



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth (18th) Annual General Meeting of **NEW HOONG FATT HOLDINGS BERHAD** will be held at Banyan & Casuarina Rooms, Ground Floor, Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 3 June 2015 at 10.00 a.m. for the following purposes:

ORDINARY BUSINESS

AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.
- To approve a final single tier dividend of seven (7) sen per ordinary share of RM1.00 each in respect of the financial year ended 31 December 2014. **Resolution 1**
- 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 Chin Jit Sin **Resolution 2**
(ii) Mr Wong Yoke Nyen **Resolution 3**
- To approve the Directors' Fees of RM174,000 for the financial year ended 31 December 2014. **Resolution 4**
- 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 Resolutions of the Company:

- ORDINARY RESOLUTION**
RETENTION OF MR DANNY NG SIEW L'LEONG AS INDEPENDENT DIRECTOR **Resolution 6**
"THAT 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 be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."
- ORDINARY RESOLUTION**
RETENTION OF DATUK DR. ANIS BIN AHMAD AS INDEPENDENT DIRECTOR **Resolution 7**
"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 be designated as such until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."
- 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 Eighteenth (18th) Annual General Meeting of the Company, a final single tier dividend of seven (7) sen per ordinary share of RM1.00 each for the financial year ended 31 December 2014 will be paid on 9 July 2015 to Depositors whose names appear in the Record of Depositors on 15 June 2015.

A depositor shall qualify for entitlement only in respect of:

- Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 15 June 2015 in respect of transfers; and
- Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

Kuala Lumpur
11 May 2015

By Order of the Board
YEOH CHONG KEAT (MIA 2736)
REBECCA LEONG SIEW KWAN (MAICSA 7045547)
Company Secretaries

Notes:

- 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.
- 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 up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member 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.
- Only a depositor whose name appears in the Company's Record of Depositors as at 27 May 2015 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.
- 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.
- 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 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 of the Annual Report.