

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-First (31st) Annual General Meeting (“AGM”) of the Company will be held at Classic 1, Ballroom, Classic Hotel, No. 69, Jalan Ali, 84000 Muar, Johor Darul Takzim on Thursday, 12 June 2025, at 11.00 a.m. for the transaction of the following businesses: -

AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon.
2. To re-elect the following Directors who retire in accordance with Clause 149 of the Company's Constitution:
 - (1) Mr. Chua Lee Seng **Ordinary Resolution 1**
 - (2) Mr. Chik Chan Chee @ Cheok Chan Chee **Ordinary Resolution 2**
 - (3) Mr. Lee Min On **Ordinary Resolution 3**
3. To approve the following payments:
 - a) Directors' fees of up to RM140,000 in aggregate to the Directors of the Company for the financial year ending 31 December 2025; and **Ordinary Resolution 4**
 - b) Directors' benefits of up to RM390,000 in aggregate to the Independent Non-Executive Directors of the Company during the course of the period from 13 June 2025 until the next Annual General Meeting of the Company. **Ordinary Resolution 5**
4. To re-appoint Messrs. Peter Chong & Co PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 6**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without any modification:

5. **Authority for Directors to allot and issue shares and Waiver of Pre-Emptive Rights over shares pursuant to the Companies Act 2016 (“the Act”)** **Ordinary Resolution 7**

“THAT pursuant to Sections 75 and 76 of the Act and subject always to the approval of the relevant authorities (where applicable), the Directors of the Company be hereby empowered to allot and issue shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company (excluding treasury shares, if any) for the time being (“General Mandate”);

AND THAT approval be hereby given for the pre-emptive rights of the shareholders of the Company under Section 85 of the Act read together with Clause 5 of the Constitution, over all the new shares to be issued pursuant to and/or arising from the General Mandate ranking equally to the existing issued shares, being in proportion as nearly as the circumstances admit, to the amount of the existing shares held by the shareholders of the Company as at the date of issuance and allotment of such new shares (“Pre-emptive Rights”), be irrevocably and unconditionally waived (“Waiver of Pre-emptive Rights”);

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

AND THAT the Company be hereby exempted from the obligation to offer such new shares to be issued and allotted pursuant to the General Mandate to the shareholders of the Company in accordance with the Pre-emptive Rights;

AND THAT the Directors and/or the Company Secretary be hereby authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the Waiver of Pre-emptive Rights for and on behalf of the Company;

AND FURTHER THAT the Directors be hereby empowered to obtain the approval for the listing of, and quotation for, the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM."

6. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature ("RRPT") Ordinary Resolution 8

"THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements ("Listing Requirements") of Bursa Securities, approval be hereby given to the Company and its subsidiaries ("LHIB Group") to enter into, and to give effect to, specified RRPT and with specified classes of the Related Parties as stated in Section 2.3 of the Circular to Shareholders dated 29 April 2025, which are necessary for the day-to-day operations, to be entered into by LHIB Group on the basis that these transactions are to be entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company (hereinafter collectively referred to as the "Proposed Shareholders' Mandate");

THAT the Proposed Shareholders' Mandate is subject to annual renewal. In this respect, any authority conferred by the Proposed Shareholders' Mandate shall only continue to be in force until:

- a) the conclusion of the next AGM following the general meeting at which time the Proposed Shareholders' Mandate has been passed, at which time they will lapse, unless by a resolution passed at the said meeting, the authority is renewed; or
- b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is the earlier;

AND FURTHER THAT the Directors of the Company and/or any of them be hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate."

