



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth (19th) 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 Thursday, 2 June 2016 at 10.00 a.m. for the following purposes:

A G E N D A

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon.
- To approve a final single tier dividend of eight (8) sen per ordinary share of RM1.00 each in respect of the financial year ended 31 December 2015. **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 Danny Ng Siew L'Leong **Resolution 2**
(ii) Ms Kam Foong Sim **Resolution 3**
- To approve the Directors' Fees of RM195,000 for the financial year ended 31 December 2015. **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**
RE-APPOINTMENT OF DATUK DR. ANIS BIN AHMAD AS DIRECTOR PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965 **Resolution 6**
"THAT Datuk Dr. Anis bin Ahmad who is over the age of seventy (70) years and retiring in accordance with Section 129 of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."
- ORDINARY RESOLUTION**
RETENTION OF MR DANNY NG SIEW L'LEONG AS INDEPENDENT DIRECTOR **Resolution 7**
"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 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 8**
"THAT, subject to the passing of the Resolution 6 above, and 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 Nineteenth (19th) Annual General Meeting of the Company, a final single tier dividend of eight (8) sen per ordinary share of RM1.00 each for the financial year ended 31 December 2015 will be paid on 14 July 2016 to Depositors whose names appear in the Record of Depositors on 15 June 2016.

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 2016 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.

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

Kuala Lumpur
26 April 2016

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 26 May 2016 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

Datuk Dr. Anis bin Ahmad ("Datuk Dr. Anis"), the Director who has attained the age of seventy (70) years, shall be re-appointed as Director pursuant to Section 129(6) of the Companies Act, 1965. If this resolution 6 is passed, he shall hold office until the conclusion of the next AGM.

Resolution 7

Mr Danny Ng Siew L'Leong ("Mr Ng"), who has served the Board as Independent Non-Executive Director for a tenure of exceeding nine (9) years, will be retained as Independent Director if this resolution 7 is passed. In observing the recommendation under the MCCG 2012 in relation to tenure of an Independent Director, the Board, 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 8

Datuk Dr. Anis, who has served the Board as Independent Non-Executive Director for a tenure of exceeding nine (9) years, will be retained as Independent Director if this resolution 8 is passed. In observing the recommendation under the MCCG 2012 in relation to tenure of an Independent Director, the Board, 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.