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

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused Part A of this Circular/Statement prior to its issuance as Leong Hup International Berhad has been selected by Bursa Securities as one of the eligible listed issuers under the Green Lane Policy whilst Part B of this Circular/Statement is categorised under Exempt Circulars prescribed by Bursa Securities. Bursa Securities takes no responsibility for the contents of this Circular/Statement, 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/Statement.



LEONG HUP INTERNATIONAL BERHAD

Registration No. 201401022577 (1098663-D)

(Incorporated in Malaysia)

PART A

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE AND PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

PART B

STATEMENT TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

The ordinary resolutions in respect for the above proposals will be tabled at the 9th Annual General Meeting (“**AGM**”) of Leong Hup International Berhad (“**LHI**”) which will be conducted fully virtual through live streaming from the online meeting platform. The day, date, time and online meeting platform of the 9th AGM are as follows:

Day, date and time : **Friday, 2 June 2023 at 11.00 a.m.** or at any adjournment thereof
Online meeting platform : TIIH Online website at <https://tiih.online>

If you are unable to attend and vote remotely at the 9th AGM, you may complete, sign and return the proxy form in accordance with the instructions printed thereon. The completed proxy form must be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, to submit the proxy form electronically via TIIH Online at <https://tiih.online> not later than 48 hours before the time set for holding the AGM or at any adjournment thereof. Please refer to the Administrative Guide of the 9th AGM on the procedures for electronic lodgement of proxy form via TIIH Online.

Last day, date and time for lodging the proxy form : Wednesday, 31 May 2023 at 11.00 a.m.

DEFINITIONS

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

“Act”	: The Companies Act 2016, as may be amended from time to time and any enactment thereof
“AGM”	: Annual General Meeting
“ARC”	: Audit and Risk Committee of LHI
“Board”	: The Board of Directors of LHI for the time being
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	: This circular to shareholders dated 28 April 2023 in relation to the Proposals
“CMSA”	: Capital Markets and Services Act 2007, as amended, supplemented or modified from time to time
“CNL&S”	: CN Lau & Sons Sdn Bhd [Registration No. 199601012172 (384521-D)] Lau Chia Nguang and his children, Lau Joo Hwa, Lau Joo Pern and Lau Joo Kiang are directors and major shareholders of CNL&S
“CNLH”	: CN Lau Holdings Sdn Bhd [Registration No. 201801044353 (1306385-T)] Lau Chia Nguang and his children, Lau Joo Hwa, Lau Joo Pern and Lau Joo Kiang are directors and major shareholders of CNLH
“Code”	: Malaysian Code on Take-Overs and Mergers 2016 and any amendments made thereto from time to time
“CWL&S”	: CW Lau & Sons Sdn Bhd [Registration No. 199501025932 (355137-H)] Datuk Lau Joo Hong, Lau Jui Peng and Lau Joo Heng are brothers. They are directors and major shareholders of CWL&S
“Director(s)”	: Shall have the same meaning given in Section 2(1) of the CMSA and for the purpose of the Proposals, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director or chief executive of LHI, its subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements
“EGSB”	: Emerging Glory Sdn Bhd [Registration No. 201001019033 (902741-V)] CWL&S, HNL&S, TNLH, Lau Chia Nguang, Tan Sri Dato’ Lau Eng Guang and Lau Joo Han are major shareholders of EGSB Lau Chia Nguang, Tan Sri Dato’ Lau Eng Guang, Tan Sri Lau Tuang Nguang, Datuk Lau Joo Hong, Lau Joo Han and Lau Joo Keat are directors of EGSB
“EPS”	: Earnings per share
“ESOS”	: The existing employees’ share option scheme of the Company, which is effective from 11 April 2019 and expires on 10 April 2024
“FYE”	: Financial year ended

- “Grantee” : An eligible employee who has accepted an offer of Options
- “HNL&S” : HN Lau & Sons Sdn Bhd [Registration No. 199401022329 (308008-P)]
Lau Hai Nguan and his children, Lau Joo Keat, Lau Joo Ping and Lau Joo Hau are directors of HNL&S
Lau Hai Nguan’s spouse, Lai Chong Koo and their children are major shareholders of HNL&S
- “LHI” or the “Company” : Leong Hup International Berhad [Registration No. 201401022577 (1098663-D)]
- “LHI Group” or “the Group” : LHI and its subsidiaries, collectively
- “Listing Requirements” : Main Market Listing Requirements of Bursa Securities and any Practice Notes issued in relation thereto, including any amendments that may be made from time to time
- “LHM” : Leong Hup Management Sdn Bhd [Registration No. 198701005024 (163695-A)]
Shareholders of LHM
(a) Lau Chia Nguang;
(b) Goh Cha Boh @ Goh Hui Siang;
(c) Puan Sri Datin Goh Kim Kooi;
(d) Tan Sri Lau Tuang Nguang;
(e) Lai Chong Koo;
(f) Datuk Lau Joo Hong;
(g) Lau Jui Peng;
(h) Lau Joo Heng;
(i) Lau Joo Han;
(j) Lau Joo Keat;
(k) Lau Joo Ping;
(l) Lau Joo Hau; and
(m) Lau Joo Yong.
Directors of LHM
(a) Lau Chia Nguang;
(b) Tan Sri Dato’ Lau Eng Guang;
(c) Tan Sri Lau Tuang Nguang;
(d) Datuk Lau Joo Hong;
(e) Lau Joo Han;
(f) Lau Joo Keat;
(g) Lau Jui Peng (alternate director to Datuk Lau Joo Hong);
(h) Lau Joo Hwa (alternate director to Lau Chia Nguang); and
(i) Lau Joo Yong (alternate director to Tan Sri Dato’ Lau Eng Guang).
- “LPD” : 31 March 2023, being the latest practicable date prior to the issuance of this Circular/Statement
- “LTN” : LTN Resources Sdn Bhd [Registration No. 200601018656 (738409-A)]
Tan Sri Lau Tuang Nguang and his spouse, Puan Sri Wong Kee Choo and their child, Lau Wee Fong are directors and shareholders of LTN
- “Major Shareholder(s)” : A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of total shares is:

(a) 10% or more of the total number of voting shares in the Company;
or

- (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act

For the purpose of the Proposals, Major Shareholder includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Major Shareholder of LHI or any other corporation which is the Company’s subsidiary or holding company, in accordance with the definition in Chapter 10 of the Listing Requirements

“Market Day”	: A day on which Bursa Securities is open for trading in securities, which may include a Surprise Holiday
	“Surprise Holiday” means a day that is declared as a public holiday in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday at the beginning of the calendar year
“Minister”	: Minister charged with the responsibility for companies, currently the Minister of Domestic Trade and Cost of Living, Malaysia
“NA”	: Net assets attributable to ordinary equity holders of the Company
“Options”	: The right of a Grantee to subscribe for new ordinary shares in the Company at the Option Price under the ESOS
“Option Price”	: The price at which the Grantee shall be entitled to subscribe for new ordinary shares in the Company by exercising his Options
“Outstanding Options”	: 32,026,000 Options which have been granted under the ESOS and are still outstanding as at the LPD
“Person(s) Connected”	: Shall have the same meaning as in Paragraph 1.01 Chapter 1 of the Listing Requirements
“Proposals”	: Proposed Renewal of Shareholders’ Mandate and Proposed New Shareholders’ Mandate, collectively
“Proposed New Shareholders’ Mandate”	: Proposed new shareholders’ mandate for RRPTs to be entered into for the period from 2 June 2023 until the next AGM
“Proposed Renewal of Shareholders’ Mandate”	: Proposed renewal of shareholders’ mandate for LHI Group to enter into the existing RRPTs with the Related Parties for the period from 2 June 2023 until the next AGM
“Proposed Renewal of Share Buy-Back Authority”	: Proposed renewal of authority for the Company to purchase its own shares of up to ten percent (10%) of its total number of issued shares at any point in time
“Related Party(ies)”	: Directors, Major Shareholders and/or Person(s) Connected with such Directors and/or Major Shareholders
“RRPT(s)”	: Recurrent related party transactions entered into or proposed to be entered into that involve the interests, direct or indirect, of the Related Parties and which are recurrent, of a revenue or trading nature and necessary for the day-to-day operations

“RM”	: Ringgit Malaysia, the lawful currency of Malaysia
“Rules”	: Rules on Take-Overs, Mergers and Compulsory Acquisitions issued by the Securities Commission Malaysia, including any amendment thereto that may be made from time to time
“Statement”	: This statement to shareholders dated 28 April 2023 in relation to the Proposed Renewal of Share Buy-Back Authority
“Substantial Shareholder(s)”	: A person who has an interest or interests in one or more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares in the Company
“TNLH”	: TN Lau Holdings Sdn Bhd [Registration No. 201801044301 (1306333-A)] Tan Sri Lau Tuang Nguang and his son, Lau Joo Sheng are directors and shareholders of TNLH
“Transacting Party”	: A party with which LHI Group has entered, or may or intend to enter, into a RRPT under the Proposals
“Treasury Shares”	: The purchased shares which are retained by the Company and shall have the meaning given under Section 127 of the Act

Interested Directors and Major shareholders

“Datuk Lau Joo Hong”	: Director and Major Shareholder of LHI
“Lau Joo Han”	: Director and Major Shareholder of LHI

Interested Directors

“Lau Chia Nguang”	: Director of LHI
“Tan Sri Dato’ Lau Eng Guang”	: Director of LHI
“Tan Sri Lau Tuang Nguang”	: Director of LHI
“Lau Joo Keat”	: Director of LHI

Interested Major Shareholders

“Lau Jui Peng”	: Major Shareholder of LHI
“Lau Joo Heng”	: Major Shareholder of LHI

Persons Connected

“Datuk Lau Chir Nguan”	: Brother of Lau Chia Nguang, Tan Sri Dato’ Lau Eng Guang and Tan Sri Lau Tuang Nguang
“Lau Hai Nguan”	: Father of Lau Joo Keat
“Datin Heng Ah Pee”	: Mother of Datuk Lau Joo Hong, Lau Jui Peng and Lau Joo Heng
“Datin Chua Ah Nia @ Chua Kah Nui”	: Mother of Lau Joo Han

- “Goh Cha Boh @ Goh Hui Siang” : Spouse of Lau Chia Nguang
- “Puan Sri Datin Goh Kim Kooi” : Spouse of Tan Sri Dato’ Lau Eng Guang
- “Lai Chong Koo” : Mother of Lau Joo Keat
- “Puan Sri Wong Kee Choo” : Spouse of Tan Sri Lau Tuang Nguang
- “Lau Lee Eng” : Sister of Lau Chia Nguang, Tan Sri Dato’ Lau Eng Guang and Tan Sri Lau Tuang Nguang
- “Lau Joo Yong and Lau Joo Kien Brian” : Children of Tan Sri Dato’ Lau Eng Guang
- “Lau Wee Fong and Lau Joo Sheng/Daniel Lim Sin Wei” : Children /Son-in-law of Tan Sri Lau Tuang Nguang
- “Ng Soi Yong” : Spouse of Lau Lee Eng
Brother-in-law of Lau Chia Nguang, Tan Sri Dato’ Lau Eng Guang and Tan Sri Lau Tuang Nguang

All references in this Circular/Statement to “we”, “us”, “our” and “ourselves” are to LHI and, where the context requires, to LHI Group. All references to “you” in this Circular/Statement are to the shareholders of LHI.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations, unless otherwise specified.

Any reference to any enactment in this Circular/Statement is a reference to that enactment as amended or re-enacted from time to time.

Any reference to a time of day in this Circular/Statement shall be reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables included in this document between the amounts listed, actual figures and the totals thereof are due to rounding.

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PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW
SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A
REVENUE OR TRADING NATURE**



LEONG HUP INTERNATIONAL BERHAD

Registration No. 201401022577 (1098663-D)
(Incorporated in Malaysia)

Registered Office:
Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

28 April 2023

Board of Directors:

Lau Chia Nguang (Non-Independent Executive Chairman)
Tan Sri Dato' Lau Eng Guang (Non-Independent Executive Director)
Tan Sri Lau Tuang Nguang (Non-Independent Executive Director/ Group Chief Executive Officer)
Datuk Lau Joo Hong (Non-Independent Executive Director/ Group Chief Operating Officer)
Lau Joo Han (Non-Independent Executive Director)
Lau Joo Keat (Non-Independent Executive Director)
Low Han Kee (Senior Independent Non-Executive Director)
Datin Paduka Rashidah Binti Ramli (Independent Non-Executive Director)
Chu Nyet Kim (Independent Non-Executive Director)
Goh Wen Ling (Independent Non-Executive Director)
Tay Tong Poh (Independent Non-Executive Director)

To: The Shareholders of Leong Hup International Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING IN NATURE

1. INTRODUCTION

At the 8th AGM of the Company held on 17 June 2022, the Company had obtained a mandate from its shareholders to allow LHI Group to enter into RRPTs on terms that are not more favourable to the Related Parties than those generally available to the public as set out in the circular to the shareholders dated 29 April 2022. This shareholders' mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 9th AGM to be convened on 2 June 2023, unless approval for its renewal is obtained from the shareholders of the Company at the 9th AGM.

