

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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



LEON FUAT BERHAD

Registration No. 200601036648 (756407-D)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE
FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE
OR TRADING NATURE**

The resolution in respect of the above proposal will be tabled at the 16th Annual General Meeting ("AGM") of Leon Fuat Berhad ("Company") to be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 23 May 2023 at 2.30 p.m..

As a shareholder of the Company, you are entitled to attend and vote at the AGM. If you are unable to attend the AGM in person, you may appoint a proxy or proxies to attend and vote on your behalf by completing the Proxy Form and deposit at the registered office of the Company at Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. The lodging of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last date and time for lodging the Proxy Form is 21 May 2023 at 2.30 p.m..

This Circular is dated 28 April 2023

DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following definitions shall apply:

- | | |
|-------------------------------------|---|
| Act | - The Companies Act 2016, as amended from time to time and any re-enactment thereof |
| AGM | - Annual General Meeting |
| Audit Committee | - Audit Committee of Leon Fuat |
| Board | - Board of Directors for the time being of Leon Fuat |
| Bursa Securities | - Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] |
| Circular | - This circular to shareholders dated 28 April 2023 |
| Director(s) | - The Directors for the time being of Leon Fuat and 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 of Leon Fuat, its subsidiary or holding company or a chief executive of Leon Fuat, its subsidiary or holding company |
| Leon Fuat or the Company | - Leon Fuat Berhad [Registration No. 200601036648 (756407-D)] |
| Leon Fuat Group or the Group | - Leon Fuat and its subsidiaries collectively |
| LF Hardware | - Leon Fuat Hardware Sdn Bhd [Registration No. 198201002554 (82300-H)] |
| LF Holdings | - Leon Fuat Holdings Sdn Bhd [Registration No. 198501013532 (145988-P)] |
| LFIP | - Leon Fuat Industrial Products Sdn Bhd [Registration No. 201601027592 (1198531-X)] |
| LF Metal | - Leon Fuat Metal Sdn Bhd [Registration No. 198301003631 (98815-D)] |
| Listing Requirements | - Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof |
| Major Shareholder(s) | - means a person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those 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. |

This 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 Leon Fuat or any other corporation which is its subsidiary or holding company. For the purpose herein, “interest in shares” has the meaning given in Section 8 of the Act.

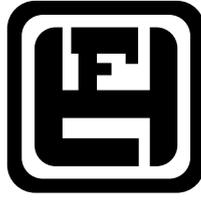
DEFINITIONS (cont'd)

- Overum** - Overum Wear Parts (Far East) Pte Ltd (Registration No. 198300603H)
- Person Connected** - In relation to a Director or a Major Shareholder, means a person who is:
- i. a family member of the Director or Major Shareholder;
 - ii. a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder is the sole beneficiary;
 - iii. a partner of the Director or Major Shareholder;
 - iv. a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - v. a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - vi. a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - vii. a body corporate which is a related corporation of the Director or Major Shareholder.
- PSP** - PCM Steel Processing Sdn Bhd [Registration No. 199501005918 (335115-H)]
- Proposed Renewal of RRPT Mandate** - Proposed renewal of the existing shareholders' mandate for Leon Fuat Group to enter into RRPT
- Recurrent Related Party Transaction or RRPT** - Recurrent Related party transactions of a revenue and/or trading nature which are necessary for its day-to-day operations and are in the ordinary course of business of the Leon Fuat Group involving the interest, direct or indirect, of the Related Party(ies)
- Related Party(ies)** - A Director, Major Shareholder or person connected with such Director or Major Shareholder
- Supreme Steelmakers** - Supreme Steelmakers Sdn Bhd [Registration No. 199101000112 (210422-M)]

TABLE OF CONTENTS

**LETTER FROM THE BOARD TO THE SHAREHOLDERS OF LEON FUAT IN RELATION TO
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE; AND**

