

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

Bursa Securities has not perused the contents of this Circular prior to its issuance as it is an Exempt Circular pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.



L&P GLOBAL BERHAD

(Registration No. 202101028085 (1428385-M))
(Incorporated in Malaysia under the Companies Act 2016)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED AMENDMENT TO THE CONSTITUTION OF L&P GLOBAL BERHAD (“COMPANY”) TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA SECURITIES (“PROPOSED TRANSFER”) (“PROPOSED AMENDMENT”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser



The above proposal will be tabled at the Extraordinary General Meeting (“**EGM**”) of L&P Global Berhad, which will be conducted virtually through online live streaming and online voting using Remote Participation and Electronic Voting (“**RPV**”) facilities via Securities Services e-Portal (“**SSeP**”) at <http://sshbsb.net.my> from the broadcast venue at 2619, Lorong Perusahaan 8, Kawasan Perusahaan Perai, 13600 Perai, Penang on Monday, 25 September 2023 at 10.00 a.m. or any adjournment thereof. The Notice of EGM together with the Proxy Form are enclosed in this Circular.

A member entitled to attend, speak and vote at the EGM is entitled to appoint a proxy or proxies to attend, participate, speak and vote on his/her behalf. In such event, the completed and signed Proxy Form must be deposited at the Registered Office of the Company at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia, or submit electronically via SSeP at <https://sshbsb.net.my>, not less than forty-eight (48) hours before the time for holding the EGM or adjourned meeting thereof. The lodging of the Proxy Form will not preclude you from attending, participating, speaking and voting in person at the EGM should you subsequently wish to do so.

Last day, date and time for lodging the Proxy Form : Saturday, 23 September 2023 at 10.00 a.m.

Day, date and time of the EGM : Monday, 25 September 2023 at 10.00 a.m.

This Circular is dated 1 September 2023

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	: Companies Act 2016 of Malaysia, as amended from time to time and any re-enactment thereof
AIS	: Alliance Islamic Bank Berhad (200701018870 (776882-V))
Board	: Board of Directors of L&P Global
Bursa Securities	: Bursa Malaysia Securities Berhad (200301033577 (635998-W))
Circular	: This circular to shareholders of L&P Global dated 1 September 2023 in relation to the Proposed Amendment
Constitution	: The Constitution of the Company
Director(s)	: Director(s) of the Company and within the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007
EGM	: Extraordinary General Meeting
L&P Global or Company	: L&P Global Berhad (202101028085 (1428385-M))
Proposed Amendment	: Proposed amendment to the Constitution to facilitate the implementation of the Proposed Transfer
Proposed Transfer	: Proposed transfer of the listing of and quotation for the entire issued share capital of the Company from the ACE Market to the Main Market of Bursa Securities
SC	: Securities Commission Malaysia

All references to “L&P Global” or the “Company” in this Circular are to L&P Global Berhad and references to “L&P Global Group” or the “Group” are to the Company and its subsidiaries. All references to “we”, “us”, “our” and “ourselves” are to the Group, the Company, and where the context otherwise requires, the subsidiaries. All references to “you” in this Circular are to the shareholders of the Company.

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any statutes, rules, regulations, enactments or rules of the stock exchange or guidelines is a reference to such statutes, rules, regulations, enactments or rules of the stock exchange or guidelines currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time of a day and date in this Circular shall be a reference to Malaysian time of day and date, unless otherwise specified.

TABLE OF CONTENTS

	Page
LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED AMENDMENT	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED AMENDMENT	2
3. RATIONALE FOR THE PROPOSED AMENDMENT	2
4. EFFECTS OF THE PROPOSED AMENDMENT	2
5. APPROVAL REQUIRED AND THE INTERCONDITIONALITY OF THE PROPOSED AMENDMENT	2
6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM	2
7. DIRECTORS' STATEMENT AND RECOMMENDATION	3
8. EGM	3
9. FURTHER INFORMATION	3
APPENDIX	
I. FURTHER INFORMATION	4
NOTICE OF EGM	ENCLOSED
PROXY FORM	ENCLOSED



L&P GLOBAL BERHAD

(Registration No. 202101028085 (1428385-M))
(Incorporated in Malaysia under the Companies Act 2016)

Registered Office:
170-09-01, Livingston Tower
Jalan Argyll
10050 George Town
Pulau Pinang, Malaysia

1 September 2023

Board of Directors

Ooi Hooi Kiang (*Non-Independent Non-Executive Chairperson*)
Ooi Lay Pheng (*Executive Director / Chief Executive Officer*)
Ong Kah Hong (*Executive Director / Chief Operating Officer*)
Dato' Seri Lee Kah Choon (*Independent Non-Executive Director*)
Dato' Mohamed Amin Bin Mohd Kassim (*Independent Non-Executive Director*)
Phoon Yee Min (*Independent Non-Executive Director*)

To: The Shareholders of L&P Global

Dear Sir/Madam,

PROPOSED AMENDMENT

1. INTRODUCTION

On 13 June 2023, AIS had, on behalf of the Board, announced that L&P Global proposes to undertake the Proposed Transfer and Proposed Amendment.