The Company had, on 18 April 2023, announced its intention to seek shareholders' approval for the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate in accordance with Paragraph 10.09 and Practice Note 12 of the Listing Requirements at the forthcoming 9th AGM of the Company.

The purpose of this Circular is to provide you with relevant information of the Proposals and to seek your approval for ordinary resolution pertaining to the Proposals to be tabled as Special Business at the forthcoming 9th AGM of the Company. The Notice of the 9th AGM and the proxy form are enclosed in the Annual Report 2022 of the Company.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDIX CONTAINED HEREIN BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING 9TH AGM.

2. DETAILS OF THE PROPOSALS

2.1. Provisions under the Listing Requirements

Paragraph 10.09(2) and Practice Note 12 of the Listing Requirements provides that a listed issuer may seek its shareholders' mandate for RRPTs subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year (based on the type of transactions, names of related parties involved in each type of transactions made and their relationship with the listed issuer) where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (c) the issuance of a circular to shareholders for the shareholders' mandate includes such information as may be prescribed by Bursa Securities;
- (d) in a meeting to obtain the shareholders' mandate, a related party with any interest, direct or indirect, must not vote on the resolution approving the RRPTs. An interested Director or interested Major Shareholder must also ensure that the Person(s) Connected with them abstain from voting on the resolution approving the RRPTs; and
- (e) to immediately announce to Bursa Securities when the actual value of RRPTs entered into by the Company, exceeds the estimated value of the RRPTs disclosed in the circular by 10% or more of the aggregate value and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

2.2. Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate

The Board proposes to seek shareholders' mandate for the RRPTs to be entered into by LHI Group from the date of the forthcoming 9th AGM until the next AGM of the Company. Such RRPTs have been/will be conducted in the ordinary course of business with the Related Parties and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

The Proposals, if approved, will take effect from the date of the passing of the proposed ordinary resolution at the forthcoming 9th AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the forthcoming 9th AGM at which such Proposals were passed, at which time it will lapse, unless by a resolution passed in a general meeting whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the mandate is revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever is the earlier.

Thereafter, approval from shareholders will be sought for the renewal of the shareholders' mandate for RRPTs at each subsequent AGM of the Company if the Directors decide that the renewal of the mandate is desirable.

2.3. Principal business activities of LHI Group

As at the LPD, the principal business activity of the Company is investment holding whilst its subsidiaries are principally involved in the integrated poultry industry, the production of feed products for livestock and consumer food products as follows:

	Name of company	Country of incorporation	Equity interest held (%)	Principal activities
	Wholly-owned subsidiaries of LHI			
1	Dragon Amity Pte Ltd	Singapore	100.00	Investment holding
2	Leong Hup Corporate Services Sdn Bhd	Malaysia	100.00	Management services provider
3	Leong Hup (Malaysia) Sdn Bhd	Malaysia	100.00	Investment holding
4	Leong Hup Myanmar Co., Ltd	Myanmar	100.00	Crop and animal production, hunting and related service activities - Dormant
5	Leong Hup (Philippines), Inc	Philippines	100.00	Raising, breeding, cross-breeding, fattening and pasturing of poultry and similar stocks
6	Leong Hup Singapore Pte Ltd	Singapore	100.00	Investment holding
7	United Global Resources Limited	Labuan, Malaysia	100.00	Investment holding
	Subsidiary of Dragon Amity Pte Ltd			
8	PT Malindo Feedmill Tbk	Indonesia	57.80	Investment holding, poultry feed industry and day-old-chick farming

	Name of company	Country of incorporation	Equity interest held (%)	Principal activities
	Subsidiaries of PT Malindo Feedmill Tbk			
9	PT Bibit Indonesia	Indonesia	57.72	Broiler grandparent stock farming
10	PT Leong Ayamsatu Primadona	Indonesia	57.77	Day-old-chick and broiler chicken farming
11	PT Malindo Food Delight	Indonesia	57.79	Processing and preserving of meat
12	PT Mitra Bebek Persada	Indonesia	57.22	Duck farming
13	PT Prima Fajar	Indonesia	57.78	Broiler chicken farming
14	PT Quality Indonesia	Indonesia	40.44	Duck farming - Dormant
	Subsidiaries of Leong Hup (Malaysia) Sdn Bhd			
15	Ayam A1 Food Corporation Sdn Bhd	Malaysia	100.00	Provision of manufacturing related services and investment holding
16	Advantage Valuations Sdn Bhd	Malaysia	51.00	Investment holding
17	Beaming Agrotrade Sdn Bhd	Malaysia	100.00	Investment holding
18	F.E. Venture Sdn Bhd	Malaysia	51.00	Trading of animal feeds and veterinary products
19	Ladang Ternakan Maju Sdn Bhd	Malaysia	100.00	Provision of farming related services and investment holding
20	Leong Hup Feedmill Sdn Bhd	Malaysia	100.00	Provision of manufacturing related services
21	Leong Hup (G.P.S.) Farm Sdn Bhd	Malaysia	100.00	Provision of farming related services and investment holding
22	Leong Hup Agrobusiness Sdn Bhd	Malaysia	100.00	Production and distribution of breeder and broiler day-old-chick, broiler chicken, animal feeds and consumer food products and operating of food, beverages and bakery retail outlets
23	Leong Hup Broiler Farm Sdn Bhd	Malaysia	100.00	Provision of farming related services and investment holding

	Name of company	Country of incorporation	Equity interest held (%)	Principal activities
24	Leong Hup Feedmill Malaysia Sdn Bhd	Malaysia	100.00	Manufacturing and marketing of animal feeds and transportation services
25	Leong Hup Poultry Farm Sdn Bhd	Malaysia	100.00	Provision of farming related services
26	Leong Hup Ruminant Farm Sdn Bhd	Malaysia	100.00	Investment holding
27	New Soon Teng Poultry Sdn Bhd	Malaysia	70.00	Poultry farming and trading of broiler chicken
28	Sri Medan Duck Farm Sdn Bhd	Malaysia	100.00	Provision of farming related services
29	The Baker's Cottage Sdn Bhd	Malaysia	100.00	Manufacturing, trading and distribution of food products
30	The Baker's Cottage Restaurant Sdn Bhd	Malaysia	100.00	Operating a restaurant dealing with food and beverage
	Subsidiary of Ayam A1 Food Corporation Sdn Bhd			
31	Ayam A1 Food Processing Sdn Bhd	Malaysia	100.00	Provision of manufacturing related services
	Subsidiary of Advantage Valuations Sdn Bhd			
32	Teo Seng Capital Berhad	Malaysia	29.02	Investment holding and provision of management services
	Subsidiaries of F.E. Venture Sdn Bhd			
33	Farm Excel Distribution Sdn Bhd	Malaysia	51.00	Distribution of pharmaceutical and veterinary products
34	Laboratorios Reveex (Asia) Sdn Bhd	Malaysia	26.01	Trading of veterinary products
	Subsidiaries of Ladang Ternakan Maju Sdn Bhd			
35	Rising Momentum Sdn Bhd	Malaysia	100.00	Rearing of broiler chicken for sales
36	Ternakan Emas Sdn Bhd	Malaysia	100.00	Raising and breeding of other poultry - Dormant
	Subsidiaries of Leong Hup Agrobusiness Sdn Bhd			
37	Exclusive Treasures Sdn Bhd	Malaysia	100.00	Rearing of broiler chicken for sales

	Name of company	Country of incorporation	Equity interest held (%)	Principal activities
38	J.B. Kim Farm Sdn Bhd	Malaysia	51.00	Rearing of broiler chicken for sales
39	Leong Hup Capital Sdn Bhd	Malaysia	100.00	Funding vehicle, investment advisory services, other financial activities except insurance/takaful and pension funding
40	Mantap Untung Sdn Bhd	Malaysia	51.00	Rearing of broiler chicken for sales - Dormant
41	Mighty Farms Sdn Bhd	Malaysia	51.00	Rearing of broiler chicken for sales
	Subsidiary of Leong Hup Broiler Farm Sdn Bhd			
42	Goldkist Breeding Farms Sdn Bhd	Malaysia	100.00	Provision of farming related services
	Subsidiaries of Leong Hup Feedmill Sdn Bhd			
43	Ideal Multifeed (Malaysia) Sdn Bhd	Malaysia	100.00	Manufacturing and marketing of animal feeds
44	Jaco Nutrimix Sdn Bhd	Malaysia	100.00	Manufacturing and marketing of feed additive premix and other related business
	Subsidiary of Leong Hup (G.P.S.) Farm Sdn Bhd			
45	Leong Hup Aquaculture Sdn Bhd	Malaysia	100.00	Sales of aquaculture produce
	Subsidiary of Leong Hup Ruminant Farm Sdn Bhd			
46	Leong Hup Agriculture (Desaru) Sdn Bhd	Malaysia	60.00	Plantation of coconut and pineapple
	Subsidiary of Sri Medan Duck Farm Sdn Bhd			
47	Prima Anjung Sdn Bhd	Malaysia	100.00	Poultry farming, sale of poultry and related products and aquaculture
	Subsidiary of Ternakan Emas Sdn Bhd			
48	Golden Egg Sdn Bhd	Malaysia	100.00	Business of breeder, hatcher and seller of day-old-chick and eggs - Dormant
	Subsidiaries of Teo Seng Capital Berhad			
49	Premium Egg Products Pte Ltd	Singapore	29.02	Wholesaler importers, exporters of eggs products

	Name of company	Country of incorporation	Equity interest held (%)	Principal activities
50	Ritma Prestasi Sdn Bhd	Malaysia	29.02	Distribution of pet food, medicine and other animal health related products
51	Success Century Sdn Bhd	Malaysia	29.02	Management and renting of properties
52	Teo Seng Farming Sdn Bhd	Malaysia	29.02	Poultry farming, investment holding, manufacturing and marketing of fertiliser and poultry related products
53	Teo Seng Feedmill Sdn Bhd	Malaysia	29.02	Manufacturing and marketing of animal feeds
54	Teo Seng Paper Products Sdn Bhd	Malaysia	29.02	Manufacturing and marketing of egg trays
55	Subsidiary of Premium Egg Products Pte Ltd BH Fresh Food Pte Ltd	Singapore	29.02	To carry on business of provide cold room services and other investment holding including renting of factory space to derive rental income
56	Subsidiary of Ritma Prestasi Sdn Bhd B-Tech Aquaculture Sdn Bhd	Malaysia	29.02	General trading and aquaculture, livestock and poultry activities - Dormant
57	Ritma Premier Pte Ltd	Singapore	29.02	Distribution of pet food, medicine and other animal health related products
58	Professional Vet Enterprise Sdn Bhd	Malaysia	29.02	Trading of veterinary and farming equipment, veterinary pharmaceuticals and biological products
59	Subsidiaries of Teo Seng Farming Sdn Bhd Great Egg Industries Sdn Bhd (under members' voluntary winding up process)	Malaysia	29.02	Manufacturing and marketing of egg related products – Dormant
60	Laskar Fertiliser Sdn Bhd	Malaysia	29.02	Management and renting of properties

	Name of company	Country of incorporation	Equity interest held (%)	Principal activities
61	Teo Seng Integrated Farming Sdn Bhd	Malaysia	29.02	Poultry farming, manufacturing and marketing of animal feed, fertilizer and related poultry products
	Subsidiaries of The Baker's Cottage Sdn Bhd			
62	Baker's Cottage Training Academy Sdn Bhd	Malaysia	100.00	Bakery, cafeteria and restaurant and retailing of confectionery food products, provision of training and consultancy services
63	Selasih Prospek Sdn Bhd	Malaysia	100.00	Bakery, cafeteria and restaurant and retailing of confectionery food products
	Subsidiaries of Leong Hup Singapore Pte Ltd			
64	Lee Say Group Pte Ltd	Singapore	100.00	Slaughtering, processing and sale of fresh and frozen poultry and investment holding
65	ES Food International Pte Ltd	Singapore	100.00	Investment holding
	Subsidiaries of Lee Say Group Pte Ltd			
66	Hup Heng Poultry Industries Pte Ltd	Singapore	67.18	Slaughtering of poultry, wholesale, processing and preserving of meat and meat product
67	Kendo Trading Pte Ltd	Singapore	51.00	Slaughtering, processing and sale of fresh and frozen poultry products
68	Lee Say Breeding Farm Sdn Bhd	Malaysia	100.00	Provision of farming related services and investment holding
69	Tasty Meat Products Pte Ltd	Singapore	80.00	Manufacturer, importers, exporters, stores and packers of processed meats
	Subsidiaries of ES Food International Pte Ltd			
70	Leong Hup Food Pte Ltd	Singapore	100.00	General importers and distributor of chickens and other meat products