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

7. Continuing in Office as Independent Non-Executive Directors

- a) THAT authority be hereby given to Mr. Chan Wah Chong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of nearly twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until 11 September 2025, being the expiry of the twelfth years from the date of his appointment. **Ordinary Resolution 9**
- b) THAT authority be hereby given to Dato' (Dr) Mustapha Bin Abd Hamid, who has served as an Independent Non-Executive Director of the Company for a cumulative term of nearly nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company. **Ordinary Resolution 10**

8. To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

Pang Kah Man

SSM PC No.: 202008000183

MIA No.: 18831

Company Secretary

Muar, Johor Darul Takzim

29 April 2025

Notes:

- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.*
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at No. 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, 84000 Muar, Johor Darul Takzim not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 31st AGM to vote by way of poll.*
- In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).*
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.*
- If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.*
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.*
- Only depositors whose names appear in the Register of Depositors as at 5 June 2025 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 31st AGM.*

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Explanatory Notes to the Agenda

8. Item No. 1 of the Agenda

Audited Financial Statements

This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

9. Item No. 2 of the Agenda

Re-election of Retiring Directors

The Nomination Committee ("NC") had in April 2025 assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria which were approved by the Board.

Based on this annual assessment conducted, the NC was of the view that the existing Board and each of its members has the requisite competence and capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the Group in terms of time and participation at meetings during the year under review. Each of these retiring Directors has confirmed to the Board that they do not have any conflict of interest with any of the companies in the Group which may affect his ability to act in the best interest of the Company, save for Mr. Chua Lee Seng who is deemed the interested party in the Proposed Shareholders' Mandate as set out under the proposed Ordinary Resolution 8 of the 31st AGM.

Accordingly, the NC (with the exception of the Directors who abstained in respect of their individual retirement) recommended to the Board the re-election of the retiring Directors, namely Mr. Chua Lee Seng, Mr. Chik Chan Chee @ Cheok Chan Chee and Mr. Lee Min On at the 31st AGM. Based on the recommendation of the NC, the Board (with the exception of the Directors who abstained in respect of their individual re-election) supports the re-election of the retiring Directors at the 31st AGM.

The profile of the Directors standing for re-election is set out in the Profile of Directors in the 2024 Annual Report.

10. Item No. 3 of the Agenda

Approval of Directors' fees and benefits

The Company pays Directors' fees and benefits to the Independent Non-Executive Directors ("INEDs") and Directors' fees to the Executive Directors. Other than fees, the Executive Directors are also remunerated by way of salary, benefits and other emoluments by virtue of their contract of service or employment which do not require approval by the shareholders of the Company.

The benefits payable to the INEDs of the Company include fixed allowance and travelling allowance, notably:

- a) *Fixed allowance ranging from RM4,500 to RM5,500 (from 13 June 2024 to 12 June 2025: RM5,175) per month for each INED; and*
- b) *Travelling allowance ranging from RM400 to RM900 (from 13 June 2024 to 12 June 2025: RM400 to RM900) per meeting for each INED.*

The Board recommends that the shareholders to approve a maximum aggregate amount of RM140,000 for the payment of Directors' fees to all the Directors of the Company for the financial year ending 31 December 2025 payable monthly in arrears after each month of completed service of the Directors.

The Board also recommends that the shareholders to approve a maximum aggregate amount of RM390,000 for the payment of benefits to the INEDs of the Company during the course of the period from 13 June 2025 payable monthly in arrears after each month of completed service of the Directors until the next AGM.

In the event the Directors' fees and benefits proposed are insufficient (e.g., due to more meetings being held), approval will be sought at the next AGM for additional fees to meet the shortfall before payment is made.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Explanatory Notes to the Agenda (Cont'd)

11. Item No. 5 of the Agenda

Authority for Directors to allot and issue shares and Waiver of Pre-Emptive Rights over shares pursuant to the Act

The proposed Ordinary Resolution 7 is for the purpose of granting a fresh general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM. The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities, including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s).

Pursuant to Section 85(1) of the Act and Clause 5 of the Company's Constitution, the existing shareholders of the Company have pre-emptive rights to be offered any new shares which will rank equally to the existing shares issued by the Company. In order for the Board to issue any new shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 7, if passed, will exclude the pre-emptive rights over all new shares, options over or grant of new shares in the Company and/or any new shares to be issued pursuant to such options or grants under the General Mandate.

