



LIM SEONG HAI CAPITAL BERHAD

(Registration No.: 202001036664 (1392985-A))
(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Lim Seong Hai Capital Berhad ("**LSH Capital**" or "**Company**") will be held at Level 7, Wisma Lim Seong Hai, No. 33 Jalan Gombak, 53000 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Friday, 19 April 2024 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

PROPOSED VOLUNTARY WITHDRAWAL OF THE LISTING AND QUOTATION OF THE ENTIRE ISSUED SHARE CAPITAL OF LSH CAPITAL FROM THE LEAP MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") PURSUANT TO RULES 8.05 AND 8.06 OF THE LEAP MARKET LISTING REQUIREMENTS OF BURSA SECURITIES ("PROPOSED WITHDRAWAL OF LEAP LISTING")

"THAT subject to the passing of Ordinary Resolution 1 below, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to withdraw the listing and quotation of the entire issued share capital of the Company from the LEAP Market of Bursa Securities pursuant to Rules 8.05 and 8.06 of the LEAP Market Listing Requirements of Bursa Securities in the manner as set out in Section 2.1 of the circular to the shareholders of the Company dated 27 March 2024 ("**Circular**");

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents, applications and/or arrangements (including without limitation, the affixing of the Company's common seal) to implement, finalise, complete and give full effect to the Proposed Withdrawal of LEAP Listing; and
- to assent to any condition, modification, variation and/or amendment to the terms of the Proposed Withdrawal of LEAP Listing as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 1

PROPOSED LISTING AND QUOTATION OF THE ENTIRE ISSUED SHARE CAPITAL OF LSH CAPITAL ON THE ACE MARKET OF BURSA SECURITIES PURSUANT TO RULES 3A.02(1) AND 3A.02(2) OF THE ACE MARKET LISTING REQUIREMENTS OF BURSA SECURITIES ("PROPOSED ACE LISTING") AND PROPOSED PUBLIC OFFERING OF UP TO 191,000,000 ORDINARY SHARES IN LSH CAPITAL ("LSH CAPITAL SHARES"), REPRESENTING UP TO APPROXIMATELY 22.78% OF THE ENLARGED ISSUED SHARES OF THE COMPANY ("PROPOSED PUBLIC OFFERING")

"THAT subject to the passing of the Special Resolution above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to list the entire issued share capital of the Company on the ACE Market of Bursa Securities pursuant to Rules 3A.02(1) and 3A.02(2) of the ACE Market Listing Requirements of Bursa Securities in the manner as set out in Section 2.2 of the Circular;

THAT approval be and is hereby given for the Board of Directors of the Company ("**Board**") to issue 132,000,000 new LSH Capital Shares ("**Issue Shares**"), representing approximately 15.74% of the enlarged issued shares of the Company, at an issue price to be determined and fixed at a later date ("**Proposed Public Issue**") after all approvals of the relevant authorities for the Proposed Transfer of Listing (as defined in the Circular) have been obtained, and to be allocated to the following parties:

- the Malaysian public through a balloting process;
- eligible persons which include the eligible Directors of the Company, the eligible employees of the Company and its subsidiaries ("**Group**") as well as persons who have contributed to the success of the Group ("**Eligible Persons**"); and
- institutional and selected investors, including identified Bumiputera investors approved by the Ministry of Investment, Trade and Industry of Malaysia (formerly known as Ministry of International Trade and Industry of Malaysia), via private placement;

THAT the Issue Shares will, upon issuance and allotment, rank equally in all respects with the existing LSH Capital Shares including voting rights, and will be entitled to all rights, dividends and other distributions that may be declared after the date of issuance and allotment of the Issue Shares, subject to any applicable Rules of Bursa Malaysia Depository Sdn Bhd;

THAT for purposes of and pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 67 of the Constitution of the Company, the general pre-emptive rights of the existing shareholders of the Company under those provisions for the issuance of any new LSH Capital Shares which rank equally to the existing LSH Capital Shares arising from the issuance of the Issue Shares, is hereby fully waived and shall not be applicable. Subsequent to the passing of this resolution, if this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect;

THAT the Board be and is hereby authorised to utilise the proceeds to be raised from the Proposed Public Issue for such purposes and in such manner as set out in Section 2.2.8 of the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approvals of the relevant authorities (where required) and in the best interest of the Company;

THAT approval be and is hereby given for the Company to include the proposed offer for sale of up to 59,000,000 existing LSH Capital Shares by Lim Seong Hai Resources Sdn Bhd, Tan Sri Datuk Seri Lim Keng Cheng, Datuk Lim Keng Guan, Lim Pak Lian and Lim Keng Hun ("**Proposed Offer for Sale**") as part of the offering scheme for the Proposed Public Offering to be undertaken in conjunction with the Proposed Transfer of Listing;

AND THAT the Directors of the Company be and are hereby empowered and authorised to do the following:

- to determine and fix the offering price of the Issue Shares;
- to take all steps and to do all acts, deeds and things as they may consider necessary, expedient and/or appropriate and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents, applications and/or arrangements (including without limitation, the affixing of the Company's common seal) to implement, finalise, complete and give full effect to the Proposed ACE Listing and Proposed Public Offering; and
- to assent to any condition, modification, variation and/or amendment to the terms of the Proposed ACE Listing and Proposed Public Offering as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF UP TO 500,000 ISSUE SHARES TO LIM DING SHYONG

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to allocate up to 500,000 Issue Shares to Lim Ding Shyong, an Executive Director of the Company, under the Proposed Public Offering;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of up to 500,000 Issue Shares to Lim Ding Shyong with full powers to assent to any condition, modification, variation and/or amendment as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF UP TO 500,000 ISSUE SHARES TO DATO' SERI IR. HJ. MOHD NOOR BIN YAACOB

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to allocate up to 500,000 Issue Shares to Dato' Seri Ir. Hj. Mohd Noor Bin Yaacob, an Independent and Non-Executive Director of the Company, under the Proposed Public Offering;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of up to 500,000 Issue Shares to Dato' Seri Ir. Hj. Mohd Noor Bin Yaacob with full powers to assent to any condition, modification, variation and/or amendment as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF UP TO 500,000 ISSUE SHARES TO LEE SWEET KHENG

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to allocate up to 500,000 Issue Shares to Lee Sweet Kheng, an Independent and Non-Executive Director of the Company, under the Proposed Public Offering;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of up to 500,000 Issue Shares to Lee Sweet Kheng with full powers to assent to any condition, modification, variation and/or amendment as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF UP TO 500,000 ISSUE SHARES TO DATO' WANG SZE YAO @ WANG MING WAY

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to allocate up to 500,000 Issue Shares to Dato' Wang Sze Yao @ Wang Ming Way, an Independent and Non-Executive Director of the Company, under the Proposed Public Offering;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of up to 500,000 Issue Shares to Dato' Wang Sze Yao @ Wang Ming Way with full powers to assent to any condition, modification, variation and/or amendment as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF UP TO 100,000 ISSUE SHARES TO LOR KAR MUN

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to allocate up to 100,000 Issue Shares to Lor Kar Mun, an Eligible Person who holds the position of Chief Legal Officer in the Group as at the date of this notice, under the Proposed Public Offering;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of up to 100,000 Issue Shares to Lor Kar Mun with full powers to assent to any condition, modification, variation and/or amendment as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF UP TO 25,000 ISSUE SHARES TO LIM WEI XIN

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to allocate up to 25,000 Issue Shares to Lim Wei Xin, an Eligible Person who holds the position of Manager, Purchasing in the Group as at the date of this notice, under the Proposed Public Offering;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of up to 25,000 Issue Shares to Lim Wei Xin with full powers to assent to any condition, modification, variation and/or amendment as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 8

PROPOSED ALLOCATION OF UP TO 25,000 ISSUE SHARES TO LOR KHANG CHEE

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to allocate up to 25,000 Issue Shares to Lor Khang Chee, an Eligible Person who holds the position of Manager, Contract and Project in the Group as at the date of this notice, under the Proposed Public Offering;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of up to 25,000 Issue Shares to Lor Khang Chee with full powers to assent to any condition, modification, variation and/or amendment as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 9

PROPOSED ALLOCATION OF UP TO 10,000 ISSUE SHARES TO LIM WEI LING

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to allocate up to 10,000 Issue Shares to Lim Wei Ling, an Eligible Person who holds the position of Executive, Sales and Marketing in the Group as at the date of this notice, under the Proposed Public Offering;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of up to 10,000 Issue Shares to Lim Wei Ling with full powers to assent to any condition, modification, variation and/or amendment as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

ORDINARY RESOLUTION 10

PROPOSED ALLOCATION OF UP TO 10,000 ISSUE SHARES TO LIM ZHUO TUONG

"THAT subject to the passing of the Special Resolution and Ordinary Resolution 1 above, the approvals of the relevant authorities being obtained and any condition as may be imposed by the relevant authorities being complied with, approval be and is hereby given for the Company to allocate up to 10,000 Issue Shares to Lim Zhuo Tuong, an Eligible Person who holds the position of Executive, Finance in the Group as at the date of this notice, under the Proposed Public Offering;

AND THAT the Directors of the Company be and are hereby authorised to give full effect to the proposed allocation of up to 10,000 Issue Shares to Lim Zhuo Tuong with full powers to assent to any condition, modification, variation and/or amendment as may be required by Bursa Securities or any other relevant authorities or in such manner as the Directors may in their absolute discretion deem necessary or expedient in the best interest of the Company."

By Order of the Board

LIM SEONG HAI CAPITAL BERHAD

TAI YIT CHAN (MAICSA 7009143)

(SSM PC No. 202008001023)

Company Secretary

Selangor Darul Ehsan

Date: 27 March 2024

Notes:

- A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991) who is 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 notorially certified copy of such power or authority, shall be deposited at the Share Registrar's 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 48 hours before the time set for holding the meeting or adjourned meeting, otherwise the instrument of proxy shall not be treated as valid.
- For the purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 8 April 2024 and only members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at the EGM 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 EGM will be put to vote by way of poll.