	Name of company	Country of incorporation	Equity interest held (%)	Principal activities
71	Leong Hup Distribution Pte Ltd	Singapore	100.00	General trading of frozen food products and provision of warehousing activities
72	Safa Gourmet Food Pte Ltd	Singapore	100.00	Halal meat processing, manufacturing, wholesale and retail
73	Soonly Food Processing Industries Pte Ltd	Singapore	100.00	Slaughtering, processing and sale of fresh and frozen poultry
	Subsidiaries of Lee Say Breeding Farm Sdn Bhd			
74	Heng Kai Hock Farm Sdn Bhd	Malaysia	100.00	Poultry farming and related products
75	My-Kando Food Industries Sdn Bhd	Malaysia	100.00	Poultry farming, rental of chicken coops and related activities
76	Prestige Fortune Sdn Bhd	Malaysia	55.00	Poultry farming operations and the provision of consultancy services relating to poultry farming operations
	Subsidiary of Prestige Fortune Sdn Bhd			
77	Prestige Fortune (S) Pte Ltd	Singapore	55.00	Wholesale and distribution of poultry
	Subsidiary of Kendo Trading Pte Ltd			
78	Wang Xiang Shun Food Industry Pte Ltd	Singapore	26.01	Production, processing and preserving of meat and meat products
	Subsidiaries of Leong Hup (Philippines), Inc			
79	Leong Hup Foods (Philippines), Inc	Philippines	100.00	Processing, packaging and distributing all kinds of livestock products
	Subsidiaries of United Global Resources Limited			
80	Emivest Feedmill (TG) Vietnam Limited Liability Company	Vietnam	100.00	Producing animal, poultry and aquatic feed
81	Emivest Feedmill Vietnam Co., Limited	Vietnam	100.00	Operating poultry hatcheries and breeder farms and producing animal poultry feed
82	Leong Hup (Cambodia) Limited	Cambodia	100.00	Trading of animal feed

	Name of company	Country of incorporation	Equity interest held (%)	Principal activities
83	Leong Hup Feedmill Vietnam Limited Liability Company	Vietnam	100.00	Producing animal and poultry feed
	Associate company of Leong Hup Feedmill Sdn Bhd			
84	Indahgrains Logistics Sdn Bhd	Malaysia	20.00	Operating of warehouse and provision of warehouse management services
	Associate company of Leong Hup (Philippines), Inc			
85	Greatmammoth Properties, Inc	Philippines	40.00	Engaging in the business of acquiring by purchase, lease or otherwise, and to own, use, improve, manage, develop, subdivide, sell, mortgage, exchange, lease, develop and hold for agricultural, commercial, industrial, investment or other purposes

2.4. Classes of Related Parties and details of RRPTs

The details of the RRPTs entered and/or to be entered into by LHI Group with the Related Parties under the Proposals are as follows:

(i) Proposed Renewal of Shareholders' Mandate

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	2022 Shareholders' Mandate		Proposed Renewal of Shareholders' Mandate
			Estimated aggregate value as disclosed in the circular to shareholders dated 29 April 2022 (RM)	Actual aggregate value transacted from the date on which the existing mandate was obtained i.e. 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
A'Famosa Golf Resort Bhd and its subsidiaries ("A'Famosa Group")	Sale of poultry products & processed food	<u>Interested Directors⁽¹⁾</u> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang	5,000	1,330	5,000
	Purchase of goods and services including: ● admission ticket ● golf services ● hotel accommodation services ● cleaning and maintenance services		5,000	17,750	35,000

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	2022 Shareholders' Mandate		Proposed Renewal of Shareholders' Mandate
			Estimated aggregate value as disclosed in the circular to shareholders dated 29 April 2022 (RM)	Actual aggregate value transacted from the date on which the existing mandate was obtained i.e. 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
Astaka Shopping Centre (Muar) Sdn Bhd	Sale of goods including: <ul style="list-style-type: none"> • chicken • processed products • scraps Purchase of goods and services including: <ul style="list-style-type: none"> • chicken • processed products • stationery and sundries • cash vouchers and hampers • utilities fees, cleaning and washing services 	<u>Interested Major Shareholders and Directors⁽²⁾</u> <ul style="list-style-type: none"> • Datuk Lau Joo Hong • Lau Joo Han 	7,216,302	4,438,134	6,735,000
		<u>Interested Major Shareholders⁽²⁾</u> <ul style="list-style-type: none"> • Lau Jui Peng • Lau Joo Heng <u>Interested Directors⁽²⁾</u> <ul style="list-style-type: none"> • Lau Chia Nguang • Tan Sri Dato' Lau Eng Guang • Tan Sri Lau Tuang Nguang • Lau Joo Keat 	7,440,958	4,416,395	6,638,351
Amalan Tepat Sdn Bhd	Maintenance service fee expenses	<u>Interested Directors⁽³⁾</u> <ul style="list-style-type: none"> • Lau Chia Nguang • Tan Sri Dato' Lau Eng Guang • Tan Sri Lau Tuang Nguang 	3,000	78,487	60,939

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	2022 Shareholders' Mandate		Proposed Renewal of Shareholders' Mandate
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Chiap Hup Known You Agriculture Sdn Bhd	Purchase of goods and services including: <ul style="list-style-type: none"> • agriculture related product • transportation expenses • rental payable 	<u>Interested Major Shareholder and Director⁽⁴⁾</u> <ul style="list-style-type: none"> •Lau Joo Han 	108,694	52,250	107,662
Emerging Success Pte Ltd (“Emerging Success”)	Sale of goods and services including: <ul style="list-style-type: none"> • food products • management fees • rental Purchase of food products	<u>Interested Major Shareholders and Directors⁽⁵⁾</u> <ul style="list-style-type: none"> •Datuk Lau Joo Hong •Lau Joo Han 	3,523,740	7,287,916	9,984,300
		<u>Interested Major Shareholders⁽⁵⁾</u> <ul style="list-style-type: none"> •Lau Jui Peng •Lau Joo Heng <u>Interested Directors⁽⁵⁾</u> <ul style="list-style-type: none"> •Lau Chia Nguang •Tan Sri Dato’ Lau Eng Guang •Tan Sri Lau Tuang Nguang •Lau Joo Keat 	1,753,386	1,169,927	1,664,050
Goh Cha Boh @ Goh Hui Siang	Rental Payable	<u>Interested Director⁽⁶⁾</u> <ul style="list-style-type: none"> •Lau Chia Nguang 	90,000	67,500	90,000

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			Estimated aggregate value as disclosed in the circular to shareholders dated 29 April 2022 (RM)	Actual aggregate value transacted from the date on which the existing mandate was obtained i.e. 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
Hornbill Restoran & Kafe Sdn Bhd	Sale of fresh chicken & processed products	<u>Interested Directors⁽⁷⁾</u> <ul style="list-style-type: none"> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang 	30,000	24,458	28,000
Jaya Belembang Sdn Bhd	Rental Payable	<u>Interested Major Shareholders and Directors⁽⁸⁾</u> <ul style="list-style-type: none"> ●Datuk Lau Joo Hong ●Lau Joo Han <u>Interested Major Shareholders⁽⁸⁾</u> <ul style="list-style-type: none"> ●CWL&S ●Lau Joo Heng ●Lau Jui Peng <u>Interested Directors⁽⁸⁾</u> <ul style="list-style-type: none"> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang ●Lau Joo Keat 	36,000	27,000	36,000

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	2022 Shareholders' Mandate		Proposed Renewal of Shareholders' Mandate
			Estimated aggregate value as disclosed in the circular to shareholders dated 29 April 2022 (RM)	Actual aggregate value transacted from the date on which the existing mandate was obtained i.e. 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
Jordon International Food Processing Pte Ltd ("Jordon")	Sale of goods including: <ul style="list-style-type: none"> • fresh chicken • fresh duck • meat products 	<u>Interested Directors⁽⁹⁾</u> <ul style="list-style-type: none"> •Lau Chia Nguang •Tan Sri Dato' Lau Eng Guang •Tan Sri Lau Tuang Nguang •Lau Joo Keat 	14,781,647	12,551,452	16,076,266
	Purchase of goods and services including: <ul style="list-style-type: none"> • frozen foods • sundries • management service and storage expense • rental payable 		1,502,226	412,081	998,430
Kemajuan Mesju Sdn Bhd	Procurement of services including: <ul style="list-style-type: none"> • hotel accommodation services • rental payable 	<u>Interested Major Shareholders and Directors⁽¹⁰⁾</u> <ul style="list-style-type: none"> •Datuk Lau Joo Hong •Lau Joo Han <u>Interested Major Shareholders⁽¹⁰⁾</u> <ul style="list-style-type: none"> •Lau Jui Peng •Lau Joo Heng <u>Interested Directors⁽¹⁰⁾</u> <ul style="list-style-type: none"> •Lau Chia Nguang •Tan Sri Dato' Lau Eng Guang •Tan Sri Lau Tuang Nguang •Lau Joo Keat 	63,600	47,700	63,600

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	2022 Shareholders' Mandate		Proposed Renewal of Shareholders' Mandate
			Estimated aggregate value as disclosed in the circular to shareholders dated 29 April 2022 (RM)	Actual aggregate value transacted from the date on which the existing mandate was obtained i.e. 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
Lau Jui Peng	Rental payable	<u>Interested Major Shareholder⁽¹¹⁾</u> ●Lau Jui Peng	7,800	6,370	8,580
Leong Hup Corporation Sdn Bhd ("LHC")	Procurement of services including: ● rental payable ● management service and storage expenses	<u>Interested Major Shareholders and Directors⁽¹²⁾</u> ●Datuk Lau Joo Hong ●Lau Joo Han <u>Interested Major Shareholders⁽¹²⁾</u> ●Lau Jui Peng ●Lau Joo Heng <u>Interested Directors⁽¹²⁾</u> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang ●Lau Joo Keat	324,484	195,852	355,044
Leong Hup Pedagang Sayur	Purchase of vegetables	<u>Interested Director⁽¹³⁾</u> ●Lau Joo Keat	270,000	194,864	350,000

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			Estimated aggregate value as disclosed in the circular to shareholders dated 29 April 2022 (RM)	Actual aggregate value transacted from the date on which the existing mandate was obtained i.e. 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
LHM and its subsidiaries ("LHM Group")	Provision of management service income	<u>Interested Major Shareholders and Directors⁽¹⁴⁾</u> ● Datuk Lau Joo Hong ● Lau Joo Han	69,300	60,365	80,000
	Procurement of services including: ● rental payable ● utilities fees expenses ● trademark license expenses	<u>Interested Major Shareholders⁽¹⁴⁾</u> ● Lau Jui Peng ● Lau Joo Heng <u>Interested Directors⁽¹⁴⁾</u> ● Lau Chia Nguang ● Tan Sri Dato' Lau Eng Guang ● Tan Sri Lau Tuang Nguang ● Lau Joo Keat	3,475,248	3,409,824	3,716,590
LKT Success Sdn Bhd	Purchase of medical product	<u>Interested Director⁽¹⁵⁾</u> ● Tan Sri Lau Tuang Nguang	50,000	16,985	50,000
Pengangkutan Mekar Sdn Bhd	Sale of goods and services including: ● fresh chicken ● rental	<u>Interested Directors⁽¹⁶⁾</u> ● Lau Chia Nguang ● Tan Sri Dato' Lau Eng Guang ● Tan Sri Lau Tuang Nguang	24,500	18,180	24,650
	Procurement of services including transportation and related services expense		16,014,010	12,029,203	16,045,157

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	2022 Shareholders' Mandate		Proposed Renewal of Shareholders' Mandate
			Estimated aggregate value as disclosed in the circular to shareholders dated 29 April 2022 (RM)	Actual aggregate value transacted from the date on which the existing mandate was obtained i.e. 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
Peninsular Forest Management Sdn Bhd	Sale of goods including: <ul style="list-style-type: none"> • fresh chicken • veterinary products 	<u>Interested Major Shareholders and Directors⁽¹⁷⁾</u> <ul style="list-style-type: none"> • Datuk Lau Joo Hong • Lau Joo Han <u>Interested Major Shareholders⁽¹⁷⁾</u> <ul style="list-style-type: none"> • CWL&S • Lau Joo Heng • Lau Jui Peng <u>Interested Directors⁽¹⁷⁾</u> <ul style="list-style-type: none"> • Lau Chia Nguang • Tan Sri Dato' Lau Eng Guang • Tan Sri Lau Tuang Nguang • Lau Joo Keat 	35,000	0	0
Perfect Breeding And Aquatic Corporation	Sale of goods including sale of raw material and medicine	<u>Interested Major Shareholder and Director⁽¹⁸⁾</u> <ul style="list-style-type: none"> • Datuk Lau Joo Hong 	2,000,000	899,328	2,500,000
	Purchase of feed additives, chicken vaccines and antibiotics	<u>Interested Major Shareholders⁽¹⁸⁾</u> <ul style="list-style-type: none"> • Lau Jui Peng • Lau Joo Heng <u>Interested Directors⁽¹⁸⁾</u> <ul style="list-style-type: none"> • Lau Chia Nguang • Tan Sri Dato' Lau Eng Guang • Tan Sri Lau Tuang Nguang 	7,672,392	8,926,752	20,278,750

