



**NEW HOONG FATT HOLDINGS BERHAD**  
**(425709-K)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixteenth (16<sup>th</sup>) Annual General Meeting of **NEW HOONG FATT HOLDINGS BERHAD** will be held at Dillenia & Eugenia Rooms, Ground Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 25 June 2013 at 10.00 a.m. for the following purposes:

**A G E N D A**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon.
2. To approve a final single tier dividend of eight (8) sen and a special final single tier dividend of two (2) sen per ordinary share of RM1.00 each in respect of the financial year ended 31 December 2012.

**Resolution 1**

3. To re-elect the following Directors who are retiring by rotation pursuant to Article 78 of the Company's Articles of Association, and who being eligible, offer themselves for re-election:

- (i) Mr Danny Ng Siew L'Leong
- (ii) Ms Kam Foong Sim

**Resolution 2**  
**Resolution 3**

4. To approve the Directors' Fees of RM165,000 for the financial year ended 31 December 2012.

**Resolution 4**

5. To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Resolution 5**

**SPECIAL BUSINESS**

To consider and if thought fit, to pass, with or without modifications, the following resolutions as Ordinary and Special Resolutions of the Company:

6. **ORDINARY RESOLUTION**  
**RETENTION OF MR DANNY NG SIEW L'LEONG AS INDEPENDENT DIRECTOR**

"THAT, subject to the passing of the Resolution 2 above, and in accordance with the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"), Mr Danny Ng Siew L'Leong be and is hereby retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting."

**Resolution 6**

**7. ORDINARY RESOLUTION  
RETENTION OF DATUK DR. ANIS BIN AHMAD AS INDEPENDENT  
DIRECTOR**

“THAT in accordance with the MCCG 2012, Datuk Dr. Anis Bin Ahmad be and is hereby retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting.”

**Resolution 7**

**8. SPECIAL RESOLUTION  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

“THAT the deletion, alterations, modifications, variations and additions to the Articles of Association of the Company, more particularly set out in Annexure I contained in the Annual Report, be and is hereby approved.”

**Resolution 8**

9. To transact any other business for which due notice has been given in accordance with the Companies Act, 1965 and the Company’s Articles of Association.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**FURTHER NOTICE IS HEREBY GIVEN THAT** subject to the approval of the shareholders at the Sixteenth (16<sup>th</sup>) Annual General Meeting of the Company, a final single tier dividend of eight (8) sen and a special final single tier dividend of two (2) sen per ordinary share of RM1.00 each for the financial year ended 31 December 2012 will be paid on 19 July 2013 to Depositors whose names appear in the Record of Depositors on 28 June 2013.

A depositor shall qualify for entitlement only in respect of:

- (a) Securities transferred into the Depositor’s Securities Account before 4.00 p.m. on 28 June 2013 in respect of transfers; and
- (b) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

**YEOH CHONG KEAT (MIA 2736)**  
**REBECCA LEONG SIEW KWAN (MAICSA 7045547)**  
Company Secretaries

Kuala Lumpur  
31 May 2013

**Notes :**

1. Every member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote for him/her. A proxy may but need not be a member of the Company. If the proxy is not a member, he/she need not be an advocate, an approved company auditor or a person approved by the Registrar in a particular case. If 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.

2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“Authorised Nominee”), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“Omnibus Account”), there is no limit to the number of proxies which the exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
4. Only a depositor whose name appears in the Company’s Record of Depositors as at 18 June 2013 shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.
5. The Proxy Form must be signed by the appointer or if the appointer is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
6. The original signed and/or sealed copy of the Proxy Form must be deposited at the Registered Office of the Company at Suite 11.1A, Level 11, Menara Weld, 76 Jalan Raja Chulan, 50200 Kuala Lumpur at least forty-eight (48) hours before the time fixed for the meeting.

## **EXPLANATORY NOTES ON SPECIAL BUSINESS**

### **Resolution 6**

Mr Danny Ng Siew L’Leong (“Mr Ng”) was appointed as Independent Non-Executive Director of the Company on 20 April 1998 and had exceeded the nine (9) years term limit prescribed by the MCCG 2012 at this Annual General Meeting (“AGM”). In observing the recommendation under the MCCG 2012 in relation to tenure of an Independent Director, the Board of Directors of the Company, after having assessed the independence of Mr Ng, considers him to be independent and recommends that Mr Ng be retained as Independent Non-Executive Director of the Company. The details of his assessment and justifications are contained in the Statement on Corporate Governance, page 22 of the Annual Report.

### **Resolution 7**

Datuk Dr. Anis Bin Ahmad (“Datuk Dr. Anis”) was appointed as Independent Non-Executive Director of the Company on 2 December 2002 and had exceeded the nine (9) years term limit prescribed by the MCCG 2012 at this AGM. In observing the recommendation under the MCCG 2012 in relation to tenure of an Independent Director, the Board of Directors of the Company, after having assessed the independence of Datuk Dr. Anis, considers him to be independent and recommends that Datuk Dr. Anis be retained as Independent Non-Executive Director of the Company. The details of his assessment and justifications are contained in the Statement on Corporate Governance, page 22 of the Annual Report.

### **Resolution 8**

The Special Resolution proposed at this AGM is for the purpose of streamlining the Company’s Articles of Association in line with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as for standardisation purposes. With the shareholders’ approval, the proposed amendments as per Annexure I contained in the Annual Report will be incorporated into the Company’s Articles of Association.