	PAGE
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED RENEWAL OF RRPT MANDATE	2
2.1 VALIDITY OF THE PROPOSED RENEWAL OF RRPT MANDATE	2
2.2 DISCLOSURE IN ANNUAL REPORT	3
2.3 PRINCIPAL ACTIVITIES OF LEON FUAT GROUP	3
2.4 CLASS OF RELATED PARTIES	3
2.5 NATURE OF RRPT	5
2.6 RATIONALE FOR AND BENEFITS OF THE RRPT	8
2.7 GUIDELINES AND REVIEW PROCEDURES	9
2.8 AMOUNT DUE AND OWING BY RELATED PARTIES	10
3. STATEMENT BY THE AUDIT COMMITTEE	11
4. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF RRPT MANDATE	11
5. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	11
6. DIRECTORS' RECOMMENDATION	12
7. APPROVALS REQUIRED	12
8. ANNUAL GENERAL MEETING	12
9. FURTHER INFORMATION	12
APPENDIX I – FURTHER INFORMATION	13



LEON FUAT BERHAD
Registration No. 200601036648 (756407-D)
(Incorporated in Malaysia)

Registered Office:
Lot 5, Level 10
Menara Great Eastern 2
No. 50, Jalan Ampang
50450 Kuala Lumpur

28 April 2023

Board of Directors:

Dato' Lim Cheng Poh (Independent Non-Executive Chairman)
Dato' Sri Ooi Bin Keong (Executive Deputy Chairman)
Ooi Seng Khong (Group Managing Director)
Ooi Kong Tiong (Executive Director)
Ng Kok Teong (Executive Director)
Ooi Shang How (Executive Director)
Chan Kee Loin (Senior Independent Non-Executive Director)
Tan Did Heng (Independent Non-Executive Director)
Tan Sack Sen (Independent Non-Executive Director)

To: The Shareholders of Leon Fuat Berhad

Dear Sir/Madam

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

1. INTRODUCTION

The Company had at its 15th AGM held on 28 June 2022 obtained shareholders' mandate for the Company and its subsidiaries to enter into RRPT. The authority conferred by the shareholders' mandate shall in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM unless authority for its renewal is obtained from the shareholders of the Company at the AGM.

On 10 April 2023, the Company announced that it proposes to seek shareholders' approval for the Proposed Renewal of RRPT Mandate at the forthcoming AGM.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of RRPT Mandate, to set out the view of your Board and to seek your approval on the ordinary resolution pertaining to the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming AGM.

You are advised to read this Circular before voting on the ordinary resolution to give effect to the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF RRPT MANDATE

The Company proposes to seek shareholders' approval for the Proposed Renewal of RRPT Mandate for Leon Fuat Group to enter into RRPT which are necessary for the day-to-day operations of the Group and are based on terms not more favourable to the Related Party(ies) than those generally available to the public and not detrimental to the minority shareholders.

Pursuant to Paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders for recurrent related party transactions 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 shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (c) the listed issuer's circular to shareholders in relation to the shareholder mandate shall include the information set out in Annexure PN12-A of Practice Note 12 of the Listing Requirements;
- (d) in a meeting to obtain shareholder mandate, the interested directors, interested major shareholders or interested persons connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) the listed issuer immediately announces to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer, exceeds the estimated value of the recurrent related party transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.1 Validity of the Proposed Renewal of RRPT Mandate

The authority to be conferred by the Proposed Renewal of RRPT Mandate will take effect from the passing of the ordinary resolution proposed at the forthcoming AGM and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM, at which time it will lapse, unless by a resolution passed at the AGM, the authority is renewed; or
- (b) the expiration of the period within which the next AGM 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) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier.

2.2 Disclosure in Annual Report

Disclosure will be made in the Annual Report of the Company of the breakdown of the aggregate value of RRPT entered pursuant to the Proposed Renewal of RRPT Mandate during the financial year, based on the following information:

- (a) the types of RRPT made; and
- (b) the names of the Related Parties involved in each type of the RRPT made and their relationship with the Group.