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	2022 Shareholders' Mandate		Proposed Renewal of Shareholders' Mandate
			Estimated aggregate value as disclosed in the circular to shareholders dated 29 April 2022 (RM)	Actual aggregate value transacted from the date on which the existing mandate was obtained i.e. 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
Perfect Food Solutions Pte Ltd	Sale of poultry products	<u>Interested Directors⁽¹⁹⁾</u> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang ●Lau Joo Keat	16,118,008	19,573,356	23,300,650
	Purchase of chicken		185,460	137,331	20,000
Phil Malay Poultry Breeders, Inc	Sale of goods and services including: ● hatching eggs ● livestock feed ● laboratory services income	<u>Interested Major Shareholders and Directors⁽²⁰⁾</u> ●Datuk Lau Joo Hong ●Lau Joo Han <u>Interested Major Shareholders⁽²⁰⁾</u> ●EGSB ●CWL&S ●Lau Jui Peng ●Lau Joo Heng <u>Interested Directors⁽²⁰⁾</u> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang	31,115,744	17,968,091	40,557,500
	Purchase of goods including: ● grandparent stock and day-old-chick ● veterinary products		14,754,600	7,802,098	20,278,750

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	2022 Shareholders' Mandate		Proposed Renewal of Shareholders' Mandate
			Estimated aggregate value as disclosed in the circular to shareholders dated 29 April 2022 (RM)	Actual aggregate value transacted from the date on which the existing mandate was obtained i.e. 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
Poly-Yarn Industries Sdn Bhd	Rental Income	<u>Interested Major Shareholders and Directors⁽²¹⁾</u>	7,500	5,123	5,650
	Purchase of packing material	<ul style="list-style-type: none"> ●Datuk Lau Joo Hong ●Lau Joo Han <u>Interested Major Shareholders⁽²¹⁾</u> <ul style="list-style-type: none"> ●Lau Jui Peng ●Lau Joo Heng <u>Interested Directors⁽²¹⁾</u> <ul style="list-style-type: none"> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang ●Lau Joo Keat 	13,240,210	7,004,593	9,646,829
Popular Yield Sdn Bhd	Rental income	<u>Interested Major Shareholders and Directors⁽²²⁾</u>	121,968	112,613	162,278
		<ul style="list-style-type: none"> ●Datuk Lau Joo Hong ●Lau Joo Han <u>Interested Major Shareholders⁽²²⁾</u> <ul style="list-style-type: none"> ●Lau Jui Peng ●Lau Joo Heng <u>Interested Directors⁽²²⁾</u> <ul style="list-style-type: none"> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang ●Lau Joo Keat 			

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	2022 Shareholders' Mandate		Proposed Renewal of Shareholders' Mandate
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PT Leong Hup Jayaindo	Sale of goods and services including: <ul style="list-style-type: none"> • raw material and livestock • internal audit services income 	<u>Interested Directors⁽²³⁾</u> <ul style="list-style-type: none"> •Lau Chia Nguang •Tan Sri Dato' Lau Eng Guang •Tan Sri Lau Tuang Nguang •Datuk Lau Joo Hong •Lau Joo Han •Lau Joo Keat 	93,142,272	53,850,216	86,265,168
	Purchase of raw material and livestock		113,562,052	80,765,340	127,424,590
PT Sehat Cerah Indonesia	Sale of premix and raw material	<u>Interested Directors⁽²⁴⁾</u> <ul style="list-style-type: none"> •Lau Chia Nguang •Tan Sri Dato' Lau Eng Guang •Tan Sri Lau Tuang Nguang •Datuk Lau Joo Hong •Lau Joo Han •Lau Joo Keat 	43,619,600	13,632,845	32,000,000
	Purchase of animal healthcare and premix		299,498,631	148,345,877	324,415,748
Safari Wonderland Sdn Bhd	Sale of good including sale of fresh chicken	<u>Interested Directors⁽²⁵⁾</u> <ul style="list-style-type: none"> •Lau Chia Nguang •Tan Sri Dato' Lau Eng Guang •Tan Sri Lau Tuang Nguang 	50,000	84,825	102,500

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Sri Menawan Sdn Bhd	Procurement of services including: <ul style="list-style-type: none"> • hotel accommodation services • rental payable 	<u>Interested Major Shareholders and Directors⁽²⁶⁾</u> <ul style="list-style-type: none"> • Datuk Lau Joo Hong • Lau Joo Han <u>Interested Major Shareholders⁽²⁶⁾</u> <ul style="list-style-type: none"> • Lau Joo Heng • Lau Jui Peng <u>Interested Directors⁽²⁶⁾</u> <ul style="list-style-type: none"> • Lau Chia Nguang • Tan Sri Dato' Lau Eng Guang • Tan Sri Lau Tuang Nguang • Lau Joo Keat 	653,419	614,430	750,000
Teratai Agriculture Sdn Bhd	Sale of goods including: <ul style="list-style-type: none"> • livestock feed • veterinary products • provision of laboratory services income Rental payable	<u>Interested Major Shareholders and Directors⁽²⁷⁾</u> <ul style="list-style-type: none"> • Datuk Lau Joo Hong • Lau Joo Han <u>Interested Major Shareholders⁽²⁷⁾</u> <ul style="list-style-type: none"> • Lau Joo Heng • Lau Jui Peng <u>Interested Directors⁽²⁷⁾</u> <ul style="list-style-type: none"> • Lau Chia Nguang • Tan Sri Dato' Lau Eng Guang • Tan Sri Lau Tuang Nguang • Lau Joo Keat 	156,943,827	58,239,686	143,577,000
			7,800	5,850	7,800

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Teratai Agriculture Vietnam Limited	Sale of goods including: <ul style="list-style-type: none"> • livestock feed • commercial egg • broiler chicken 	<u>Interested Major Shareholders and Directors⁽²⁸⁾</u> <ul style="list-style-type: none"> • Datuk Lau Joo Hong • Lau Joo Han <u>Interested Major Shareholders⁽²⁸⁾</u> <ul style="list-style-type: none"> • Lau Joo Heng • Lau Jui Peng 	600,000,000	367,439,142	598,410,000
Total			1,449,523,378	831,931,519	1,492,855,832

Notes:

(1) A'Famosa Group

Datuk Lau Chir Nguan is a director and shareholder of A'Famosa Golf Resort Bhd.

(2) Astaka Shopping Centre (Muar) Sdn Bhd

Astaka Shopping Centre (Muar) Sdn Bhd is a wholly-owned subsidiary of Xing Ji Food Products Sdn Bhd, which in turn is wholly-owned by LHM. Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Han and Lau Joo Ping are directors of Astaka Shopping Centre (Muar) Sdn Bhd.

(3) Amalan Tepat Sdn Bhd

Datuk Lau Chir Nguan is a director and shareholder of Amalan Tepat Sdn Bhd.

(4) Chiap Hup Known You Agriculture Sdn Bhd

Galaxy Boulevard Sdn Bhd is the ultimate holding company of Chiap Hup Known You Agriculture Sdn Bhd. Galaxy Boulevard Sdn Bhd is owned by Lau Joo Han and his spouse, Ng Swee Kheng. Lau Joo Han is a director of Chiap Hup Known You Agriculture Sdn Bhd.

(5) Emerging Success

The ultimate shareholders of Emerging Success are Lau Chia Nguang, Tan Sri Dato' Lau Eng Guang, Tan Sri Lau Tuang Nguang, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng, Lau Joo Han and HNL&S. Lau Chia Nguang and Tan Sri Dato' Lau Eng Guang are directors of Emerging Success.

(6) Goh Cha Boh @ Goh Hui Siang

Goh Cha Boh @ Goh Hui Siang, is the owner of the property.

(7) Hornbill Restoran & Kafe Sdn Bhd

Hornbill Restoran & Kafe Sdn Bhd is owned by Puan Sri Datin Goh Kim Kooi and their children, Lau Joo Yong, Lau Geok Hong and Lau Geok Jade collectively. Lau Geok Hong is a director of Hornbill Restoran & Kafe Sdn Bhd.

(8) Jaya Belembang Sdn Bhd

Jaya Belembang Sdn Bhd is owned by CWL&S, CNL&S, HNL&S, LTN, Lau Joo Han and Lau Joo Yong collectively. Lau Joo Han and Lau Joo Yong are directors of Jaya Belembang Sdn Bhd.

(9) Jordon

Jordon is a 51% owned subsidiary of Muar Regent Holdings Pte Ltd. Lau Chia Nguang, Tan Sri Dato' Lau Eng Guang, Tan Sri Lau Tuang Nguang, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng, Lau Joo Han and HNL&S collectively own the entire equity interests in Muar Regent Holdings Pte Ltd. Lau Chia Nguang is a director of Jordon and Muar Regent Holdings Pte Ltd.

(10) Kemajuan Mesju Sdn Bhd

LHC is a shareholder of Kemajuan Mesju Sdn Bhd. Lau Hai Nguan is a director of Kemajuan Mesju Sdn Bhd.

(11) Lau Jui Peng

Lau Jui Peng is the owner of the property.

(12) LHC

LHC is owned by Lau Chia Nguang, Tan Sri Dato' Lau Eng Guang, Tan Sri Lau Tuang Nguang, Lau Hai Nguan, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng and Lau Joo Han collectively. Lau Jui Peng and Lau Joo Ping are directors of LHC.

(13) Leong Hup Pedagang Sayur

Lau Joo Ping, is the sole proprietor of Leong Hup Pedagang Sayur.

(14) LHM Group

LHM is owned by Lau Chia Nguang, Tan Sri Lau Tuang Nguang, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng, Lau Joo Han, Lau Joo Keat and persons connected to them collectively.

(15) LKT Success Sdn Bhd

Lau Wee Fong and spouse, Daniel Lim Sin Wei are directors of LKT Success Sdn Bhd. They collectively owned 90% indirect equity interest in LKT Success Sdn Bhd.

(16) Pengangkutan Mekar Sdn Bhd

Tan Sri Lau Tuang Nguang is a shareholder and a director of Pengangkutan Mekar Sdn Bhd.

(17) Peninsular Forest Management Sdn Bhd

Mega Perfect Sdn Bhd (“MP”) is shareholder of Peninsular Forest Management Sdn Bhd. MP is owned by CWL&S, CNL&S, HNL&S, LTN, Puan Sri Datin Goh Kim Kooi, Lau Joo Han and Lau Joo Yong collectively. Tan Sri Dato’ Lau Eng Guang and Tan Sri Lau Tuang Nguang are directors of Peninsular Forest Management Sdn Bhd.

(18) Perfect Breeding And Aquatic Corporation

Tan Sri Lau Tuang Nguang and Lau Jui Peng are shareholders and directors of Perfect Breeding And Aquatic Corporation.

(19) Perfect Food Solutions Pte Ltd

Perfect Food Solutions Pte Ltd is a wholly-owned subsidiary of Muar Regent Holdings Pte Ltd. Lau Chia Nguang, Tan Sri Dato’ Lau Eng Guang, Tan Sri Lau Tuang Nguang, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng, Lau Joo Han and HNL&S collectively own the entire equity interests in Muar Regent Holdings Pte Ltd. Lau Chia Nguang is a director of Muar Regent Holdings Pte Ltd.

(20) Phil Malay Poultry Breeders, Inc

Estate of Dato' Lau Bong Wong, Tan Sri Lau Tuang Nguang and Lau Jui Peng collectively own the entire equity interests in Phil Malay Poultry Breeders, Inc. Tan Sri Lau Tuang Nguang and Lau Jui Peng are directors of Phil Malay Poultry Breeders, Inc. Lau Joo Han is deemed interested in Phil Malay Poultry Breeders, Inc by virtue of him being the sole beneficiary of Estate of Dato' Lau Bong Wong.

(21) Poly-Yarn Industries Sdn Bhd

Poly-Yarn Industries Sdn Bhd is a 96.32% owned by Lau Chia Nguang, Tan Sri Lau Tuang Nguang, Lau Joo Han, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng, Lau Joo Yong and Lau Joo Hau. Lau Joo Han is a director of Poly-Yarn Industries Sdn Bhd.

