

NOTICE OF TWENTY EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Eighth Annual General Meeting (“28th AGM”) of Leform Berhad (“Leform” or “Company”) will be held at Sheraton Hotel, Petaling Jaya Lorong Utara C, PJS 52, 46200 Petaling Jaya, Selangor on Tuesday, 27 June 2023 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.
Please refer to Note 1
- To approve the payment of Directors’ fees of Datuk Seri Akhil Bin Bulat amounting to RM144,000 for the period from 1 January 2023 until the conclusion of the next Annual General Meeting (“AGM”) of the Company.
**Ordinary Resolution 1
Please refer to Explanatory Note 2**
- To approve the payment of Directors’ fees of Ms Chua Leng Leek amounting to RM90,000 for the period from 1 January 2023 until the conclusion of the next AGM of the Company.
**Ordinary Resolution 2
Please refer to Explanatory Note 2**
- To approve the payment of Directors’ fees of Mr Lai Chin Yang amounting to RM90,000 for the period from 1 January 2023 until the conclusion of the next AGM of the Company.
**Ordinary Resolution 3
Please refer to Explanatory Note 2**
- To approve the payment of Directors’ fees of Ms Lee Wee Leng amounting to RM90,000 for the period from 1 January 2023 until the conclusion of the next AGM of the Company.
**Ordinary Resolution 4
Please refer to Explanatory Note 2**
- To re-elect the following Directors who retire in accordance with Clause 95 of the Constitution of the Company:
**Ordinary Resolution 5
Please refer to Explanatory Note 3
Ordinary Resolution 6
Please refer to Explanatory Note 3**
 - Datuk Seri Akhil Bin Bulat
 - Mr Law Kok Thye
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 7

As Special Business

To consider and, if thought fit, to pass the following resolutions:

- Authority under Section 75 and 76 of the Companies Act 2016 (“the Act”) for the Directors to allot and issue shares**
**Ordinary Resolution 8
Please refer to Explanatory Note 4**

“**THAT** pursuant to Section 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 and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company,”

THAT pursuant to Section 85 of the Act, read together with Clause 5 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued of the Company shares arising from issuance of new shares pursuant to this Mandate.”

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.”
- Proposed Shareholders’ Ratification and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
**Ordinary Resolution 9
Please refer to Explanatory Note 5**

“**THAT** approval be and is hereby given to the Company and its subsidiaries (“Group”) to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of the Circular to Shareholders dated 28 April 2023, provided that :

 - such arrangements and/or transactions are necessary for the Group’s day-to-day operations;
 - such arrangements and/or transactions undertaken are 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 third party;
 - such arrangements and/or transactions are not detrimental to the minority shareholders of the Company; and
 - the disclosure is made in the annual report on the aggregate value of transactions conducted pursuant to the shareholders’ mandate during the financial year in relation to:
 - the related transacting parties and their respective relationship with the Company; and
 - the nature of the recurrent transactions.

THAT such authority shall continue to be in force until:

 - the conclusion of the next Annual General Meeting (“AGM”), unless the authority is renewed by a resolution passed at the next AGM; or
 - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
 - revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT all Recurrent Related Party Transactions entered into by the Company and its subsidiary(ies) from 30 November 2022, being the date of listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad, up to the date of this Ordinary Resolution, particulars which are set out in Section 2.4 be and are hereby approved, confirmed and ratified;

AND THAT the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

Any Other Business

- To transact any other business that may be transacted at the 28th AGM 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 (MAICSA7009143) (SSM PC No.: 202008001023)
TAN AI NING (MAICSA7015852) (SSM PC No.: 202008000067)
COMPANY SECRETARIES

SELANGOR DARUL EHSAN
28 April 2023

Explanatory Notes

(1) Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders. Hence, this item is not put forward for voting.

(2) Ordinary Resolutions 1 to 4 – Directors’ fees and benefits payable to Directors

The Directors’ fees payable includes fees payable to Non-Executive Directors as members of the Board and Board Committees for the period from 1 January 2023 until the conclusion of the next AGM of the Company pursuant to the Act which shareholders’ approval will be sought at this 28th AGM in accordance with Section 230 of the Act.

(3) Ordinary Resolutions 5 & 6 – Re-election of Directors

Pursuant to the Malaysian Code on Corporate Governance 2021, the profiles of the Directors who are standing for re-election as per Agenda item no. 6 are set out in the Board of Directors’ profile of the Annual Report 2022.

Based on the recommendation of the Nomination Committee, the Board is satisfied with the performance and contributions of the following Directors and supports the re-election based on the following justifications:-

Ordinary Resolution 5 – Re-election of Datuk Seri Akhil Bin Bulat as Independent Non-Executive Chairman

- Datuk Seri Akhil Bin Bulat fulfils the requirements of independence set out in the ACE Market Listing Requirements of Bursa Securities. He remains objective and independent in expressing his view and participating in Board’s deliberations and decision-making process.
- Datuk Seri Akhil Bin Bulat has exercised due care and carried out his professional duties during his tenure as Independent Non-Executive Chairman of the Company.

Ordinary Resolution 6 – Re-election of Mr Law Kok Thye as Managing Director

- Mr Law Kok Thye oversees and manages the day-to-day operations of the Group.
- Mr Law Kok Thye shows exemplary leadership in building business and creating value, he has contributed significantly to the Group by providing valuable inputs and steered the Group forward with notable achievements during his tenure as a Managing Director of the Company.

(4) Ordinary Resolution 8 – Authority pursuant to Section 75 and 76 of the Act for the Directors to Allot and Issue Shares

The Ordinary Resolution 8 proposed under item 8 of the Agenda is to obtain a general mandate for issuance of shares by the Company under Section 75 and 76 of the Act. The Ordinary Resolution 8, if passed, will provide flexibility for the Company and empower the Directors 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 for purpose of working capital or provide funding for future investments or undertakings. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM or at the expiry of the period within the next AGM is required to be held after the approval was given.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 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 new shares to all the existing shareholders of the Company prior to 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 obtained, the Company will make an announcement in respect thereof.

(5) Ordinary Resolution 9 – Proposed Shareholders’ Ratification for Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed Shareholders’ Mandate for Leform Berhad and its subsidiaries to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders’ Mandate”)

For further information on Ordinary Resolution 9, please refer to the Circular to Shareholders dated 28 April 2023 accompanying the Annual Report of the Company for the financial year ended 31 December 2022.

NOTES:

- Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of AGM will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
- A member entitled to attend and vote at the 28th AGM may appoint another person as his proxy to attend and vote in his stead. 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 and vote at a meeting shall have the same rights as the member to speak at the meeting.
- A member shall be entitled to appoint not more than 2 proxies to participate, speak and vote at the meeting. Where a member appoints 2 proxies, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- Where a member 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 proxy form shall be in writing, executed by or on behalf of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company’s Share Registrar, Boardroom Share Registrars Sdn Bhd of 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time for holding the 28th AGM or adjourned 28th AGM at which the person named in the proxy form proposes to vote, and in default the proxy form shall not be treated as valid.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 20 June 2023 and only members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.

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.