12. Item No. 6 of the Agenda

Proposed Renewal of Existing Shareholders' Mandate for RRPT

The proposed Ordinary Resolution 8, if passed, will authorise the LHIB Group to enter into RRPT which are necessary for the LHIB Group's day-to-day operations with the respective specified classes of the Related Parties, subject to the transactions being entered into on terms which are not more favourable to the Related Parties involved than generally available to the public and are not detrimental to the minority shareholders of the Company. Further details are set out in the Circular to Shareholders dated 29 April 2025.

13. Item No. 7 of the Agenda

Continuing in Office as Independent Non-Executive Directors

The proposed Ordinary Resolutions 9 & 10 relate to the approval by shareholders for Mr. Chan Wah Chong and Dato' (Dr) Mustapha Bin Abd Hamid to continue in office as Independent Non-Executive Directors. The Board has assessed the independence of Mr. Chan Wah Chong and Dato' (Dr) Mustapha Bin Abd Hamid who have served as Independent Non-Executive Director of the Company for a cumulative term of nearly twelve (12) years and nine (9) years respectively at the conclusion of the 31st AGM. The Board is satisfied that they have met the independence guidelines as set out in Chapter 1 of the Listing Requirements. The length of their services do not interfere with their ability and exercise of independent judgement as Independent Directors.

Therefore, the Board (with the exception of the Directors who abstained in respect of their individual retention) has recommended that the approval of the shareholders be sought through a two-tier voting process for the continuing of office of Mr. Chan Wah Chong and Dato' (Dr) Mustapha Bin Abd Hamid as Independent Non-Executive Directors of the Company until 11 September 2025, being the expiry of the twelfth years from the date of appointment and the conclusion of the next Annual General Meeting of the Company respectively.

14. Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 31st AGM and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 31st AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 31st AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

ADMINISTRATIVE GUIDE

FOR THE 31ST ANNUAL GENERAL MEETING (“31ST AGM”)

Day & Date	: Thursday, 12 June 2025
Time	: 11:00 a.m.
Venue	: Classic 1, Ballroom, Classic Hotel, No. 69, Jalan Ali, 84000 Muar, Johor.

MEMBERS ENTITLED TO PARTICIPATE IN THE 31ST AGM

Only a depositor whose name appears on the Record of Depositors as at 5 June 2025 shall be entitled to participate or appoint a proxy to participate, speak and/or vote on his/her behalf.

APPOINTMENT OF PROXY OR CORPORATE REPRESENTATIVE

A member shall not be entitled to appoint more than two (2) proxies to participate the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

The instrument appointing a proxy must be deposited physically or by electronic means in the following manner, not less than twenty-four (24) hours before the time appointed for holding the AGM or any adjournment thereof:

- a) In hard copy form
The proxy form must be deposited at the Company’s Registered Office, 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, Sungai Abong, 84000 Muar, Johor.
- b) By electronic means
The proxy form can be electronically lodged with the Company at support@digerati.com.my.
- c) Through meeting platform
E-proxy form can be submitted at <https://liihen-agm.digerati.com.my> provided by Digerati Technologies Sdn. Bhd. in Malaysia (Domain Registration No. D1A119533). Scan the QR code below to access the meeting platform.



ADMINISTRATIVE GUIDE (CONT'D) FOR THE 31ST ANNUAL GENERAL MEETING ("31ST AGM")

PROCEDURE FOR PHYSICAL PARTICIPATION

Members (shareholders, proxies, and corporate representatives) who will be attending the AGM physically shall take notes of below procedures:

Action	Procedure
Registration	<ul style="list-style-type: none">• Registration will start at 10.00 a.m. at the venue.• Present your original identity document at the registration counter for verification. Collect your identity document after registration.• Complete and sign the Attendance List.• Collect your identification wristband. Please note that if your wristband is lost, you will not be allowed to enter the meeting venue.
E-Polling	<ul style="list-style-type: none">• Scan the QR code provided using personal electronic devices with internet connection.• Enter login credentials to access the E-Poll form and cast your votes. The last submitted form will be recorded.• Submit your vote within a specified period once the Chairman announces that the voting is open.• Voting will close upon the expiry of the voting period.
Helpdesk	<ul style="list-style-type: none">• Proceed to the Helpdesk for any clarification or difficulties encountered.• Revocation of proxy appointment will be handled by helpdesk.