(22) Popular Yield Sdn Bhd

Popular Yield Sdn Bhd is owned by Lau Chia Nguang, Tan Sri Dato' Lau Eng Guang, Tan Sri Lau Tuang Nguang, Lau Hai Nguan, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng and Lau Joo Han collectively. Lau Joo Pern and Lau Joo Yong are directors of Popular Yield Sdn Bhd.

(23) PT Leong Hup Jayaindo

Emerging Success and Lau Chia Nguang collectively own the entire equity interests in PT Leong Hup Jayaindo. The ultimate shareholders of Emerging Success are Lau Chia Nguang, Tan Sri Dato' Lau Eng Guang, Tan Sri Lau Tuang Nguang, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng, Lau Joo Han and HNL&S. Tan Sri Dato' Lau Eng Guang and Lau Joo Hwa sit on the board of commissioners of PT Leong Hup Jayaindo.

(24) PT Sehat Cerah Indonesia

PT Sehat Cerah Indonesia is a subsidiary of PT Leong Hup Jayaindo which in turn is collectively owned by Emerging Success and Lau Chia Nguang.

(25) Safari Wonderland Sdn Bhd

Datuk Lau Chir Nguan is a director and shareholder of Safari Wonderland Sdn Bhd.

(26) Sri Menawan Sdn Bhd

Sri Menawan Sdn Bhd is owned by Datin Heng Ah Pee, Datin Chua Ah Nia @ Chua Kah Nui, Goh Cha Boh @ Goh Hui Siang, Puan Sri Datin Goh Kim Kooi, Lai Chong Koo and Puan Sri Wong Kee Choo collectively. Datin Heng Ah Pee, Lai Chong Koo and Puan Sri Wong Kee Choo are directors of Sri Menawan Sdn Bhd.

(27) Teratai Agriculture Sdn Bhd

Teratai Agriculture Sdn Bhd is owned by Datin Heng Ah Pee, Datin Chua Ah Nia @ Chua Kah Nui, Goh Cha Boh @ Goh Hui Siang, Puan Sri Datin Goh Kim Kooi, Lai Chong Koo and Puan Sri Wong Kee Choo collectively. Lau Joo Han and Lau Joo Ping are directors of Teratai Agriculture Sdn Bhd.

(28) Teratai Agriculture Vietnam Limited

Teratai Agriculture Vietnam Limited is a subsidiary of Joint Honest International Enterprise Limited (“**Joint Honest**”). The ultimate shareholders of Joint Honest are Datuk Lau Joo Hong and Lau Joo Han.

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(ii) Proposed New Shareholders' Mandate

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	Actual aggregate value transacted from 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
Alam Muhibah Sdn Bhd	Sale of scraps ⁽¹⁾	<u>Interested Major Shareholders and Directors⁽²⁾</u> ●Datuk Lau Joo Hong ●Lau Joo Han <u>Interested Major Shareholders⁽²⁾</u> ●CWL&S ●Lau Joo Heng ●Lau Jui Peng <u>Interested Directors⁽²⁾</u> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang ●Lau Joo Keat	2,640	5,000
Ikatan Kayangan Sdn Bhd	Sale of fresh chicken and scraps ⁽¹⁾	<u>Interested Directors⁽³⁾</u> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang ●Lau Joo Keat	7,920	15,000
LHC	Provision of IT services income ⁽¹⁾	<u>Interested Major Shareholders and Directors⁽⁴⁾</u> ●Datuk Lau Joo Hong ●Lau Joo Han <u>Interested Major Shareholders⁽⁴⁾</u> ●Lau Jui Peng ●Lau Joo Heng <u>Interested Directors⁽⁴⁾</u> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang ●Lau Joo Keat	16,909	22,545

Transacting Party	Nature of transaction in LHI Group	Names of interested Related Parties	Actual aggregate value transacted from 17 June 2022 up to the LPD (RM)	Estimated aggregate value to be transacted from the forthcoming AGM on 2 June 2023 to the next AGM (RM)
Perfect Food Solutions Pte Ltd	Contractual services expenses	<u>Interested Directors⁽⁵⁾</u> <ul style="list-style-type: none"> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang ●Lau Joo Keat 	0	130,000
Safari Bird Park & Wonderland Sdn Bhd	Sale of goods, including ⁽¹⁾ : <ul style="list-style-type: none"> ● processed and animal foods ● raw material, livestock feed, medicine and disinfectant ● fresh chicken 	<u>Interested Directors⁽⁶⁾</u> <ul style="list-style-type: none"> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang 	2,427	5,000
Safari Wonderland Sdn Bhd	Purchase of sundries and admission tickets ⁽¹⁾	<u>Interested Directors⁽⁷⁾</u> <ul style="list-style-type: none"> ●Lau Chia Nguang ●Tan Sri Dato' Lau Eng Guang ●Tan Sri Lau Tuang Nguang 	1,375	5,000
Total			31,271	182,545

Notes:

(1) These are on-going transactions during the period from 17 June 2022 up to the LPD and the aggregate value of the transactions was not more than the threshold as prescribed under Paragraph 10.09(1) of the Listing Requirements.

(2) Alam Muhibah Sdn Bhd

CWL&S, CNL&S, HNL&S, LTN, Tan Sri Dato' Lau Eng Guang, Lau Joo Han, Lau Joo Yong and persons connected to them, collectively hold the entire equity interests in Alam Muhibah Sdn Bhd. Tan Sri Dato' Lau Eng Guang and Tan Sri Lau Tuang Nguang are directors of Alam Muhibah Sdn Bhd.

(3) Ikatan Kayangan Sdn Bhd

Gabungan Mayang Plantation Sdn Bhd (“GMP”) and Tan Sri Lau Tuang Nguang are shareholders of Ikatan Kayangan Sdn Bhd. GMP is collectively owned by:

- (a) CWL&S;
- (b) CNL&S;
- (c) HNL&S;
- (d) LTN;
- (e) Ritz Valley Sdn Bhd, a company owned by Lau Ah Lek, Lau Cheh Eng, Lau Lee Eng and Lau Kiow Eng. They are the sisters of Lau Chia Nguang, Tan Sri Dato' Lau Eng Guang and Tan Sri Lau Tuang Nguang;
- (f) Datin Chua Ah Nia @ Chua Kah Nui;
- (g) Tan Sri Dato' Lau Eng Guang;
- (h) Lau Joo Han;
- (i) Lau Joo Yong;
- (j) Puan Sri Wong Kee Choo; and
- (k) Lau Joo Sheng.

Tan Sri Dato' Lau Eng Guang and Tan Sri Lau Tuang Nguang are directors of Ikatan Kayangan Sdn Bhd.

(4) LHC

LHC is owned by Lau Chia Nguang, Tan Sri Dato' Lau Eng Guang, Tan Sri Lau Tuang Nguang, Lau Hai Nguan, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng and Lau Joo Han collectively. Lau Jui Peng and Lau Joo Ping are directors of LHC.

(5) Perfect Food Solutions Pte Ltd

Perfect Food Solutions Pte Ltd is a wholly-owned subsidiary of Muar Regent Holdings Pte Ltd. Lau Chia Nguang, Tan Sri Dato' Lau Eng Guang, Tan Sri Lau Tuang Nguang, Datuk Lau Joo Hong, Lau Jui Peng, Lau Joo Heng, Lau Joo Han and HNL&S collectively own the entire equity interests in Muar Regent Holdings Pte Ltd. Lau Chia Nguang is a director of Muar Regent Holdings Pte Ltd.

(6) Safari Bird Park & Wonderland Sdn Bhd

Tan Sri Dato' Lau Eng Guang and his spouse, Puan Sri Datin Goh Kim Kooi, own the entire equity interests in Safari Bird Park & Wonderland Sdn Bhd. Tan Sri Dato' Lau Eng Guang is a director of Safari Bird Park & Wonderland Sdn Bhd.

(7) Safari Wonderland Sdn Bhd

Datuk Lau Chir Nguan is a director and shareholder of Safari Wonderland Sdn Bhd.

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2.5. Amount due and owing by the Related Parties pursuant to the RRPTs

As at 31 December 2022, there was no amount due and owing by the Related Parties to the Company that has exceeded the credit term given.

2.6. Review procedures for the RRPTs

To ensure that the RRPTs are undertaken on an arm's length basis and on normal commercial terms that are consistent with LHI Group's usual business practices and policies and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public, and are not detrimental to the interest of the minority shareholders of the Company, the ARC has been tasked with the review of related party transactions.

The Company has established the following procedures for the review of RRPT:

- (a) A list of Related Parties shall be circulated to the operating divisions and the Company's subsidiaries to notify that all RRPTs are required to be undertaken on (i) an arm's length basis and (ii) normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public;
- (b) All RRPTs entered or to be entered into will be reviewed by the ARC and reported to the Board to ensure the transactions are not more favourable to the Related Parties and are not to the detriment of the minority shareholders of the Company;
- (c) Proper records shall be maintained to record all RRPTs entered or to be entered into pursuant to the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate to ensure the accurate disclosure thereof;
- (d) The transaction prices are based on prevailing market rates or prices that are agreed upon under normal commercial terms for transactions with third parties, business practices and policies and on terms which are generally in line with industry norms;
- (e) The ARC shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor the RRPTs are complied with and the review shall be done quarterly with the review of the quarterly financial result;
- (f) Where a member of the Board or the ARC has an interest (direct or indirect) in any particular RRPT, he/she shall declare his/her interest in the RRPT and will have to refrain from deliberation and abstain from voting on the matter at the Board or ARC meetings in respect of that RRPT; and
- (g) The internal threshold approval of all RRPTs entered into by LHI Group is subject to the review by the ARC and approval by the Board regardless of the amount.

Generally, the prices and terms and conditions of the RRPTs are based on market rates and industry practices, the availability of the amount to be transacted and negotiated are on a "willing buyer-willing seller" basis, so that there is no conflict of interest. Whilst assessing a memorandum to be put up before the ARC and/or Board for approval, the ARC and/or Board may review the following documents or seek the following information from the management in order to determine if the transaction is in the ordinary course of business and whether it is at arm's length:

- (a) Nature of transaction, such as details of sales and purchase of goods, or property to be acquired/sold, or services to be rendered;
- (b) Key terms, such as price and other commercial terms and conditions stipulated under the contract of the proposed transaction, including its value and quantum;
- (c) Key covenants as per contract to be entered into for such transaction; and

- (d) Benchmarking information that may have an impact on the arm's length assessment such as:
 - (i) Management's assessment of pricing terms and business justification for the proposed transaction;
 - (ii) Comparative analysis, if any, of such other transaction entered into by LHI Group;
 - (iii) Market analysis, industry trends, financial forecast or price publication such as consumer price index, property prices, interest rate, commodity prices, whichever is relevant; and
 - (iv) Whether the transactions are in the ordinary course of business.

Wherever practical or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar product/services and/or quantities will be used as comparison, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of product/services and/or quantities. In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by LHI Group based on those offered to/by other independent third parties for the same or substantially similar type of transaction to ensure that the RRPTs are not detrimental to LHI Group.

2.7. Statement by the ARC

The ARC has seen and reviewed the procedures in Section 2.6 above and is satisfied that the processes and procedures established for RRPTs are sufficient to ensure that the RRPTs are conducted at arm's length basis, and they are fair, reasonable, and on normal commercial terms and the transaction prices are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

The ARC is of the view that LHI Group has put in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. Furthermore, the ARC shall also have the discretion to amend the procedures which are no longer appropriate or adequate, to ensure the RRPTs are, at all times, carried out on terms which are consistent with LHI Group's practices and are not detrimental to the interest of the minority shareholders of the Company. These processes and procedures are reviewed on an annual basis or whenever the need arises.

2.8. Deviation from the mandate

The actual aggregate value transacted for all the mandated RRPTs from the date on which the mandate was obtained until the LPD were below the threshold permitted by the mandate.

3. RATIONALE AND BENEFITS FOR THE PROPOSALS

The RRPTs entered or to be entered into by LHI Group are recurrent transactions of revenue or trading in nature conducted in the ordinary course of business of LHI Group and reflect the long-term commercial relationship with the Related Parties, which are likely to continue in the future on a frequent and recurrent basis from time to time.

These RRPTs may be constrained by the time-sensitive nature and confidentiality of the same, and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such RRPTs. In this regard, the Company is seeking its shareholders' approval for the mandate pursuant to Paragraph 10.09 of the Listing Requirements for the RRPTs, as described in Section 2.4 of this Circular, which have been entered or to be entered into on an arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate would eliminate the need to make announcements to Bursa Securities and/or to convene separate general meetings from time to time to seek shareholders' approval as and when the RRPTs occur. This would substantially reduce the administrative time, inconvenience and resources associated with the

convening of such meetings, without compromising the corporate objectives or adversely affecting the business opportunities available to LHI Group.

