

NOTICE OF ANNUAL GENERAL MEETING



**POH HUAT RESOURCES
HOLDINGS BERHAD** 443109-X

NOTICE IS HEREBY GIVEN that the 16th Annual General Meeting of the Company will be held at Hotel D'99 No. 173, Jalan Abdullah, 84000 Muar Johor Darul Takzim on 24 April 2014 at 11.00 a.m. for the transaction of the following businesses:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 October 2013 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 9)**
- To approve the payment of Directors' fees for the financial year ended 31 October 2013. **(Ordinary Resolution 1)**
- To declare a final tax-exempt dividend of 3% in respect of the financial year ended 31 October 2013. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire in accordance with Article 95 of the Company's Articles of Association:-
 - Mr Tay Kim Huat **(Ordinary Resolution 3)**
 - Mr Tay Khim Seng **(Ordinary Resolution 4)**
 - Mr Boo Chin Liong **(Ordinary Resolution 5)**
- To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESSES

To consider and, if thought fit, to pass the following resolutions with or without amendment as ordinary resolutions:-

AS ORDINARY RESOLUTIONS

6. Continuing in Office as Independent Non-Executive Directors

- THAT subject to the passing of Ordinary Resolution 5, authority be and is hereby given to Mr Boo Chin Liong, who has served as Independent Non-Executive of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company. **(Ordinary Resolution 7)**
- That authority be and is hereby given to the following directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Directors of the Company until the conclusion of the next Annual General Meeting of the Company:-
 - Dato' Haji Zaini bin Md. Hasim **(Ordinary Resolution 8)**
 - Mr Chia Syer Cin **(Ordinary Resolution 9)**

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the proposed final tax-exempt dividend of 3% in respect of the financial year ended 31 October 2013, if approved, will be paid on 19 May 2014 to depositors registered in the Record of Depositors of the Company at the close of business on 9 May 2014.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 9 May 2014 in respect of ordinary transfers; or
- 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

Pang Kah Man
(MIA 18831)
Secretary

Muar, Johor Darul Takzim
2 April 2014

Notes:-

- A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- To be valid, the form of proxy duly completed must be deposited at the Registered Office of the Company at No. 7, (1st Floor), Jalan Pesta 1/1, Taman Tun Dr. Ismail 1, Jalan Bakri, 84000 Muar, Johor Darul Takzim not less than forty-eight (48) hours before the time of the Annual General Meeting.
- 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/her 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).
- A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same Annual General Meeting provided that the provisions of Section 149(1)(c) of the Companies Act, 1965 are complied with.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly 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

7. Share Buy-Back Mandate

"THAT, subject always to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors of the Company be and are hereby given full authority, to allocate an amount not exceeding the total available retained profits and share premium of the Company based on its latest audited financial statements available up to the date of the transaction for the purpose of and to purchase such amount of ordinary shares of RM1.00 each in the Company as may be determined by the Directors of the Company from time to time through the Bursa Securities as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of shares to be purchased and/or held as treasury shares pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company at any point in time;

AND THAT, upon the purchase by the Company of its own shares, the Directors are authorised to retain such shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased as treasury shares and cancel the remainder. The Directors are further authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or resell the shares on the Bursa Securities in accordance with the relevant rules of the Bursa Securities or subsequently cancel the treasury shares or any combination thereof;

AND THAT such approval and authorisation shall be effective immediately upon the passing of this resolution and continue to be in force until:-

- the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- the expiration of the period within which the next annual general meeting is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting;

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by the Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities;

AND FURTHER THAT the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give effect to this mandate. **(Ordinary Resolution 10)**

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 18 April 2014 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the Annual General Meeting.
- Explanatory Notes for Item No. 1 Audited Financial Statements**

Item No. 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require the Company to obtain shareholders' approval for its Audited Financial Statements. Henceforth, this item is not put forward for voting.

- Explanatory Notes for Item No. 6 Continuing in Office as Independent Non-Executive Directors**

The Ordinary Resolutions proposed under Item 6 (**Resolutions 7, 8 & 9**) of the Notice of Annual General Meeting relate to the approval by shareholders for the named directors to continue in office as Independent Non-Executive Directors. The Board has assessed the independence of each of the directors who has served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. The Board is satisfied that each of these directors has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The length of their service does not interfere with their ability and exercise of independent judgment as Independent Directors. Therefore, the Board has recommended that the approval of the shareholders be sought for Mr Boo Chin Liong, Dato' Haji Zaini bin Md. Hasim and Mr Chia Syer Cin to continue to act as Independent Non-Executive Directors of the Company.

- Explanatory Notes for Item No. 7 Share Buy-Back Mandate**

The Ordinary Resolution proposed under Item 7 (**Resolution 10**), if passed, will empower the Directors to purchase shares in the Company up to an amount not exceeding ten per centum (10%) of the issued and paid-up share capital of the Company as they consider would be in the interest of the Company. Further details on the Share Buy-Back Mandate are provided in the Circular to Shareholders dated 2 April 2014.