

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN THAT the 48th Annual General Meeting of Lion Diversified Holdings Berhad will be held at the Meeting Hall, Level 16, Lion Office Tower, No. 1 Jalan Nagasari, 50200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 21 November 2018 at 2.00 pm for the following purposes:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2018 together with the Reports of the Directors and Auditors thereon. **Note 1**
2. To approve the payment of Directors' fees amounting to RM260,000 for the financial year ended 30 June 2018 (2017: RM260,000). **Resolution 1**
3. To approve the payment of Directors' benefits of up to RM20,000 for meeting allowances for the period commencing from 22 November 2018 until the next annual general meeting of the Company (2017: RM174,500). **Resolution 2**
4. To re-elect the following Directors who retire by rotation in accordance with Article 98 of the Company's Constitution and who being eligible, have offered themselves for re-election:
 - (i) Y. Bhg. Tan Sri Dato' Seri Dr Aseh bin Haji Che Mat **Resolution 3**
 - (ii) Y. Bhg. Dato' Mohamad Kamarudin bin Hassan **Resolution 4**
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
6. Special Business
- 6.1 To consider and, if thought fit, pass the following Ordinary Resolution:

Proposed Shareholders' Mandate for Recurrent Related Party Transactions

"THAT approval be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations as detailed in paragraph 3.3 and with those related parties as set out in paragraph 3.2 of Part A of the Circular to Shareholders of the Company dated 30 October 2018 ("Related Parties") which has been despatched to the Shareholders of the Company, provided that such transactions are undertaken in the ordinary course of business and are on normal commercial terms which are consistent with the Group's usual business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and

Resolution 6

THAT authority conferred by this ordinary resolution will only continue to be in force until the conclusion of the next annual general meeting of the Company.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this ordinary resolution which shall include, without limitation, taking any action which the Directors may, in their absolute discretion deem fit, to recover any sums due to the Company under the said transactions or to settle the same.”

6.2 To consider and, if thought fit, pass the following Special Resolution:

Proposed Adoption of New Constitution of the Company

“THAT the constitution in the form and manner as set out in Appendix I of Part B of the Circular to Shareholders of the Company dated 30 October 2018 be and is hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution of the Company.”

Resolution 7

7. To transact any other business for which due notice shall have been given.

By Order of the Board

LIM KWEE PENG (MAICSA 7015250)
CHOO YOON MAY (MAICSA 7044632)
Secretaries

Kuala Lumpur
30 October 2018

Notes:

1. *Agenda Item 1*

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. As such, this Agenda item is not a business which requires a resolution to be put to vote by Shareholders.

2. *Circular to Shareholders dated 30 October 2018 ("Circular")*

Details on the following are set out in the Circular accompanying the 2018 Annual Report:

- (i) Part A - Proposed Shareholders' Mandate for Recurrent Related Party Transactions*
- (ii) Part B - Proposed Adoption of New Constitution of the Company*

3. *Resolution 6*

This approval will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with those related parties as set out in paragraph 3.2 of Part A of the Circular, which are necessary for the Group's day-to-day operations undertaken in the ordinary course of business and are on normal commercial terms which are consistent with the Group's usual business practices and policies, and on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders.

4. *Proxy*

- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 12 November 2018 shall be eligible to attend the Meeting.*
- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than 2 proxies to attend and vote instead of him. A proxy need not be a member of the Company.*
- If a member appoints 2 proxies, the proportion of his shareholdings represented by each proxy must be specified.*
- The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or the hand of an officer or attorney duly authorised.*
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("omnibus account"), 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 instrument of proxy shall be deposited at the Office of the Registrar of the Company at Level 13, Lion Office Tower, No. 1 Jalan Nagasari, 50200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting.*
- Completed Form of Proxy sent through facsimile transmission shall not be accepted.*