LHI Group has a long-standing business relationship with the Related Parties. The Directors are of the view that the close working relationship of LHI Group and the Related Parties has over the years benefited LHI Group's overall business and boosted business volume of LHI Group.

It should also be emphasised that the Related Parties are not under any obligation to enter into transactions with LHI Group and vice versa. Ultimately, all business transactions are entered into with the intention of profiting from market situations within normal trade practices. Therefore, external market prices and conditions are important factors that determine transaction prices between LHI Group and the Related Parties.

4. EFFECTS OF THE PROPOSALS

The Proposals are not expected to have any effect on the issued and paid-up share capital of the Company and its substantial shareholders' shareholdings and are not expected to have a material effect on the NA per share, gearing or EPS of LHI Group.

The Proposals are in relation to the transactions which are of revenue or trading nature and form part of LHI Group's day-to-day operations. As such, those transactions will contribute positively to LHI Group's financial performance and EPS.

5. APPROVALS REQUIRED

The Proposals are subject to the approval of the shareholders of LHI at the forthcoming 9th AGM.

6. INTERESTS OF DIRECTORS AND MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save as disclosed below, none of the Directors or Major Shareholders and/or Persons Connected to them have any interests, direct or indirect, in the Proposals:

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Interested Directors				
Lau Chia Nguang	-	-	58,935,607 ⁽¹⁾	1.615
Tan Sri Dato' Lau Eng Guang	52,247,007	1.431	11,439,500 ⁽²⁾	0.313
Tan Sri Lau Tuang Nguang	-	-	62,721,960 ⁽³⁾	1.718
Datuk Lau Joo Hong	27,670,543	0.758	1,927,201,000 ⁽⁴⁾	52.800
Lau Joo Han	97,099,132	2.660	1,927,201,000 ⁽⁵⁾	52.800
Lau Joo Keat	-	-	58,633,207 ⁽⁶⁾	1.606
Interested Major Shareholders				
EGSB	1,927,201,000	52.800	-	-
CWL&S	-	-	1,927,201,000 ⁽⁷⁾	52.800
Datuk Lau Joo Hong	27,670,543	0.758	1,927,201,000 ⁽⁴⁾	52.800
Lau Jui Peng	24,583,822	0.674	1,927,201,000 ⁽⁴⁾	52.800
Lau Joo Heng	24,583,822	0.674	1,927,201,000 ⁽⁴⁾	52.800
Lau Joo Han	97,099,132	2.660	1,927,201,000 ⁽⁵⁾	52.800
Persons connected to the Interested Directors and/or Major Shareholders				
CNLH	58,935,607	1.615	-	-

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
TNLH	62,721,960	1.718	-	-
HNL&S	58,633,207	1.606	-	-
Lau Joo Yong	2,554,500	0.070	-	-
Lau Joo Kien Brian	8,885,000	0.243	-	-
Lau Lee Eng	2,000	Negligible	-	-
Ng Soi Yong	4,000	Negligible	-	-

Notes:

- (1) Deemed interested by virtue of his shareholdings in CNLH pursuant to Section 8(4) of the Act.
- (2) Deemed interested by virtue of his children's shareholdings in LHI pursuant to Section 59(11)(c) of the Act.
- (3) Deemed interested by virtue of his shareholdings in TNLH pursuant to Section 8(4) of the Act.
- (4) Deemed interested by virtue of his shareholdings in EGSB through his shareholdings held in CWL&S pursuant to Section 8(4) of the Act.
- (5) Deemed interested by virtue of his shareholdings in EGSB pursuant to Section 8(4) of the Act.
- (6) Deemed interested by virtue of his shareholdings in HNL&S pursuant to Section 8(4) of the Act.
- (7) Deemed interested by virtue of its shareholdings in EGSB pursuant to Section 8(4) of the Act.

The interested Directors have abstained and will continue to abstain from all Board's deliberations and voting in respect of the Proposals. Further, they will abstain from voting in respect of their direct or indirect interests on the resolution approving the Proposals at the forthcoming 9th AGM.

In addition, the interested Major Shareholders will abstain from voting in respect of their direct or indirect shareholdings in the Company, on the resolution approving the Proposals at the forthcoming 9th AGM.

The aforesaid interested Directors and interested Major Shareholders have also undertaken and will ensure that the Persons Connected with them will abstain from voting in respect of their direct or indirect shareholdings in the Company on the resolution deliberating or approving the Proposals at the forthcoming 9th AGM.

Save as disclosed above, none of the other Directors, Major Shareholders and/or Persons Connected to them have any interest, direct or indirect, in the Proposals.

7. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposals, the Board (save for the interested Directors), is of the opinion that the Proposals are in the best interest of the Company and accordingly recommends that you vote in favour of the ordinary resolution pertaining to the Proposals to be tabled at the forthcoming 9th AGM.

8. AGM

The ordinary resolution in respect of the Proposals is set out in the Notice of the 9th AGM contained in the Annual Report 2022 of the Company. The 9th AGM of the Company will be conducted fully virtual through live streaming from the online meeting platform at <https://tjih.online> on Friday, 2 June 2023 at 11.00 a.m. or at any adjournment thereof.

If you are unable to attend and vote remotely at the 9th AGM, you may complete, sign and return the proxy form enclosed in the Annual Report 2022 of the Company, in accordance with the instructions printed thereon as soon as possible and in any event, so as to arrive at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A,

Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, to submit your proxy form electronically via TIIH Online at <https://tiih.online> not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
LEONG HUP INTERNATIONAL BERHAD
LOW HAN KEE
Senior Independent Non-Executive Director

PART B

**STATEMENT TO SHAREHOLDERS IN RELATION TO
THE PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS
OWN SHARES**



LEONG HUP INTERNATIONAL BERHAD

Registration No. 201401022577 (1098663-D)
(Incorporated in Malaysia)

Registered Office:
Unit 30-01, Level 30, Tower A
Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

28 April 2023

Board of Directors:

Lau Chia Nguang (Non-Independent Executive Chairman)
Tan Sri Dato' Lau Eng Guang (Non-Independent Executive Director)
Tan Sri Lau Tuang Nguang (Non-Independent Executive Director/ Group Chief Executive Officer)
Datuk Lau Joo Hong (Non-Independent Executive Director/ Group Chief Operating Officer)
Lau Joo Han (Non-Independent Executive Director)
Lau Joo Keat (Non-Independent Executive Director)
Low Han Kee (Senior Independent Non-Executive Director)
Datin Paduka Rashidah Binti Ramli (Independent Non-Executive Director)
Chu Nyet Kim (Independent Non-Executive Director)
Goh Wen Ling (Independent Non-Executive Director)
Tay Tong Poh (Independent Non-Executive Director)

To: The Shareholders of Leong Hup International Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

1. INTRODUCTION

At the 8th AGM of the Company held on 17 June 2022, the Company had obtained a mandate from its shareholders to allow the Company to buy back up to 10% of its total number of issued shares. The said mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming 9th AGM to be convened on 2 June 2023, unless a fresh mandate is obtained from the shareholders.

The Company had, on 18 April 2023, announced its intention to seek shareholders' approval for the proposed renewal of authority for the Company to purchase its own ordinary shares.

The purpose of this Statement is to provide you with details of the Proposed Renewal of Share Buy-Back Authority and to seek your approval for the proposed resolution to be tabled as Special Business

at the forthcoming 9th AGM of the Company. The Notice of the 9th AGM and the proxy form are enclosed in the Annual Report 2022 of the Company.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY TO BE TABLED AT THE FORTHCOMING 9TH AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board is proposing to seek its shareholders' approval for the renewal of authority for the Company to purchase its own shares of up to ten percent (10%) of its total number of issued shares at any point in time, subject to the compliance with the Act, the Listing Requirements and any prevailing laws, rules, regulations, guidelines and other requirements issued by the relevant authorities.

The approval from shareholders for the Proposed Renewal of Share Buy-Back Authority, shall be effective immediately upon the passing of the ordinary resolution on the Proposed Renewal of Share Buy-Back Authority at the forthcoming 9th AGM and will continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time the authority shall lapse unless by an ordinary resolution passed at the general meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first.

Shareholders' approval for the Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own shares on Bursa Securities. The Proposed Renewal of Share Buy-Back Authority will allow the Board to exercise the power of the Company to purchase its own shares at any time within the abovementioned time period.

3. QUANTUM

As at the LPD, the total number of shares issued by the Company is 3,650,000,000 shares. For illustration purposes, the maximum number of shares which may be purchased and/or held by the Company will not be more than 365,000,000 shares, based on the total number of issued shares as at the LPD.

The Company also has an ESOS of which any exercise of vested ESOS options by the Grantees will increase the total number of issued shares of the Company. As at the LPD, the Company has 32,026,000 Outstanding Options. Should the number of issued shares increase due to the exercise of Outstanding Options, the maximum aggregate number of shares that can be purchased by the Company is up to ten percent (10%) of the enlarged total number of issued shares at the time of purchase.

4. FUNDING

The Proposed Renewal of Share Buy-Back Authority will be funded through internally generated funds and/or bank borrowings, the proportion of which will depend on, among others, the availability of internally generated funds, the actual number of shares to be purchased and other relevant cost factors at the time of purchase(s). The actual number of shares to be purchased and/or held will also depend on the market conditions, sentiments of the stock market as well as financial resources available to the Company. In the event the purchase of shares is to be partly financed by bank borrowings, the Board will ensure that it has capability of repaying the borrowings and the repayment of borrowings will not have any material effect on the Company's cash flows. In addition, the Board will ensure that the Company satisfies the solvency test as stated under Section 112(2) of the Act before executing the Proposed Renewal of Share Buy-Back Authority.

In accordance with the Listing Requirements, the funds for the Proposed Renewal of Share Buy-Back Authority must be made wholly out of retained profits of the Company. As such, the Board proposes to allocate a maximum amount not exceeding the aggregate sum of the retained profits of the Company at the time of such purchase(s). Based on the Company's latest audited financial statements for the FYE 31 December 2022, the accumulated retained earnings of the Company were RM31,262,400. As at the date of issuance of this Statement, the unaudited retained profits of the Company as at 31 March 2023 has not been announced to Bursa Securities.

5. TREATMENT OF PURCHASED SHARES

Pursuant to Section 127(4) of the Act, the Board may, at its discretion, to deal with the purchased shares in the following manner:

- (i) cancel the shares so purchased; or
- (ii) retain the shares so purchased in treasury which is known as "treasury shares" in the Act; or
- (iii) retain a portion of the shares so purchased as treasury shares and cancel the remainder of the shares.

Accordingly, based on Section 127(7) of the Act, where such shares are held as treasury shares, the Board may, at its discretion:

- (i) distribute the treasury shares as dividends to shareholders, such dividends to be known as "share dividends";
- (ii) resell the treasury shares, or any of the treasury shares, in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the treasury shares, or any of the treasury shares, for the purpose of or under an employees' share scheme or such other purposes as allowed under the Act;
- (iv) transfer the treasury shares, or any of the treasury shares as purchase consideration;
- (v) cancel the treasury shares, or any of the treasury shares; or
- (vi) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

Upon each purchase of the shares pursuant to the Proposed Renewal of Share Buy-Back Authority, an immediate announcement will be made to Bursa Securities in respect of the intention of the Board to either retain the shares purchased as treasury shares or cancel them or a combination of both. An immediate announcement will also be made to Bursa Securities of any resale, transfer or cancellation of shares so purchased.

While the purchased shares are held as treasury shares, the right attached to them as to voting, dividends and participation in any other distributions or otherwise are suspended, and the treasury shares shall not be taken into account in calculating the number or percentage of shares or a class of shares in the Company for any purposes including substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at a meeting of the shareholders.

6. PRICING

Pursuant to the Listing Requirements, the Company may only purchase its own shares at a price which is not more than 15% above the weighted average market price of the shares for the 5 market days immediately preceding the date of any purchase(s).

In the case of a resale or transfer of the treasury shares on Bursa Securities, the Company may only resell any treasury shares at:

- (i) a price which is not less than the weighted average market price of the shares for the 5 market days immediately prior to the date of the resale or transfer; or
- (ii) a discounted price of not more than 5% to the weighted average market price for the shares for the 5 market days immediately prior to the date of the resale or transfer, provided that:
 - a. the resale or transfer takes place not earlier than 30 days from the date of the purchase; and
 - b. the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

7. PURCHASE, RESALE, TRANSFER AND CANCELLATION OF SHARES MADE IN THE PREVIOUS 12 MONTHS

The Company does not hold any treasury shares and has not purchased, resold, transferred or cancelled any of its shares during the last 12 months preceding the LPD.

