

L&P GLOBAL BERHAD
Registration No. 202101028085 (1428385-M)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourth Annual General Meeting (“4th AGM”) of L&P GLOBAL BERHAD (“the Company”) will be convened and held at Iconic 5 of Level 7, ICONIC HOTEL, 71, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang, Malaysia on **Friday, 30 May 2025 at 10:00 a.m.** for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who are retiring in accordance with Clause 18.2 of the Company’s Constitution:
 - (a) Ms. Ooi Lay Pheng Ordinary Resolution 1
 - (b) Dato’ Mohamed Amin Bin Mohd Kassim Ordinary Resolution 2
3. To re-elect the following Directors who are retiring in accordance with Clause 18.9 of the Company’s Constitution:
 - (a) Mr. Lee Soon Swee Ordinary Resolution 3
 - (b) Mr. Hew Hein Hwei Ordinary Resolution 4
4. To approve the payment of Directors’ fees and benefits payable of up to RM540,000 for the period from the next day of the 4th AGM until the conclusion of the next Annual General Meeting (“AGM”) of the Company in 2026. Ordinary Resolution 5
5. To re-appoint BDO PLT as auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. Ordinary Resolution 6

AS SPECIAL BUSINESS

6. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 7

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”), provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals from the relevant regulatory authorities, the Directors of the Company be and are hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued share capital (excluding treasury shares, if any) of the Company for the time being.

THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

AND THAT pursuant to Section 85 of the Act read together with Clause 13.2 of the Company's Constitution, 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 shares of the Company arising from issuance of new shares pursuant to this mandate.

FURTHER THAT the new shares to be issued shall, upon issuance and allotment, 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."

7. **PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("PROPOSED SHARE BUY-BACK")**

Ordinary Resolution 8

"THAT subject to the Act, the Company's Constitution, the Main Market Listing Requirements of Bursa Securities and the approvals of the relevant government or regulatory authorities, the Directors of the Company be and are hereby authorised to make purchases of the Company's shares as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- (a) the aggregate number of ordinary shares which may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares (including treasury shares) of the Company at any point in time of the said purchase(s);
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained earnings of the Company at the time of purchase; and
- (c) the authority conferred by this resolution will be effective immediately upon the passing of this Resolution and shall continue to be in force until:
 - (i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse, unless by an 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 is required by law to be held; or
 - (iii) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant government or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:

- (a) distribute as share dividends to shareholders, such dividend to be known as “share dividends”;
- (b) resell on Bursa Securities in accordance with the relevant rules of Bursa Securities;
- (c) transfer the shares, or any of the shares for the purposes of or under an employees’ share scheme;
- (d) transfer the Treasury Shares, or any of the Treasury Shares as purchase consideration;
- (e) cancel the Treasury Shares; or
- (f) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister may by order prescribe.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including executing all such documents as may be required) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the Directors may deem fit and expedient in the best interests of the Company.”

8. **PROPOSED ALLOCATION OF ESOS OPTIONS TO LEE SOON SWEE, AN EXECUTIVE DIRECTOR OF THE COMPANY, UNDER THE COMPANY’S EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”)**

Ordinary Resolution 9

“THAT subject to the approvals of the relevant authorities and/ or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the ESOS, to offer and grant such number of ESOS Options to Lee Soon Swee, the Executive Director of the Company, subject to the provisions of the By-Laws, provided always that:

- (a) he must not participate in the deliberation or discussion of his own allocation of ESOS options as well as allocation to persons connected to him; and
- (b) the allocation to him who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares), does not exceed 10% of the maximum number of shares made available under the ESOS (“ESOS shares”),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) or any prevailing guidelines, rules and/or regulations issued by Bursa Securities and any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and allot such number of ESOS shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person as well as to take such steps as are necessary or expedient to implement, finalise or give full effect to the Proposed Allocations with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company.”

9. **PROPOSED ALLOCATION OF ESOS OPTIONS TO HEW HEIN HWEI, AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY, UNDER THE COMPANY'S EMPLOYEES' SHARE OPTION SCHEME ("ESOS")**

"THAT subject to the approvals of the relevant authorities and/ or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the ESOS, to offer and grant such number of ESOS Options to Hew Hein Hwei, the Independent Non-Executive Director of the Company, subject to the provisions of the By-Laws, provided always that:

- (a) he must not participate in the deliberation or discussion of his own allocation of ESOS options as well as allocation to persons connected to him; and
- (b) the allocation to him who, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company (excluding any treasury shares), does not exceed 10% of the maximum number of shares made available under the ESOS ("ESOS shares"),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") or any prevailing guidelines, rules and/or regulations issued by Bursa Securities and any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and allot such number of ESOS shares arising from the exercise of the ESOS Options, from time to time, to the abovementioned person as well as to take such steps as are necessary or expedient to implement, finalise or give full effect to the Proposed Allocations with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company."