2.3 Principal Activities of Leon Fuat Group

The principal activity of Leon Fuat is investment holding and the provision of management services. The subsidiary companies and their principal activities are as follows:

Name of Company	Equity Interest (%)	Principal Activities
LF Metal	100	Trading, processing and/or manufacturing of steel and other related products
LF Hardware	100	Trading and processing of steel products
Supreme Steelmakers	100	Trading and processing of stainless steel and other steel products
Overum	100	Trading and processing of steel products
LFIP*	100	Manufacturing, trading and processing of steel products
PSP*	87	Slitting and processing of metal coil and sheets

*Subsidiaries of LF Metal

2.4 Class of Related Parties

The Proposed Renewal of RRPT Mandate will apply to transactions with the following classes of Related Parties:

<u>Family Relationship</u>
1 Dato' Sri Ooi Bin Keong ("OBK"), Ooi Kong Tiong ("OKT"), Ng Lam Keong ("NLK"), Ooi Seng Khong ("OSK") and Ooi Pek Kuan ("OPK") are siblings.
2 OBK is the father of Ooi Shang How ("OSH") and Ooi Shang Yao ("OSY").
3 Ong Mung Hsia ("OMH") is the mother of Ng Kok Teong ("NKT"), Ng Kok Wee ("NKW") and Ng Bee Fong ("NBF").
4 OKT is the father of Ooi Wai Sang ("OWS").

Related Parties	Principal Activities	Relationship
Shea Fatt Hardware (M) Sdn Bhd (“SFH”)	Trading of building steel materials	➤ Ooi Hoon Kong, a substantial shareholder and director of SFH, is the brother of OBK, the Executive Deputy Chairman and major shareholder of Leon Fuat.
Universal Corrosion Engineering (M) Sdn Bhd (“UCE”)	Engaged in the business of sand blasting and protection coating work for steel items	<ul style="list-style-type: none"> ➤ LF Holdings, a major shareholder of Leon Fuat, is a major shareholder of UCE with 85% shareholdings in UCE. ➤ OBK and OPK, the Managing Director of LF Metal, are directors of UCE.
Fresh Look Stone Arts Trading Sdn Bhd (“FLSAT”)	Investment holding	<ul style="list-style-type: none"> ➤ FLSAT is a wholly-owned subsidiary of LF Holdings, a major shareholder of Leon Fuat. ➤ OBK and OKT, the Executive Director of Leon Fuat, are directors of FLSAT.
LF Holdings	Investment holding	<ul style="list-style-type: none"> ➤ OBK, OKT, NCT & Sons Sdn Bhd (“NCT”), NKT, NKW, OMH and NBF are major shareholders of LF Holdings. ➤ NLK, OSK, OPK, OSH, OSY and OWS are substantial shareholders of LF Holdings. ➤ OBK, OKT and NKW are Directors of LF Holdings.

In view of their interest, direct or indirect, in the Proposed Renewal of RRPT Mandate, OBK, OKT, OSK, NKT and OSH are referred to as the “**Interested Directors**” whilst LF Holdings, OBK, NCT, NKT, NKW, OMH and NBF are referred to as the “**Interested Major Shareholders**”.

The rest of this page has been intentionally left blank

2.5 Nature of RRPT

The RRPT set out below, are transactions entered/to be entered into by Leon Fuat Group with the Related Parties in the ordinary course of business of the Group:

Nature of Transaction	Related Parties	Interested Directors, Interested Major Shareholders and/or Persons Connected	Companies in the Leon Fuat Group involved in the RRPT	Estimated value of transactions from 23 May 2023 to the next AGM (RM'000) #	Estimated value as disclosed in the Circular to Shareholders dated 29 April 2022 (RM'000)	Actual value transacted from 28 June 2022 up to 31 March 2023 (RM'000) ^
Sales by way of trading and processing of steel products	SFH	1. OBK 2. OKT 3. OSK 4. NLK 5. OPK	<ul style="list-style-type: none"> ➢ LF Metal ➢ LF Hardware ➢ Supreme Steelmakers ➢ LFIP 	9,000	9,000	4,502
Sales by way of trading and processing of steel products	UCE	1. LF Holdings 2. OBK 3. OPK	<ul style="list-style-type: none"> ➢ LF Metal ➢ LF Hardware ➢ Supreme Steelmakers ➢ LFIP 	100	100	-
Purchases of steel materials	SFH	1. OBK 2. OKT 3. OSK 4. NLK 5. OPK	<ul style="list-style-type: none"> ➢ LF Metal ➢ LF Hardware ➢ Supreme Steelmakers ➢ LFIP 	600	600	2
Receipt of corrosion protection services	UCE	1. LF Holdings 2. OBK 3. OPK	<ul style="list-style-type: none"> ➢ LF Metal ➢ LF Hardware ➢ Supreme Steelmakers ➢ LFIP 	500	1,500	693
Payment of rental expense	FLSAT	1. LF Holdings 2. OBK 3. OKT	<ul style="list-style-type: none"> ➢ LF Hardware 	300	300	225

