**Ordinary Resolution 9**

THAT such approval on the Proposed General Mandate II shall continue in force until:-

- the conclusion of the next AGM of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier.

THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities and other relevant government/regulatory authorities (if required) for the listing of and quotation for the additional shares or convertible securities to be issued on the LEAP Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate II with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

THAT for purposes of and pursuant to Section 85 of the Act to be read together with Clause 67 of the Constitution of the Company, the general pre-emption rights of the shareholders of the Company under those provisions for the issuance of new LSH Capital shares which rank equally to the existing issued LSH Capital shares arising from Proposed General Mandate II, is hereby fully waived and shall not be applicable.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate II."

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

##### BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)  
(SSM PC No. 202008001023)  
Company Secretary

Selangor Darul Ehsan  
Date: 7 March 2024

##### NOTES:-

- A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote on his/her behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting of the Company shall have the same right as a member to speak at the meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The Form of Proxy shall be signed by the appointor or his/her attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its duly authorised attorney or officer.
- The original instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Share Registrars' Office at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid.
- For the purpose of determining who shall be entitled to attend 3rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 21 March 2024 and only Members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at 3rd AGM and entitled to appoint proxy or proxies.
- Pursuant to Clause 89 of the Constitution of the Company, all the resolutions set out in the Notice of this 3rd AGM will be put to vote by way of poll.

##### EXPLANATORY NOTES ON AGENDA ITEMS:-

##### 1. Item 1 of the Agenda - Audited Financial Statements

The Audited Financial Statements for the financial year ended 30 September 2023 in Agenda item 1 is meant for discussion only as the approval of shareholders of the Company is not required pursuant to the provision of Section 340(1)(a) of the Act. Hence, this Agenda item will not be put forward for voting by the shareholders of the Company.

##### 2. Item 2 of the Agenda - Directors' Fees and Other Benefits

The Proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and other benefits for the period from 30 March 2024 until the conclusion of the next AGM of the Company to be held in year 2025. In the event the amount proposed is insufficient (e.g. due to enlarged Board size etc.), approval will be sought at the next AGM for the additional amount to meet the shortfall.

##### 3. Item 6 of the Agenda - Approval for Issuance of New Shares Pursuant to Sections 75 and 76 of the Act

The Proposed Ordinary Resolution 8 is for the purpose of seeking a general mandate to empower the Directors of the Company to issue new shares or convertible securities in the Company pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company or during the expiration of period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.

The mandate will provide flexibility to the Company to issue new shares or convertible securities for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares or convertible securities as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.

##### 4. Item 7 of the Agenda - Approval for Issuance of New Shares Pursuant to Sections 75 and 76 of the Act to Interested Parties

The Proposed Ordinary Resolution 9 is for the purpose of seeking a general mandate to empower the Directors of the Company to issue new shares or convertible securities in the Company to the Interested Parties pursuant to Sections 75 and 76 of the Act and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company or during the expiration of period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.

The mandate will provide flexibility to the Company to issue new shares or convertible securities for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares or convertible securities as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.