10. To transact any other business for which due notice shall have been given in accordance with the Act.

By Order of the Board

Tai Yit Chan (MAICSA 70091431 SSM PC No. 202008001023)
 Ong Tze-En (MAICSA 70265371 SSM PC No. 202008003397)
 Lau Yoke Leng (MAICSA 70347781 SSM PC No. 202008003368)
 Company Secretaries

Penang, 30 April 2025

Notes:

Appointment of Proxy

1. A proxy must be of full age. A proxy may but need not be a member. For a proxy to be valid, the Proxy Form duly completed must be deposited at the Registered Office of the Company, 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, provided always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s).
2. A member entitled to attend, speak and vote is entitled to appoint not more than two (2) proxies to attend, speak and vote instead of him/her. 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.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (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. An Exempt Authorised Nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

5. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
6. A Member of the Company is permitted to give the Company notice of termination of a person's authority to act as proxy not less than twenty-four (24) hours before the time appointed for holding the meeting. The notice of termination must be in writing and be deposited at the Registered Office of the Company.
7. If the appointor is a corporation, the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
8. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors ("ROD") as at **22 May 2025** and only a Depositor whose name appears on such ROD shall be eligible to attend this meeting or appoint proxy to attend and/or vote on his/her behalf.

Explanatory Notes:

1. Ordinary Resolutions 1 and 2 are to re-elect Directors who retire in accordance with Clause 18.2 of the Company's Constitution

The profiles of the retiring Directors are set out under Profile of Directors in the Annual Report 2024. The Board of Directors ("Board") approved the recommendations from the Nomination Committee and is supportive of the re-election of the retiring Directors based on the justifications below. The retiring Directors do not have any conflict of interest with the Company and its subsidiaries ("the Group") and had abstained from deliberation and decision making on their own eligibility to stand for re-election at relevant meetings:

Ms Ooi Lay Pheng is the Chief Executive Officer of the Group. She develops and oversees the implementation of the Group's business and strategic goals. Drawing on input from the Board, she formulates short and long-term business plans in line with the strategic goals focusing on business expansion through development of new products, securing new customers and new market expansion. She has contributed significantly by steering the Group forward with notable achievements during her tenure of service.

Dato' Mohamed Amin Bin Mohd Kassim is an Independent Non-Executive Director of the Company. He has fulfilled the requirements on independence as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has demonstrated his objectivity through his proactive engagements during meetings of the Board and Board Committees (Nomination Committee, Remuneration Committee and Audit and Risk Management Committee) by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion. He has exercised due care and carried out his professional duties proficiently and effectively throughout his tenure as a Director of the Company.

2. Ordinary Resolutions 3 and 4 are to re-elect Directors who retire in accordance with Clause 18.9 of the Company's Constitution

The profiles of the retiring Directors are set out under Profile of Directors in the Annual Report 2024. Both the retiring Directors, **Mr Lee Soon Swee**, the Executive Director and **Mr Hew Hein Hwei**, the Independent Non-Executive Director were appointed on 13 November 2024 and 1 December 2024 respectively. As both were appointed recently and with the basis of their appointment, the Board concurred with the Nominating Committee that both should be given an opportunity to contribute to the Company and supports their re-election. Both Directors do not have any conflict of interest with the Group and had abstained from deliberation and decision making on their own eligibility to stand for re-election at relevant meetings.

Mr Hew Hein Hwei has fulfilled the requirements on independence as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and has provided confirmation of independence.

3. Ordinary Resolution 5 on Directors' fees and benefits payable

Directors' fees and benefits payable to the Directors have been reviewed by the Remuneration Committee and the Board which recognises that the Directors' fees and benefits payable are in the best interest of the Company. The Directors' fees and benefits payable, if passed, will facilitate the payment of Directors' fees and benefits payable to the Directors from the next day of the 4th AGM until the conclusion of the next AGM of the Company in 2026. Details of Directors' fees and benefits payable for the financial year ended 31 December 2024 are enumerated under the Corporate Governance Overview Statement in the Annual Report 2024.

The amount of Directors' fees and benefits payable includes fees and benefits payable to Directors as members of Board and Board Committees. The amount also includes a contingency sum to cater to unforeseen circumstances such as the appointment of any additional Director, additional unscheduled meetings for Board and Board Committees and/or for the formation of additional Board Committees.

4. Ordinary Resolution 7 on authority to Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

This Ordinary Resolution, on approval, is for the purpose of granting authority to the Board to issue and allot ordinary shares up to a maximum of ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is the earlier ("**General Mandate**").

The Directors of the Company did not allot, or issue ordinary shares pursuant to the authority given by its shareholders at the previous AGM. The renewal of this General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meeting to specifically approve such an issuance of shares.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and read together with Clause 13.2 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 issuance of new shares in the Company under the General Mandate.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make the needful announcements in respect thereof.

5. Ordinary Resolution 8 is to approve Proposed Authority for the Company to buy-back its own shares

This Ordinary Resolution, if passed, will empower the Directors of the Company to exercise the power of the Company to purchase its own shares. The total number of shares purchased shall not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. This authority will, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required to be held, whichever occurs first.

6. Ordinary Resolutions 9 and 10 on Proposed Allocation of ESOS Options

The proposed Ordinary Resolutions 9 and 10, if passed, will allow the Company to offer and grant options to Lee Soon Swee (Executive Director of the Company) and Hew Hein Hwei (Independent Non-Executive Director of the Company) respectively to subscribe for new ordinary shares under the ESOS.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

No individual is standing for election as a Director at the forthcoming 4th AGM of the Company.