On 16 August 2023, AIS had, on behalf of the Board, announced that the application for the Proposed Transfer has been submitted to the SC on even date.

The purpose of this circular is to provide you with the information on the Proposed Amendment and to seek your approval for the special resolution to be tabled at the forthcoming EGM for the Proposed Amendment. The Notice of EGM together with the Proxy Form are enclosed herewith in this Circular.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE SPECIAL RESOLUTION PERTAINING TO THE PROPOSED AMENDMENT TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED AMENDMENT

The Board proposes to alter and amend the following clause of the Constitution in the following manner:

Clause No.	Existing Clause	Clause No.	Amended Clause
2.1	Definition <u>Words</u> Listing Requirements	2.1	Definition <u>Words</u> Listing Requirements
	<u>Definition</u> The Listing Requirements of ACE Market of the Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.		<u>Definition</u> The Listing Requirements of Main Market of the Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.

3. RATIONALE FOR THE PROPOSED AMENDMENT

The Proposed Amendment is necessary to facilitate the implementation of the Proposed Transfer.

4. EFFECTS OF THE PROPOSED AMENDMENT

The Proposed Amendment will not have any effect on the issued share capital of the Company and substantial shareholders' shareholdings of the Company as well as the net assets, net assets per share, gearing, and earnings and earnings per share of the Group.

5. APPROVAL REQUIRED AND THE INTERCONDITIONALITY OF THE PROPOSED AMENDMENT

The Proposed Amendment is subject to the approval of the shareholders of the Company at the forthcoming EGM of the Company.

The Proposed Amendment and the Proposed Transfer are inter-conditional upon each other. Both the Proposed Transfer and the Proposed Amendment are not conditional upon any other corporate proposals undertaken or to be undertaken by L&P Global.

Barring any unforeseen circumstances and subject to the relevant approvals being obtained from the SC and Bursa Securities for the Proposed Transfer, the Proposed Amendment will take effect from the date the Company is transferred from the ACE Market to the Main Market of Bursa Securities.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED WITH THEM

None of the Directors, major shareholders, chief executive of the Company and/or persons connected with them have any interest, either direct or indirect, in the Proposed Amendment.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, after having considered all aspects of the Proposed Amendment, is of the opinion that the Proposed Amendment is in the best interests of the Company.

Accordingly, the Board recommends that you vote in favour of the special resolution pertaining to the Proposed Amendment to be tabled at the forthcoming EGM of the Company.

8. EGM

The EGM will be conducted virtually through online live streaming and online voting using Remote Participation and Electronic Voting ("**RPV**") facilities via Securities Services e-Portal ("**SSeP**") at <http://sshbs.net.my> from the broadcast venue at 2619, Lorong Perusahaan 8, Kawasan Perusahaan Perai, 13600 Perai, Penang on Monday, 25 September 2023 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolution, with or without any modifications, to give effect to the Proposed Amendment.

If you are unable to attend and vote in person at the EGM, you are requested to complete, sign and return the Proxy Form enclosed in this Circular, in accordance with the instructions printed thereon as soon as possible, in any event, so as to arrive at the Registered Office of the Company at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia or submit electronically via SSeP at <https://sshbs.net.my>, not less than forty-eight (48) hours before the time for holding the EGM or at any adjournment thereof.

The completion and lodgement of the Proxy Form will not preclude you from attending, participating, speaking and voting at the EGM should you subsequently decide to do so.

9. FURTHER INFORMATION

You are advised to refer to the attached Appendix I of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
L&P GLOBAL BERHAD

OOI HOOI KIANG
Non-Independent Non-Executive Chairperson

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

The Board has seen and approved this Circular, and they collectively and individually accept full responsibility for the accuracy of the information in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

2. DOCUMENT AVAILABLE FOR INSPECTION

The Constitution is available for inspection at the Registered Office of the Company at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia during normal office hours from Mondays to Fridays (except on public holidays) from the date of this Circular up to and including the date of the EGM.

