



LIM SEONG HAI CAPITAL BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth ("4th") 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, Wilayah Persekutuan Kuala Lumpur, Malaysia on Monday, 6 January 2025 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 2024 together with the Directors' and Auditors' Reports thereon.
- To approve the Directors' fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM1,500,000.00 only for the period from 7 January 2025 until the conclusion of the next AGM of the Company to be held in year 2026.
- To re-elect the following Directors who are retiring pursuant to Clause 116 of the Constitution of the Company and, being eligible, have offered themselves for re-election:-
 - Tan Sri Datuk Seri Lim Keng Cheng
 - Datuk Lim Keng Guan
 - Dato' Seri Ir. Hj. Mohd Noor Bin Yaacob
- To re-elect the following Directors who are retiring pursuant to Clause 122 of the Constitution of the Company and, being eligible, have offered themselves for re-election:-
 - Alina Binti Abdullah
 - Nurulhuda Hayati Binti Ibrahim
- 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:-

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

Ordinary Resolution 8

"THAT, pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

THAT in connection with the above, pursuant to Section 85 of the Act and Clause 17 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of offered shares in proportion of their holdings at such price and at such terms to be offered arising from issuance of new shares pursuant to this mandate by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.

- 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: 13 December 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 appointer 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 4th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 26 December 2024 and only Members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at 4th 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 4th 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 2024 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 7 January 2025 until the conclusion of the next AGM of the Company to be held in year 2026. In the event the amount proposed is insufficient, approval will be sought at the next AGM for the additional amount to meet the shortfall.

3. Item 6 of the Agenda - Authority to Issue and Allot New Shares Pursuant to Sections 75 and 76 of the Act

The Company is currently in the process of transferring its listing from LEAP Market to ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Transfer of Listing"). Upon the completion of the Transfer of Listing, the Company will subject to the ACE Market Listing Requirements of Bursa Securities.

Accordingly, the Proposed Ordinary Resolution 8 is for the purpose of seeking a general mandate to empower the Directors of the Company to allot and issue new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company pursuant to Sections 75 and 76 of the Act and in accordance with Rule 6.05 of the ACE 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.

The mandate will provide flexibility to the Company to issue new shares 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. Such flexibility would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 17 of the Company's Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to the issuance of new shares in the Company under the general mandate.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.