

POH KONG®
POH KONG HOLDINGS BERHAD
(586139-K)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of **POH KONG HOLDINGS BERHAD** (Company No. 586139-K) will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 10 January 2014 at 10.00 a.m for the following purposes:-

ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements for the financial year ended 31 July 2013 and the Reports of Directors and Auditors thereon. **(Resolution 1)**
2. To declare a First and Final Single Tier Dividend of 1.40 sen per Ordinary Share of RM0.50 each in respect of the financial year ended 31 July 2013. **(Resolution 2)**
3. To approve the payment of Directors' fees for the financial year ended 31 July 2013. **(Resolution 3)**
4. To re-elect the following Directors retiring under Article 80 of the Articles of Association:- **(Resolution 4)**
 - a) Cheong Teck Chong **(Resolution 3)**
 - b) Choon Nee Siew **(Resolution 4)**
 - c) Fazin Azwar Bin Md Nor **(Resolution 5)**
5. To re-appoint Dr Choong Tuck Yew who retires in accordance with Section 129(2) of the Companies Act, 1965. **(Resolution 6)**
6. To re-appoint Messrs Baker Tilly Monteiro Heng as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS:-

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

- 7.1 Authority to Directors to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965**
"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum of the issued and paid-up share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities." **(Resolution 8)**
- 7.2 Retention of Independent Director, Dr Choong Tuck Yew**
"THAT Dr Choong Tuck Yew be and is hereby retained as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." **(Resolution 9)**
- 7.3 Retention of Independent Director, Fazin Azwar Bin Md Nor**
"THAT Fazin Azwar Bin Md Nor be and is hereby retained as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." **(Resolution 10)**
- 7.4 Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")**
"THAT the Company and/or its subsidiaries be and are hereby authorised to enter into recurrent related party transactions of a revenue or trading nature as specified in Section 2.3.3 of the Circular to Shareholders dated 19 December 2013, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and on prices and terms which are not more favourable to the Related Parties than those generally available to the public and not detrimental to the minority shareholders of the Company. **AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate. **AND FURTHER THAT** such authority shall continue to be in force until:
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at the meeting, the authority is renewed either unconditionally or subject to conditions;
(ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever is the earlier." **(Resolution 11)**

ANY OTHER BUSINESS

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

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a First and Final Single Tier Dividend of 1.40 sen per Ordinary Share of RM0.50 each in respect of the financial year ended 31 July 2013 will be payable on 7 March 2014 to Depositors registered in the Record of Depositors at the close of business on 14 February 2014 .

A Depositor shall qualify for entitlement only in respect of:

- a. Shares transferred to the Depositor's Securities Account before 4.00 pm on 14 February 2014 in respect of ordinary transfers; and
- b. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

NG YIM KONG (LS 0009297)

Company Secretary

Petaling Jaya

Date : 19 December 2013

Notes:

1. A member of the Company entitled to attend and vote at the Meeting may appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his stead. There shall be no restriction as to the qualification of the proxy. A proxy may but need not be a member of the Company.
2. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
3. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
5. 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 exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed must be deposited at the Registered Office c/o Strategy Corporate Secretariat Sdn Bhd, Unit 07-02, Level 7, Persol Tower, 6B Persiaran Troopacina, 47410 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. The completed instrument of proxy once deposited will not preclude the member from attending and voting in person at the General Meeting should the member subsequently wish to do so.

Explanatory Notes on Ordinary Business

Resolution 6

Re-appointment of Director over 70 years of age

The proposed Ordinary Resolution No. 6 under Item 5 of the Agenda is in accordance with Section 129(2) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint Dr Choong Tuck Yew who is over 70 years of age as Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company. This resolution must be passed by a majority of not less than three-fourth of such Members of the Company as being entitled to vote in person or where proxies are allowed, by proxy at the Annual General Meeting of the Company.

Explanatory Notes on Special Business

Resolution 8

Authority to Directors to Allot and Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution No. 8 under Item 7.1 of the Agenda, if passed, will give the Directors of the Company from the date of the above Meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.

The general mandate sought to grant authority to Directors to allot and issue shares is a renewal of the mandate that was approved by the shareholders at the Tenth Annual General Meeting held on 31 January 2013. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Up to the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Tenth Annual General Meeting because there was no need for any fund raising activity for the purpose of investment, acquisition or working capital.

Resolution 9 and 10

Retention of Independent Directors

The Board has assessed the independence of Dr Choong Tuck Yew and Enck Fazin Azwar Bin Md Nor who served on the Board of Directors as Independent Non-Executive Director for more than nine (9) years. According to the Malaysian Code On Corporate Governance 2012, an Independent Director in such a situation will be redesignated as a Non-Independent Director upon completion of the nine (9) years tenure. Alternatively, the Board may, if so justified, seek shareholders' approval to retain the Director concerned as an Independent Director. The Board has recommended that shareholders' approval be obtained at the Eleventh Annual General Meeting of the Company to retain Dr Choong Tuck Yew and Enck Fazin Azwar Bin Md Nor as Independent Directors as they possess the necessary expertise, experience and the special knowledge of the Company's operations that are required in the discharge of their duties and responsibilities in the best interest of the Company.

Resolution 11

Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Please refer to the Circular on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature dated 19 December 2013 for further information.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 55(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 6 January 2014. Only a depositor whose name appears on the Record of Depositors as at 6 January 2014 shall be entitled to attend this meeting or appoint proxy/ proxies to attend and/or vote in his stead.