8. PUBLIC SHAREHOLDING SPREAD

The Proposed Renewal of Share Buy-Back Authority will be carried out in compliance with the prevailing laws at the time of purchase including compliance with Paragraph 8.02(1) of the Listing Requirements which requires at least 25% of the total number of issued shares (excluding treasury shares) of the Company to be in the hands of public shareholders.

In this regard, the Company will ensure that prior to any share buy-back exercise, the minimum public shareholding spread of at least 25% is met and maintained. As at the LPD, the public shareholding spread of the Company was approximately 26.90%.

9. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Proposed Renewal of Share Buy-Back Authority will provide the Company with an additional option to utilise its surplus financial resources, which is not immediately required for other uses, to purchase its own shares from the open market at market prices which the Board views as favourable to help stabilise the supply and demand of shares traded on the Bursa Securities and thereby support its fundamental value.

If the purchased shares are subsequently cancelled and subsequently a lower number of shares being used for the purpose of computing EPS, all things being equal, long-term investors are expected to enjoy a corresponding increase in the value of their investments in the Company with the proportionate strengthening of the EPS and the NA per share may improve, which is in turn expected to have a positive impact on the market price of the shares.

If the purchased shares are kept as treasury shares, it will provide the Company an opportunity to resell the treasury shares at higher price in future and may potentially generate capital gains for the Company. Should the treasury shares be distributed as share dividends and/or issued under an employees' share scheme, this would serve to reward the shareholders of LHI and/or eligible employees.

10. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

10.1. Potential advantages

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (i) Allows the Company to take preventive measures against speculation, particularly when the shares are undervalued and this would, in turn, stabilise the market price of the shares and hence, enhance investors' confidence;
- (ii) Allows the Company the flexibility to achieve the desired capital structure, in terms of debt and equity composition and size of equity;
- (iii) Provides the Company with opportunities for potential gains if the purchased shares which are retained as treasury shares, are resold at a higher price than they were bought for; and
- (iv) Serves to reward the shareholders of the Company and/or eligible employees if the purchased shares which are retained as treasury shares, are distributed as share dividends to the shareholders and/or issued under an employees' share scheme.

10.2. Potential disadvantages

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its shareholders are as follows:

- (i) Temporarily reduces the financial resources of the Company, which may result in the Company foregoing feasible investment opportunities that may emerge in the future; and
- (ii) Reduces the financial resources available for distribution of dividends to shareholders in the immediate future as the funds to be allocated for the Proposed Renewal of Share Buy-Back Authority must be made wholly out of the retained profits of the Company.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority is not expected to have any material disadvantages to the Company and its shareholders, as it will be implemented only after due consideration of the financial resources of the Company and of the resultant impact to the Company and its shareholders. The Board, in exercising any decision to purchase any of the shares, will be mindful of the Company's and its shareholders' interest.

11. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

11.1. Issued share capital

The Proposed Renewal of Share Buy-Back Authority will have no effect on the number of issued share capital of LHI if the purchased shares are held as treasury shares. However, the rights attaching to the treasury shares as to voting, dividends and participation in any other distributions or otherwise are suspended, and the treasury shares shall not be taken into account in calculating the number or percentage of shares or a class of shares in the Company for any purposes including substantial shareholdings, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at a meeting of the shareholders.

The Proposed Renewal of Share Buy-Back Authority will result in a reduction of the total number of issued shares of the Company if the purchased shares are cancelled. The effects on the issued share capital of the Company assuming up to ten percent (10%) of the issued share capital are purchased and cancelled entirely, are illustrated below:-

Minimum Scenario

Assuming that no Options are exercised and converted into new shares during the implementation of the Proposed Renewal of Share Buy-Back Authority, the Proposed Renewal of Share Buy-Back Authority will have no effect on the issued share capital as the shares purchased are to be retained as treasury shares, resold or distributed to the shareholders.

Maximum Scenario

Assuming that all Options are exercised and converted into new shares during the implementation of the Proposed Renewal of Share Buy-Back Authority, the effects shall be as follows-

	<u>No. of Shares</u>
Issued share capital as at the LPD	3,650,000,000
Add: Exercise of Options	32,026,000 ⁽¹⁾
Enlarged total number of issued shares after the exercise of Options	<u>3,682,026,000</u>
Less: Maximum number of shares that may be purchased and cancelled pursuant to the Proposed Renewal of Share Buy-Back Authority ⁽²⁾	<u>(368,202,600)</u>
Resultant share capital	<u><u>3,313,823,400</u></u>

Notes:

(1) Assuming all the outstanding 32,026,000 Options as at the LPD are exercised.

(2) Assuming all shares purchased are cancelled.

11.2. NA

The effects of the Proposed Renewal of Share Buy-Back Authority on the consolidated NA of LHI Group will depend on the actual number of shares purchased, purchase price of the shares, the effective funding cost, if any, and the subsequent treatment of the shares so purchased.

The NA of LHI Group would decrease if the shares bought back are cancelled. The Proposed Renewal of Share Buy-Back Authority will reduce the consolidated NA per share if the purchase price exceeds the consolidated NA per share at the time of purchase and vice versa.

The consolidated NA of LHI Group would decrease by the cost of the treasury shares due to the requirement for treasury shares to be carried at cost and be offset against equity if the shares bought back are retained as treasury shares.

Should the shares so purchased be held as treasury shares and later resold, the consolidated NA per share of LHI Group will increase if the Company realise a gain from the resale, and vice versa. Should the treasury shares are distributed as share dividends or issued under an employees' share scheme, the NA per share of LHI Group will decrease by the cost of the treasury shares.

11.3. Earnings and EPS

The effects of the Proposed Renewal of Share Buy-Back Authority on the earnings and EPS of LHI Group will depend on the number of shares purchased, purchase price of the shares and the effective funding cost or loss of interest income to the Group, or opportunity cost in relation to other investment opportunities. Nevertheless, all things being equal, assuming the purchased shares are retained as treasury shares, the Proposed Renewal of Share Buy-Back Authority is expected to increase the EPS of LHI Group.

If the purchased shares are treated as treasury shares and subsequently resold, the extent of the effect to the earnings of LHI Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings.

If the purchased shares are cancelled, the number of shares applied in the computation of EPS will reduce and accordingly, all things being equal, the Proposed Renewal of Share Buy-Back Authority will increase the EPS of LHI Group.

11.4. Working Capital

The Proposed Renewal of Share Buy-Back Authority will reduce the working capital and cash flow of LHI Group, the quantum of which will depend on the actual purchase price of the shares and number of shares purchased and the funding cost, if any.

For shares purchased which are kept as treasury shares, upon resale of such shares, the working capital and cash flow of LHI Group will increase assuming that a gain has been realised. The quantum of the increase in the working capital will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

11.5. Dividends

The Proposed Renewal of Share Buy-Back Authority must be wholly made out of the Company's retained profits and thus, may have impact on the Company dividend rate as it will reduce the cash available for distribution of dividends to the shareholders of the Company.

Nonetheless, if the shares purchased are retained as treasury shares, the treasury shares may be distributed as dividends to the shareholders, if the Company so decides. If the shares purchased are cancelled, the Proposed Renewal of Share Buy-Back Authority will have the effect of increasing the dividend rate of the Company as a result of the reduction in the number of issued shares.

Barring any unforeseen circumstances, the Proposed Renewal of Share Buy-Back Authority is not expected to have any material impact on the policy of the Board in recommending dividends for the financial year ending 31 December 2023, which would depend on, amongst others, the profitability, cash flow position and financing requirements of the Company.

12. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

12.1. Directors' shareholdings

The effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors in LHI are illustrated as follows:-

Minimum Scenario – Assuming that no Options are exercised into new shares during the implementation of the Proposed Renewal of Share Buy-Back Authority

	As at the LPD				After the Proposed Renewal of Share Buy-Back Authority			
	Direct No. of Shares	% ⁽¹⁾	Indirect No. of Shares	% ⁽¹⁾	Direct No. of Shares	% ⁽²⁾	Indirect No. of Shares	% ⁽²⁾
Lau Chia Nguang	-	-	58,935,607 ^(a)	1.615	-	-	58,935,607 ^(a)	1.794
Tan Sri Dato' Lau Eng Guang	52,247,007	1.431	11,439,500 ^(b)	0.313	52,247,007	1.590	11,439,500 ^(b)	0.348
Tan Sri Lau Tuang Nguang	-	-	62,721,960 ^(c)	1.718	-	-	62,721,960 ^(c)	1.909
Datuk Lau Joo Hong	27,670,543	0.758	1,927,201,000 ^(d)	52.800	27,670,543	0.842	1,927,201,000 ^(d)	58.667
Lau Joo Han	97,099,132	2.660	1,927,201,000 ^(e)	52.800	97,099,132	2.956	1,927,201,000 ^(e)	58.667
Lau Joo Keat	-	-	58,633,207 ^(f)	1.606	-	-	58,633,207 ^(f)	1.785
Low Han Kee	500,000	0.014	10,000 ^(g)	Negligible	500,000	0.015	10,000 ^(g)	Negligible
Datin Paduka Rashidah Binti Ramli	500,000	0.014	-	-	500,000	0.015	-	-
Chu Nyet Kim	800,000	0.022	-	-	800,000	0.024	-	-
Goh Wen Ling	700,000	0.019	-	-	700,000	0.021	-	-
Tay Tong Poh	500,000	0.014	-	-	500,000	0.015	-	-

Notes:

- (1) Calculated based on 3,650,000,000 shares as at the LPD.
- (2) Assuming the Proposed Renewal of Share Buy-Back Authority is undertaken in full and a maximum of 365,000,000 shares are purchased from the open market, representing 10% of the total number of issued shares of LHI as at the LPD of 3,650,000,000.
 - (a) Deemed interested by virtue of his shareholdings in CNLH pursuant to Section 8(4) of the Act.
 - (b) Deemed interested by virtue of his children's shareholdings in LHI pursuant to Section 59(11)(c) of the Act.
 - (c) Deemed interested by virtue of his shareholdings in TNLH pursuant to Section 8(4) of the Act.
 - (d) Deemed interested by virtue of his shareholdings in EGSB through his shareholdings held in CWL&S pursuant to Section 8(4) of the Act.
 - (e) Deemed interested by virtue of his shareholdings in EGSB pursuant to Section 8(4) of the Act.
 - (f) Deemed interested by virtue of his shareholdings in HNL&S pursuant to Section 8(4) of the Act.
 - (g) Deemed interested by virtue of his spouse's shareholdings in LHI pursuant to Section 59(11)(c) of the Act.

Maximum Scenario – Assuming that the Outstanding Options are exercised into new shares during the implementation of the Proposed Renewal of Share Buy-Back Authority

	As at the LPD				After the full exercise of Options				After the Proposed Renewal of Share Buy-Back Authority			
	Direct No. of Shares	% ⁽¹⁾	Indirect No. of Shares	% ⁽¹⁾	Direct No. of Shares	% ⁽²⁾	Indirect No. of Shares	% ⁽²⁾	Direct No. of Shares	% ⁽³⁾	Indirect No. of Shares	% ⁽³⁾
Lau Chia Nguang	-	-	58,935,607 ^(a)	1.615	1,530,000	0.042	60,473,607 ^(a)	1.642	1,530,000	0.046	60,473,607 ^(a)	1.825
Tan Sri Dato' Lau Eng Guang	52,247,007	1.431	11,439,500 ^(b)	0.313	53,777,007	1.461	11,439,500 ^(b)	0.311	53,777,007	1.623	11,439,500 ^(b)	0.345
Tan Sri Lau Tuang Nguang	-	-	62,721,960 ^(c)	1.718	1,530,000	0.042	62,721,960 ^(c)	1.703	1,530,000	0.046	62,721,960 ^(c)	1.893
Datuk Lau Joo Hong	27,670,543	0.758	1,927,201,000 ^(d)	52.800	29,020,543	0.788	1,927,201,000 ^(d)	52.341	29,020,543	0.876	1,927,201,000 ^(d)	58.156
Lau Joo Han	97,099,132	2.660	1,927,201,000 ^(e)	52.800	98,374,132	2.672	1,927,201,000 ^(e)	52.341	98,374,132	2.969	1,927,201,000 ^(e)	58.156
Lau Joo Keat	-	-	58,633,207 ^(f)	1.606	1,275,000	0.035	58,633,207 ^(f)	1.592	1,275,000	0.038	58,633,207 ^(f)	1.769
Low Han Kee	500,000	0.014	10,000 ^(g)	Negligible	500,000	0.014	10,000 ^(g)	Negligible	500,000	0.015	10,000 ^(g)	Negligible
Datin Paduka Rashidah Binti Ramli	500,000	0.014	-	-	500,000	0.014	-	-	500,000	0.015	-	-
Chu Nyet Kim	800,000	0.022	-	-	800,000	0.022	-	-	800,000	0.024	-	-
Goh Wen Ling	700,000	0.019	-	-	700,000	0.019	-	-	700,000	0.021	-	-
Tay Tong Poh	500,000	0.014	-	-	500,000	0.014	-	-	500,000	0.015	-	-

Notes:

(1) Calculated based on 3,650,000,000 shares as at the LPD.