NO RECORDING OR PHOTOGRAPHY

Please note that recording or photography of the 31st AGM proceedings is strictly prohibited.

ENQUIRY

If you have any enquiry regarding meeting registration, system access, please contact Technical Support:

Digerati Technologies Sdn. Bhd.

Tel No. : +6011-6338 8316

Email : support@digerati.com.my

OR

If you have any enquiry regarding share and proxy related matters, please contact Share Registrar:

Plantation Agencies Sdn. Berhad

[195501000033(2603-D)]

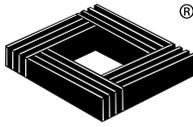
3rd Floor No. 2 Lebuhr Pantai

10300 George Town, Penang

Tel No. : +604 2625333

Fax : +604 2622018

Email : sharereg@plantationagencies.com.my



LII HEN INDUSTRIES BHD
(199401015681/301361-U)

FORM OF PROXY

I/We _____ (full name in block letters)

NRIC No./Passport No./Company No. _____

of _____
_____ (full address)

being member of **LII HEN INDUSTRIES BHD**. ("Company"), hereby appoint the following person(s) as my/our proxy:

Name of proxy & NRIC No. / Passport No.	Contact No.	Email address	No. of ordinary shares represented by proxy	Percentage of shareholding
1.				
2.				
Total				100%

or failing him/her, the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the Thirty-First (31st) Annual General Meeting ("AGM") of the Company to be held at Classic 1, Ballroom, Classic Hotel, No. 69, Jalan Ali, 84000 Muar, Johor Darul Takzim on Thursday, 12 June 2025, at 11.00 a.m. and at every adjournment thereof, and to vote as indicated below:-

No.	Ordinary Resolutions	For	Against
1.	Re-election of Mr. Chua Lee Seng as Director		
2.	Re-election of Mr. Chik Chan Chee @ Cheok Chan Chee as Director		
3.	Re-election of Mr. Lee Min On as Director		
4.	Approval of Directors' fees for the financial year ending 31 December 2025		
5.	Approval of benefits payable to Non-Executive Directors		
6.	Re-appointment of Messrs. Peter Chong & Co PLT as Auditors		
7.	Authority to Issue Shares and Waiver of Pre-Emptive Rights over Shares		
8.	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of Revenue or Trading Nature		
9.	Retention of Mr. Chan Wah Chong as Independent Non-Executive Director		
10.	Retention of Dato' (Dr) Mustapha Bin Abd Hamid as Independent Non-Executive Director		

Please indicate with an [✓] or [X] on how you wish your votes to be cast. (Unless otherwise instructed, the proxy may vote as he/she thinks fit). If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

CDS Account No.	
Number of Shares Held	

Dated this _____ day of _____, 2025

Signature of Shareholder(s) or Common Seal

Fold this flap for sealing

Notes:

1. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016 ("the Act"). There shall be no restriction as to the qualification of the proxy.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at No. 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, 84000 Muar, Johor Darul Takzim not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 31st AGM to vote by way of poll.
3. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
5. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
6. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.
7. Only depositors whose names appear in the Register of Depositors as at 5 June 2025 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 31st AGM.
8. By submitting the duly executed form of proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the 31st AGM and any adjournment thereof.

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AFFIX
STAMP

LII HEN INDUSTRIES BHD.

Company No.: 199401015681 (301361-U)

No. 2 (1st Floor), Jalan Marin,
Taman Marin, Jalan Haji Abdullah,
Sungai Abong,
84000 Muar,
Johor Darul Takzim.

1st fold here