2.5 Nature of RRPT (Cont'd)

Nature of Transaction	Related Parties	Interested Directors, Interested Major Shareholders and/or Persons Connected	Companies in the Leon Fuat Group involved in the RRPT	Estimated value of transactions from 23 May 2023 to the next AGM (RM'000) #	Estimated value as disclosed in the Circular to Shareholders dated 29 April 2022 (RM'000)	Actual value transacted from 28 June 2022 up to 31 March 2023 (RM'000)^
Payment of rental expense	LF Holdings	<ol style="list-style-type: none"> 1. OBK 2. OKT 3. NLK 4. OSK 5. OPK 6. NKT 7. OSH 8. NCT 9. NKW 10. OMH 11. NBF 12. OSY 13. OWS 	<p>➤ LF Hardware</p>	1,380	1,380	1,035
Payment of rental expense	LF Holdings	<ol style="list-style-type: none"> 1. OBK 2. OKT 3. NLK 4. OSK 5. OPK 6. NKT 7. OSH 8. NCT 9. NKW 10. OMH 11. NBF 12. OSY 13. OWS 	<p>➤ LF Metal</p>	41	41	31

2.5 Nature of RRPT (Cont'd)

Notes:

- # The estimated value of transactions set out above are based on management estimates. Due to the nature of the transactions, the actual amount transacted may vary depending on the overall economic and competitive environment. Disclosures will be made in the 2022 Annual Report of the Company of the actual breakdown of the aggregate value of transactions made during the financial year.
- ^ The actual value transacted of each RRPT, from 28 June 2022 up to 31 March 2023, did not exceed the estimated value as disclosed in the Circular to Shareholders dated 29 April 2022 by 10% or more.

The rest of this page has been intentionally left blank

2.6 Rationale for and Benefits of the RRPT

The Proposed Renewal of RRPT Mandate will benefit Leon Fuat Group by facilitating the Group to enter into transactions described in Section 2.5 with the Related Parties specified in Section 2.4 in the ordinary course of the Group's business on normal commercial terms and in a timely manner. The Proposed Renewal of RRPT Mandate will also eliminate the need for the Company to announce and/or convene separate general meetings to seek shareholders' approval prior to entering into such transactions with the specified Related Parties. This would thereby reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Leon Fuat Group.

The RRPT as outlined in Section 2.5 are of a revenue or trading nature in the ordinary course of business of the Leon Fuat Group which are transacted from time to time with the Related Parties at market prices or lower but within arm's length basis. The normal commercial terms of the RRPT are not more favourable to the Related Parties than those generally available to the public, not prejudicial to the interest of the shareholders and are not detrimental to the minority shareholders of Leon Fuat.

The Related Parties have long established relationship with Leon Fuat Group and have good credit standing. The Group and the Related Parties have close cooperation and good understanding of each other's business needs which would benefit all parties.

Sales to SFH and UCE help the Group to tap into new business segments, geographical segment and customers in which the Related Parties operate.

Purchases from SFH are with regard to steel products not normally carried by Leon Fuat Group and/or in respect of temporary replenishment of shortages of steel products urgently required by Leon Fuat Group's customers.