(2) Assuming all Outstanding Options of 32,026,000 as at LPD are exercised.

(3) Assuming all Outstanding Options are exercised and the Proposed Renewal of Share Buy-Back Authority is undertaken in full and a maximum of 368,202,600 shares are purchased from the open market, representing 10% of the total number of issued shares of LHI of 3,682,026,000.

(a) Deemed interested by virtue of his shareholdings in CNLH pursuant to Section 8(4) of the Act and deemed interested by virtue of his children's shareholdings in LHI pursuant to Section 59(11)(c) of the Act.

(b) Deemed interested by virtue of his children's shareholdings in LHI pursuant to Section 59(11)(c) of the Act.

(c) Deemed interested by virtue of his shareholdings in TNLH pursuant to Section 8(4) of the Act.

(d) Deemed interested by virtue of his shareholdings in EGSB through his shareholdings held in CWL&S pursuant to Section 8(4) of the Act.

(e) Deemed interested by virtue of his shareholdings in EGSB pursuant to Section 8(4) of the Act.

(f) Deemed interested by virtue of his shareholdings in HNL&S pursuant to Section 8(4) of the Act.

(g) Deemed interested by virtue of his spouse's shareholdings in LHI pursuant to Section 59(11)(c) of the Act.

12.2. Substantial shareholders' shareholdings

The effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Substantial Shareholders in LHI are illustrated as follows:

Minimum Scenario – Assuming that no Options are exercised into new shares during the implementation of the Proposed Renewal of Share Buy-Back Authority

	As at the LPD				After the Proposed Renewal of Share Buy-Back Authority			
	Direct No. of Shares	% ⁽¹⁾	Indirect No. of Shares	% ⁽¹⁾	Direct No. of Shares	% ⁽²⁾	Indirect No. of Shares	% ⁽²⁾
EGSB	1,927,201,000	52.800	-	-	1,927,201,000	58.667	-	-
Clarinden Investments Pte Ltd	312,368,400	8.558	-	-	312,368,400	9.509	-	-
Concordant Investments Pte Ltd	-	-	312,368,400 ^(a)	8.558	-	-	312,368,400 ^(a)	9.509
Affinity Asia Pacific Fund IV L.P.	-	-	312,368,400 ^(b)	8.558	-	-	312,368,400 ^(b)	9.509
Affinity Asia Pacific Fund IV (No. 2) L.P.	-	-	312,368,400 ^(b)	8.558	-	-	312,368,400 ^(b)	9.509
CWL&S	-	-	1,927,201,000 ^(c)	52.800	-	-	1,927,201,000 ^(c)	58.667
Datuk Lau Joo Hong	27,670,543	0.758	1,927,201,000 ^(d)	52.800	27,670,543	0.842	1,927,201,000 ^(d)	58.667
Lau Jui Peng	24,583,822	0.674	1,927,201,000 ^(d)	52.800	24,583,822	0.748	1,927,201,000 ^(d)	58.667
Lau Joo Heng	24,583,822	0.674	1,927,201,000 ^(d)	52.800	24,583,822	0.748	1,927,201,000 ^(d)	58.667
Lau Joo Han	97,099,132	2.660	1,927,201,000 ^(c)	52.800	97,099,132	2.956	1,927,201,000 ^(c)	58.667

Notes:

- (1) Calculated based on 3,650,000,000 shares as at the LPD.
- (2) Assuming the Proposed Renewal of Share Buy-Back Authority is undertaken in full and a maximum of 365,000,000 shares are purchased from the open market, representing 10% of the total number of issued shares of LHI as at the LPD of 3,650,000,000.
 - (a) Deemed interested by virtue of its shareholdings in Clarinden Investments Pte Ltd pursuant to Section 8(4) of the Act.
 - (b) Deemed interested by virtue of its shareholdings in Clarinden Investments Pte Ltd through its shareholdings held in Concordant Investments Pte Ltd pursuant to Section 8(4) of the Act.
 - (c) Deemed interested by virtue of its/his shareholdings in EGSB pursuant to Section 8(4) of the Act.
 - (d) Deemed interested by virtue of his shareholdings in EGSB through his shareholdings held in CWL&S pursuant to Section 8(4) of the Act.

Maximum Scenario – Assuming that the Outstanding Options are exercised into new shares during the implementation of the Proposed Renewal of Share Buy-Back Authority

	As at the LPD				After the full exercise of Options				After the Proposed Renewal of Share Buy-Back Authority			
	Direct No. of Shares	% ⁽¹⁾	Indirect No. of Shares	% ⁽¹⁾	Direct No. of Shares	% ⁽²⁾	Indirect No. of Shares	% ⁽²⁾	Direct No. of Shares	% ⁽³⁾	Indirect No. of Shares	% ⁽³⁾
EGSB	1,927,201,000	52.800	-	-	1,927,201,000	52.341	-	-	1,927,201,000	58.156	-	-
Clarinden Investments Pte Ltd	312,368,400	8.558	-	-	312,368,400	8.484	-	-	312,368,400	9.426	-	-
Concordant Investments Pte Ltd	-	-	312,368,400 ^(a)	8.558	-	-	312,368,400 ^(a)	8.484	-	-	312,368,400 ^(a)	9.426
Affinity Asia Pacific Fund IV L.P.	-	-	312,368,400 ^(b)	8.558	-	-	312,368,400 ^(b)	8.484	-	-	312,368,400 ^(b)	9.426
Affinity Asia Pacific Fund IV (No. 2) L.P.	-	-	312,368,400 ^(b)	8.558	-	-	312,368,400 ^(b)	8.484	-	-	312,368,400 ^(b)	9.426
CWL&S	-	-	1,927,201,000 ^(c)	52.800	-	-	1,927,201,000 ^(c)	52.341	-	-	1,927,201,000 ^(c)	58.156
Datuk Lau Joo Hong	27,670,543	0.758	1,927,201,000 ^(d)	52.800	29,020,543	0.788	1,927,201,000 ^(d)	52.341	29,020,543	0.876	1,927,201,000 ^(d)	58.156
Lau Jui Peng	24,583,822	0.674	1,927,201,000 ^(d)	52.800	25,858,822	0.702	1,927,201,000 ^(d)	52.341	25,858,822	0.780	1,927,201,000 ^(d)	58.156
Lau Joo Heng	24,583,822	0.674	1,927,201,000 ^(d)	52.800	25,783,822	0.700	1,927,201,000 ^(d)	52.341	25,783,822	0.778	1,927,201,000 ^(d)	58.156
Lau Joo Han	97,099,132	2.660	1,927,201,000 ^(c)	52.800	98,374,132	2.672	1,927,201,000 ^(c)	52.341	98,374,132	2.969	1,927,201,000 ^(c)	58.156

Notes:

- (1) Calculated based on 3,650,000,000 shares as at the LPD.
- (2) Assuming all Outstanding Options of 32,026,000 as at LPD are exercised.
- (3) Assuming all Outstanding Options are exercised and the Proposed Renewal of Share Buy-Back Authority is undertaken in full and a maximum of 368,202,600 shares are purchased from the open market, representing 10% of the total number of issued shares of LHI of 3,682,026,000.
 - (a) Deemed interested by virtue of its shareholdings in Clarinden Investments Pte Ltd pursuant to Section 8(4) of the Act.
 - (b) Deemed interested by virtue of its shareholdings in Clarinden Investments Pte Ltd through its shareholdings held in Concordant Investments Pte Ltd pursuant to Section 8(4) of the Act.
 - (c) Deemed interested by virtue of its/his shareholdings in EGSB pursuant to Section 8(4) of the Act.
 - (d) Deemed interested by virtue of his shareholdings in EGSB through his shareholdings held in CWL&S pursuant to Section 8(4) of the Act.

13. IMPLICATIONS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY RELATING TO THE CODE AND THE RULES

The Company does not intend to undertake the Proposed Renewal of Share Buy-Back Authority such that it will trigger any obligation to undertake a mandatory general offer pursuant to the Code and the Rules.

In the event the Proposed Renewal of Share Buy-Back Authority results in any parties triggering a mandatory offer obligation under the Code and the Rules, which is an action outside their direct participation, the relevant parties shall make the necessary application to the Securities Commission Malaysia for a waiver to undertake a mandatory offer pursuant to the Rules.

14. HISTORICAL SHARE PRICE

The monthly highest and lowest prices at which the shares as traded on Bursa Securities for the preceding 12 months from April 2022 up to March 2023 are as follows:-

Month and Year	Highest (RM)	Lowest (RM)
2022		
April	0.550	0.525
May	0.525	0.500
June	0.535	0.515
July	0.525	0.515
August	0.525	0.470
September	0.490	0.460
October	0.455	0.445
November	0.520	0.450
December	0.535	0.495
2023		
January	0.520	0.490
February	0.495	0.470
March	0.535	0.485

The last transacted price of the shares as at the LPD was RM 0.525.

15. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the proportionate increase in the percentage of shareholdings and/or voting rights of the Directors and substantial shareholders of the Company in their capacities as the shareholders of the Company pursuant to the Proposed Renewal of Share Buy-Back Authority, none of the Directors, Major Shareholders and/or Person(s) Connected to them, if any, have any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority.

16. APPROVALS REQUIRED

The Proposed Renewal of Share Buy-Back Authority is subject to the approval of the shareholders of LHI at the forthcoming 9th AGM.

17. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, is of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of the Company and accordingly recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 9th AGM.

18. AGM

The ordinary resolution in respect of the Proposed Renewal of Share Buy-Back Authority is set out in the Notice of the 9th AGM contained in the Annual Report 2022 of the Company. The 9th AGM of the Company will be conducted fully virtual through live streaming from the online meeting platform at <https://tjih.online> on Friday, 2 June 2023 at 11.00 a.m. or at any adjournment thereof.

If you are unable to attend and vote remotely at the 9th AGM, you may complete, sign and return the proxy form enclosed in the Annual Report 2022 of the Company, in accordance with the instructions printed thereon as soon as possible and in any event, so as to arrive at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, to submit your proxy form electronically via TIIH Online at <https://tjih.online> not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.

19. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
LEONG HUP INTERNATIONAL BERHAD
LAU CHIA NGUANG
Non-Independent Executive Chairman

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors of LHI have seen and approved this Circular/Statement and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular/Statement. Having made all reasonable enquiries, and to the best of their knowledge and belief, they confirm there are no other facts, the omission of which would make any statement in this Circular/Statement misleading.

2. MATERIAL LITIGATION

As at the LPD, LHI Group is not involved or engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, and the Directors of LHI confirm that there are no proceedings pending or threatened or any fact likely to give rise to any proceedings which might materiality and adversely affect the financial or business position of LHI Group.

3. MATERIAL CONTRACTS

Save as disclosed below, LHI Group has not entered into any material contracts, which are not in the ordinary course of business during the past 2 years preceding the date of this Circular/Statement:

(i) Issuance of Sukuk Mudharabah

- i. Subscription Agreement dated 4 June 2021 entered into between Leong Hup Capital Sdn. Bhd. ("**LHCap**"), AmInvestment Bank Berhad ("**AIBB**") and OCBC Al-Amin Bank Berhad in relation to second issuance of the Sukuk Mudharabah of RM100.0 million in nominal value on 15 June 2021 pursuant to the Sukuk Mudharabah Programme of up to RM1.0 billion in nominal value under the Shariah principle of Mudharabah ("Sukuk Mudharabah Programme").
- ii. Mudharabah Agreement dated 4 June 2021 entered into between LHCap and MTrustee Berhad ("**MTB**") in relation to second issuance of the Sukuk Mudharabah of RM100.0 million in nominal value on 15 June 2021 pursuant to the Sukuk Mudharabah Programme.
- iii. Subscription Agreement dated 5 January 2022 entered into between LHCap, AIBB, Maybank Investment Bank Berhad and Maybank Islamic Berhad in relation to third issuance of the Sukuk Mudharabah of RM100.0 million in nominal value on 10 January 2022 pursuant to the Sukuk Mudharabah Programme.
- iv. Mudharabah Agreement dated 5 January 2022 entered into between LHCap and MTB in relation to third issuance of the Sukuk Mudharabah of RM100.0 million in nominal value on 10 January 2022 pursuant to the Sukuk Mudharabah Programme.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of LHI at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia during normal business hours for the period commencing from the date of this document up to and including the date of the forthcoming 9th AGM:

- (i) the Constitution of LHI;
- (ii) the audited consolidated financial statements of LHI for the past 2 financial years ended 31 December 2021 and 31 December 2022; and
- (iii) the material contracts referred to in Section 3 of Appendix I.