(The rest of this page has intentionally let blank)

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of **L&P GLOBAL BERHAD** (“the Company”) will be conducted virtually through online live streaming and online voting using Remote Participation and Electronic Voting (“RPV”) facilities via Securities Services e-Portal (“SSeP”) at <http://sshsb.net.my> from the broadcast venue at 2619, Lorong Perusahaan 8, Kawasan Perusahaan Perai, 13600 Perai, Penang on Monday, 25 September 2023 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

AGENDA

SPECIAL RESOLUTION

1. **PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“PROPOSED TRANSFER”) (“PROPOSED AMENDMENT”)**

“THAT subject to the relevant approvals being obtained from the Securities Commission Malaysia and Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the Proposed Transfer, approval be and is hereby given to alter and amend the existing Clause of the Company’s Constitution in the following manner to facilitate the implementation of the Proposed Transfer with effect from the date the Company is transferred from the ACE Market to the Main Market of Bursa Securities:

Clause No.	Existing Clause	Clause No.	Amended Clause
2.1	<p>Definition</p> <p><u>Words</u> Listing Requirements</p> <p><u>Definition</u> The Listing Requirements of ACE Market of the Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.</p>	2.1	<p>Definition</p> <p><u>Words</u> Listing Requirements</p> <p><u>Definition</u> The Listing Requirements of Main Market of the Stock Exchange including any amendments to the Listing Requirements that may be made from time to time.</p>

AND THAT the Directors of the Company be authorised to assent to any modifications, variations and/or amendment as may be required by the relevant authorities and to do all such acts and things and to take all steps as may be considered necessary to give full effect to the Proposed Amendment.”

By Order of the Board

Tai Yit Chan (MAICSA 7009143 | SSM PC No. 202008001023)
 Ong Tze-En (MAICSA 7026537 | SSM PC No. 202008003397)
 Lau Yoke Leng (MAICSA 7034778 | SSM PC No. 202008003368)
 Company Secretaries

Penang, 1 September 2023

Notes:

Virtual EGM

1. The EGM of the Company will be conducted virtually through online live streaming and online voting using RPV facilities via SSeP at <http://sshsb.net.my>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPV facilities.

Appointment of Proxy

2. 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 at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia or submit electronically via SSeP at <https://sshsb.net.my>, 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).
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. 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 18 September 2023 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.



L&P GLOBAL BERHAD

Registration No. 202101028085 (1428385-M)
(Incorporated in Malaysia)

PROXY FORM

No. of Shares held	CDS Account No.

I/We _____
(Full name in Block Letters and NRIC No./Passport No./ Registration No.)

of _____ (Address) and _____ (Tel No./Email Address)

being a Member(s) of L&P Global Berhad (the "Company"), hereby appoint

Full Name (in Block Letters)	NRIC No./Passport No.	No. of Shares
Address	Email address	% of Shareholding

*and/or failing him/her

Full Name (in Block Letters)	NRIC No./Passport No.	No. of Shares
Address	Email address	% of Shareholding

or failing him/her, the CHAIRMAN OF THE MEETING as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at Extraordinary General Meeting ("EGM") of the Company, to be conducted virtually through online live streaming and online voting using Remote Participation and Electronic Voting ("RPV") facilities via Securities Services e-Portal ("SSeP") at <http://sshb.net.my> from the broadcast venue at 2619, Lorong Perusahaan 8, Kawasan Perusahaan Perai, 13600 Perai, Penang on Monday, 25 September 2023 at 10:00 a.m. or at any adjournment thereof.

Please indicate with an "X" in the appropriate space(s) provided below on how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at *his/her discretion.

SPECIAL RESOLUTION	FOR	AGAINST
PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("PROPOSED TRANSFER") ("PROPOSED AMENDMENT")		

Dated this _____ day of _____ 2023.

Signature of Shareholder(s)/ Common Seal

* Strike out whichever is not desired.

Notes:

Virtual EGM

- The EGM of the Company will be conducted virtually through online live streaming and online voting using RPV facilities via SSeP at <http://sshb.net.my>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely via the RPV facilities.

Appointment of Proxy

- 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 at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia or submit electronically via SSeP at <https://sshb.net.my>, 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).
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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 18 September 2023 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.

Personal Data Privacy

By submitting the duly executed Proxy Form, the member and his/her proxy consent to the Company and/or its agents/service providers to collect, use and disclose the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the EGM of the Company and any adjournment thereof.

1st fold here

Affix
Stamp

L&P GLOBAL BERHAD
Registration No. 202101028085 (1428385-M)
170-09-01, Livingston Tower
Jalan Argyll, 10050 George Town
Pulau Pinang, Malaysia

Then fold here

Fold this flap for sealing