Corrosion protection services are provided by UCE to Leon Fuat Group and/or its customers and are necessary to facilitate the ordinary course of business of the Group. Though the value of RRPT with UCE may be immaterial, the price and terms offered by UCE are fair and reasonable, and comparable to those offered by other unrelated third parties for the same or substantially similar type of products/services. In the absence of other contemporaneous transactions with unrelated third parties for similar services for comparison, the Group has considered and was satisfied that profit margin would be accepted, in accordance with the Group's usual business practices and policies, consistent with the usual margin of the Group for the same or substantially similar type of transactions made by the Group with unrelated third parties or otherwise in accordance with other applicable industry norm/considerations, as the case may be, and is in accordance with the established guidelines and review procedures for RRPT.

Currently, LF Hardware is renting the following premises from the following related companies:

- 1) from FLSAT a single storey open-sided shed warehouse as open yard/store erected on a five (5) contiguous parcels of industrial land located within Kawasan Perusahaan Chan Sow Lin, Kuala Lumpur, with total land area of approximately 35,000 sq. ft., for a monthly rental of RM25,000 or RM300,000 per annum. Based on the valuation report dated 2 March 2018 and the update rental valuation letter dated 20 January 2021 from the independent valuer, Raine & Horne International Zaki + Partners Sdn Bhd, the market rent of this property is RM30,000 per month; and
- 2) from LF Holdings a single storey detached factory with an annexed four (4) storey office building with a basement car park and ancillary buildings located within Kawasan Perusahaan Chan Sow Lin, Kuala Lumpur, with total build-up area of approximately 86,000 sq. ft., for a monthly rental of RM115,000 or RM1,380,000 per annum. The title land area of this property is approximately 74,000 sq. ft.. Based on the valuation report dated 2 March 2018 and the update rental valuation letter dated 20 January 2021 from the independent valuer, Raine & Horne International Zaki + Partners Sdn Bhd, the market rent of this property is RM120,000 per month.

The tenancy between LF Metal and LF Holdings is in respect of the renting by LF Metal of four (4) units of condominiums measuring approximately 1,100 sq. ft. per unit from LF Holdings as workers' hostel. These condominiums are located near to LF Metal's factories at Kawasan Perindustrian Bukit Raja Selatan, Shah Alam, Selangor. Based on the current market asking rental rate for unfurnished and partly furnished units of condominiums in the vicinity of between RM0.78 per sq. ft. to RM1.30 per sq. ft., the rental of RM850 per month (approximately RM0.77 per sq. ft.) for each unit has been agreed between the parties.

2.7 Guidelines and Review Procedures

The Group implements the following guidelines and procedures to ensure that the RRPT are undertaken at transaction prices and terms which are generally not more favourable to the Related Parties than those generally available to the public, not detrimental to minority shareholders and are in the best interest of the Group:

(i) Methods for Determination of Transaction Price

- (a) The pricing of the product/service is negotiated between Leon Fuat Group and the Related Parties based on prevailing market prices or in accordance with applicable industry norm/considerations. A database or quotations obtained from third parties are maintained by the Group and such information would provide true and fair evaluations and ranking of the price, delivery, services and other terms and conditions before entering into such transactions.
- (b) Any tender, quotation or contract received from or proposed to be entered into with a Related Party will not be approved unless:
 - at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, 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 products/services and/or quantities;
 - in the event that quotation or comparative pricing from unrelated parties cannot be obtained, the Leon Fuat Group's pricing for the RRPT will be determined in accordance with the Group's usual business practices and policies, consistent with the usual margin of the Group for the same or substantially similar type of transactions made by the Group with unrelated third parties or otherwise in accordance with other applicable industry norm/considerations; and
 - the terms are not more favourable to the Related Parties than those extended to unrelated third parties and available to the public and the RRPT are not detrimental to the minority shareholders of Leon Fuat.

