
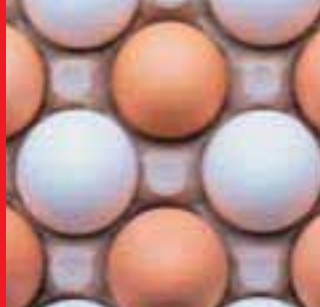


Notice Of Twenty-Ninth Annual General Meeting



NOTICE IS HEREBY GIVEN THAT
the Twenty-Ninth Annual General Meeting
of the Company will be held at Conference Room,
Ground Floor, Streetview Hotel, 11 & 13, Jalan Ali,
84000 Muar, Johor Darul Takzim on Monday,
28 September 2009 at 11.30 a.m.
to transact the following businesses:-



AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 March 2009 together with the Reports of Directors and Auditors thereon. Resolution 1

2. To approve the payment of Directors' fees in respect of the financial year ended 31 March 2009. Resolution 2

3. To re-elect the following Directors retiring in accordance with Article 100 of the Company's Articles of Association:-
 - (a) Dato' Lau Eng Guang Resolution 3
 - (b) Mr. Lim Meng Bin Resolution 4

4. To re-elect Mr. Lau Joo Hong retiring in accordance with Article 105 of the Company's Articles of Association. Resolution 5

5. To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:-

"THAT Tan Sri Datuk Paduka Dr. Hajjah Saleha Bte Mohamad Ali retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed a director of the Company to hold office until the next Annual General Meeting."

Resolution 6

6. To consider and if thought fit, to pass the following resolution in accordance with Section 129(6) of the Companies Act, 1965:-

"THAT Major General (Rtd) Datuk Haji Esa Bin Ahmad retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed a director of the Company to hold office until the next Annual General Meeting."

Resolution 7

7. To appoint Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 8

Notice of nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is annexed and marked "Appendix I" in the Annual Report 2009) has been received by the Company for the nomination of Messrs SJ Grant Thornton, who have given their consent to act, for appointment as Auditors of the Company.

8. As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

ORDINARY RESOLUTION I

AUTHORITY TO ISSUE SHARES

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 10 per centum of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such issue and allotment."

Resolution 9

Notice Of Twenty-Ninth Annual General Meeting

9. As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

**ORDINARY RESOLUTION II
PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

Resolution 10

"THAT, pursuant to Chapter 10, Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("Leong Hup Group") be and are hereby authorised to enter into and give effect to all the Recurrent Related Party Transactions of a revenue or trading nature ("Recurrent Transactions") with specified classes of Related Party as detailed in Section 2 of the Circular to Shareholders dated 4 September 2009, which are necessary for Leong Hup Group's day to day operations in the ordinary course of business on terms not more favourable to the Related Party than those generally available to the public and not detrimental to minority shareholders of the Company.

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

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 [but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965]; or
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier; and the aggregate value of the Recurrent Transactions be disclosed in the annual report of the Company.

AND THAT the Directors be and hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for Recurrent Transactions."

10. As Special Business to consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

**ORDINARY RESOLUTION III
PROPOSED AUTHORITY FOR SHARE BUY-BACK**

Resolution 11

"THAT subject to the provisions under the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, and other relevant approvals (if any), the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of RM1.00 each of the Company ("Shares") from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company;

Notice Of Twenty-Ninth Annual General Meeting

THAT the maximum amount of funds to be utilized for the propose of the Proposed Share Buy-back shall not exceed the Company's aggregate retained profits and/or share premium account of the Company;

THAT authority be and is hereby given the Directors of the Company to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any Shares so purchased by the Company in the following manner:

- (i) the Shares so purchased could be cancelled; or
- (ii) the Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or
- (iii) combination of (i) and (ii) above;

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:

- (i) the conclusion of the next AGM of the Company, following the AGM of the Company at which such resolution was passed, at which time the said authority would lapse unless renewed by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting,

whichever occurs first;

AND THAT the Directors of the Company be and are hereby authorised to take such steps to give full effect to the Proposed Share Buy-back with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

11. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

LIM MENG BIN

Secretary

Muar

4 September 2009



Notice Of Twenty-Ninth Annual General Meeting

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but need not be a Member of the Company.
2. Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless the Member specifies the proportions of his holdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or by his attorney, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company situated at 201-203, Jalan Abdullah, 84000 Muar, Johor Darul Takzim not less than forty eight (48) hours before the time for holding the Twenty-Ninth Annual General Meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS:-

1. Resolution 9 – Authority to issue shares

At last year's AGM, mandate was given to Directors to issue and allot at no more than 10% of the issued share capital of the Company. However, the mandate was not utilized and accordingly will lapse at this forthcoming AGM. As such, the Board would like to seek for a renewal of the mandate.

The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to issue and allot not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be the need arise for the issuance of shares. If there should be a decision to issue new shares after the general mandate has been sought, the Company would make an announcement in respect of the purpose and utilization of proceeds arising from such issue.

This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next AGM of the Company.

2. Resolution 10 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Resolution, if passed, will allow the Company and its subsidiaries to enter into Recurrent Transactions pursuant to paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in the Circular to Shareholders dated 4 September 2009, which is despatched together with the Company's Annual Report 2009.

3. Resolution 11 - Proposed Authority For Share Buy-Back

The proposed Resolution, if passed, will empower the Directors to purchase the Company's shares of up to a maximum of ten per cent (10%) of the issued and paid up-capital of the Company by utilizing the funds allocated out of the retained profits and share premium accounts of the Company. This authority unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.



Career Fair



Blood Donation



Family Day at KL Bird Park