(ii) Approving Authority Limit in relation to RRPT

The Group has in place internal authority limit governing all business transactions including RRPT. Such internal authority limit would include approval thresholds, which vary depending on, inter-alia, the type of transactions. Essentially, all transactions shall be reviewed and approved by our Executive Directors, Key Management Personnel and/or appropriate approving levels in accordance with our Group's internal authority limit. In addition, the Board has empowered the Audit Committee with the following limit of authority to approve sales and purchases transacted with Related Parties:

Nature of RRPT	Approval Authority Limit (per transaction)
Sales	RM300,000.00
Purchases	RM200,000.00

(iii) Monitoring of RRPT

- (a) A list of Related Parties will be circulated within the Group to notify that all RRPT are required to be undertaken on arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders.
- (b) All Department Heads are required to report all transactions involving Related Parties.
- (c) The Group shall keep a record of all RRPT which are entered into with Related Parties and will be available to the Audit Committee for inspection, as and when required.
- (d) All RRPT shall be tabled to the Audit Committee for review on quarterly basis. Any member of the Audit Committee may as he deems fit, request for additional information pertaining to the transactions under review from independent sources or advisers, including obtaining valuations from independent professional valuers.
- (e) The internal audit functions will conduct periodic reviews of any or all of the RRPT to ascertain that the relevant approvals have been obtained and the guidelines and review procedures in respect of such RRPT are adhered to. Any divergence is reported to the Audit Committee.
- (f) The Audit Committee will review the internal audit reports on quarterly basis to ensure that the guidelines and review procedures established to monitor the RRPT are complied with.
- (g) Should the Audit Committee during its review determine that the guidelines and/or procedures are inadequate or have become inappropriate or certain RRPT are not being conducted on arm's length basis or normal commercial terms and are detrimental to the interests of the minority shareholders, the Audit Committee has the discretion to request for limits to be imposed or for additional procedures to be followed if it considers such a request to be appropriate. In that event, such limits or procedures may be implemented without the approval of shareholders, provided that they are more stringent than the existing limits or procedures.
- (h) The Board of Leon Fuat and the Audit Committee have reviewed the procedures and shall continue to review the procedures as and when necessary. If a member of the Board of Leon Fuat or the Audit Committee has interest, whether direct or indirect, in a transaction to be reviewed by the Board of Leon Fuat or the Audit Committee, he/she will abstain from all deliberations and voting on such transaction at the Audit Committee or Board meetings, as the case may be.

2.8 Amount Due and Owing by Related Parties

As at 31 March 2023, the amount due and owing to Leon Fuat Group by the Related Party under the transactions which has exceeded the credit term is as follows:

Related Party	For a period of 1 year or less	For a period of more than 1 but less than 3 years	For a period of more than 3 but less than 5 years	For a period of more than 5 years
SFH	RM105,589	Nil	Nil	Nil

There were no interest or late payment charges imposed by Leon Fuat Group on the said amount due by the Related Party as the transactions were trade in nature and payment was in line with the Group's normal business practices.

The Group monitors and reviews the outstanding amount due by the Related Parties on a regular basis to ensure its recoverability.

3. STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee has considered the guidelines and review procedures mentioned in Section 2.7 above and is of the view that:

- (a) the said procedures are sufficient to ensure that the RRPT are conducted at arm's length and on normal commercial terms 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;
- (b) Leon Fuat Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner; and
- (c) the Audit Committee will review these procedures and processes on quarterly basis or whenever the need arises with the authority to sub-delegate such function to individuals or committees within the Leon Fuat Group as it deems appropriate,

and the same has been reviewed and approved by the Board of Directors of Leon Fuat.

4. FINANCIAL EFFECTS OF THE PROPOSED RENEWAL OF RRPT MANDATE

The Proposed Renewal of RRPT Mandate will not have any effect on the share capital and substantial shareholders' shareholdings of Leon Fuat. The Proposed Renewal of RRPT Mandate is expected to have a positive effect on the consolidated earnings and net assets of the Leon Fuat Group.

5. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The direct and/or indirect shareholdings of the Interested Directors, Interested Major Shareholders and persons connected to them in Leon Fuat as at 31 March 2023 are as follows:

Interested Directors/ Interested Major Shareholders/ Persons Connected	Direct		Indirect	
	No. of Shares held	%	No. of Shares held	%
Leon Fuat Holdings Sdn Bhd	219,690,000	64.43	-	-
Dato' Sri Ooi Bin Keong	200,000	0.06	219,690,000*	64.43
Ooi Kong Tiong	200,000	0.06	-	-
Ooi Seng Khong	-	-	-	-
Ng Kok Teong	221,000	0.06	219,690,000^	64.43
Ooi Shang How	200,000	0.06	-	-
NCT & Sons Sdn Bhd	-	-	219,690,000*	64.43
Ng Kok Wee	200,000	0.06	219,690,000^	64.43
Ong Mung Hsia	-	-	219,690,000^	64.43
Ng Bee Fong	-	-	219,690,000^	64.43
Ng Lam Keong	200,000	0.06	-	-
Ooi Pek Kuan	600,000	0.18	-	-
Ooi Shang Yao	20,000	0.01	-	-
Ooi Wai Sang	-	-	-	-

Notes:

* Deemed interest by virtue of their interest in Leon Fuat Holdings Sdn Bhd pursuant to Section 8(4) of the Act.

^ Deemed interest by virtue of their interest in NCT & Sons Sdn Bhd, a substantial shareholder of Leon Fuat Holdings Sdn Bhd pursuant to Section 8(4) of the Act.

Save as disclosed above, none of the other Directors, Major Shareholders and persons connected to them has any interest, direct or indirect, in the Proposed Renewal of RRPT Mandate.

All the Interested Directors and/or Interested Major Shareholders have abstained and will continue to abstain from all deliberations and voting on the Proposed Renewal of RRPT Mandate at the Board meeting of Leon Fuat.

In addition, the Interested Directors and/or Interested Major Shareholders will also abstain from voting and have also undertaken to ensure that where applicable, persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings, deliberating and/or approving the ordinary resolution pertaining to the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming AGM.

6. DIRECTORS' RECOMMENDATION

Having considered all aspects of the Proposed Renewal of RRPT Mandate, your Board of Directors (save for the Interested Directors and/or Interested Major Shareholders who have abstained from and will continue to abstain from making any recommendations in respect thereof), is of the opinion that the Proposed Renewal of RRPT Mandate is in the best interests of the Company and recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of RRPT Mandate to be tabled at the forthcoming AGM.

7. APPROVALS REQUIRED

The Proposed Renewal of RRPT Mandate is subject to your approval at the forthcoming AGM of the Company.

8. ANNUAL GENERAL MEETING

The 16th AGM of the Company will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 23 May 2023 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the ordinary resolution on the Proposed Renewal of RRPT Mandate as set out in the Notice of AGM.

If you are unable to attend the AGM in person, you may complete the Proxy Form and deposit at the Company's Registered Office at Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

The lodging of the Proxy Form will not preclude you from attending, speaking and voting at the AGM in person should you subsequently wish to do so. The Proxy Form should be completed strictly in accordance with the instructions contained therein.

9. FURTHER INFORMATION

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

Yours faithfully,
For and on behalf of the Board of
LEON FUAT BERHAD

TAN DID HENG
Independent Non-Executive Director

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board of Directors of Leon Fuat and they collectively and individually accept full responsibility for the accuracy of the information contained herein. The Board of Directors confirms that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this Circular misleading.

2. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

None of the companies in the Leon Fuat Group have engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board of Directors does not have any knowledge of any proceedings, pending or threatened, against the Leon Fuat Group or of any fact which is likely to give rise to any proceedings which might materially or adversely affect the financial position or business of the Leon Fuat Group.

3. MATERIAL CONTRACTS

The Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business of the Group) within the 2 years immediately preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at Lot 5, Level 10, Menara Great Eastern 2, No. 50, Jalan Ampang, 50450 Kuala Lumpur during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming AGM: -

- (a) The Constitution of Leon Fuat; and
- (b) The audited financial statements of Leon Fuat Group for the past two (2) financial years ended 31 December 2022 and 31 December 2021.

This page is intentionally left blank.

This page is intentionally left blank.