

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** THAT the Fifteenth Annual General Meeting of **POH KONG HOLDINGS BERHAD** will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday 17 January 2018 at 10.00 a.m. for the following purposes:-

#### ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the year ended 31 July 2017 together with the Reports of the Directors and Auditors thereon.  | <b>Please refer to Note B on the Agenda</b> |
| 2. To declare a First and Final Single Tier Dividend of 1.00 sen per Ordinary Share in respect of the financial year ended 31 July 2017.   | <b>Resolution 1</b>                         |
| 3. To approve the payment of the Directors' Fees and Allowances amounting to RM348,100 for the year ended 31 July 2017.  | <b>Resolution 2</b>                         |
| 4. To approve Directors' Fees and Allowances of an amount not exceeding RM400,000 from 1 August 2017 until the next Annual General Meeting of the Company, to be paid monthly in arrears after each month of completed service of the Directors. | <b>Resolution 3</b>                         |
| 5. To re-elect the following Directors retiring under Article 80 of the Articles of Association of the Company:  |   |
| a) Dato' Choon Yee Seiong  | <b>Resolution 4</b>                         |
| b) Datin Shirley Yue Shou How  | <b>Resolution 5</b>                         |
| c) Datin Hon Wee Fong  | <b>Resolution 6</b>                         |
| d) Dato' Esther Tan Choon Hwa  | <b>Resolution 7</b>                         |
| 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.  | <b>Resolution 8</b>                         |

#### SPECIAL BUSINESS

7. To consider and, if thought fit, pass with or without modifications, the following Resolutions:-
- 7.1 **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature with MSS Goldsmith Sdn. Bhd.** **Resolution 9**
- "THAT approval be and is hereby given to Poh Kong Holdings Berhad to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with MSS Goldsmith Sdn. Bhd. as stated in Section 2.3.3 of the Circular to Shareholders of the Company dated 28 November 2017, being necessary for the day-to-day operations of the Poh Kong Group, subject to the following:-
- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and is not to the detriment of the minority shareholders and that such transactions are made on an arm's length basis and on normal commercial terms; and
- (ii) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to this shareholders' mandate during the financial year; and
- (iii) the authority given shall continue to be in force until:-
- (a) the conclusion of the Fifteenth Annual General Meeting ("AGM") of the Company, at which time it will lapse unless, by a resolution passed at the Sixteenth AGM, the authority is renewed; or
- (b) the expiration of the period within which the Sixteenth AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) it is revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier.
- THAT the Directors be and are hereby authorised to complete and do all such acts, deeds and things necessary to give effect to the transactions contemplated or authorised by this resolution."
- 7.2 **Authority for Dato' Dr Choong Tuck Yew to Continue In Office as Independent Non-Executive Director** **Resolution 10**
- "THAT authority be and is hereby given to Dato' Dr Choong Tuck Yew who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012."
- 7.3 **Authority for Encik Fazrin Azwar Bin Md Nor to Continue In Office as Independent Non-Executive Director** **Resolution 11**
- "THAT authority be and is hereby given to Encik Fazrin Azwar Bin Md Nor who has served as an Independent Non-Executive Director 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 in accordance with the Malaysia Code on Corporate Governance 2012."

#### ANY OTHER BUSINESS

8. To transact any other business of the Company for which due notice shall have been given in accordance with the Company's Article of Association and the Companies Act 2016.

#### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN** THAT a First and Final Single Tier Dividend of 1.00 sen per Ordinary Share in respect of the financial year ended 31 July 2017 will be payable on 9 March 2018 to Depositors registered in the Record of Depositors at the close of business on 16 February 2018. A depositor shall qualify for entitlement only in respect of:

- Shares transferred to the Depositor's Securities Account before 4:00 pm on 16 February 2018 in respect of ordinary transfers; and
- 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

#### POH KONG HOLDINGS BERHAD

NG YIM KONG (LS 0009297)

Company Secretary  
Petaling Jaya

28 November 2017

#### Notes:-

##### A. APPOINTMENT OF PROXY

- 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. A proxy may but need not be a member of the Company.
- A proxy appointed to attend and vote at a meeting of a company shall have the same rights as the member to speak at the meeting.
- 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.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointor 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.
- 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.
- 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 Company Secretary's Office at Strategy Corporate Secretariat Sdn Bhd, Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 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.

##### B. AUDITED FINANCIAL STATEMENTS

This agenda item is meant for discussion only as the provisions of Sections 248 (2) and 340 (1) of the Companies Act 2016 do not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

#### Explanatory Notes on Special Business of the Agenda

- (i) **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature. (Resolution 9).**  
The Proposed Resolution No. 9, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature provided that such transactions are in the ordinary course of business and undertaken at arm's length, on normal commercial terms of the Company and its subsidiaries which are not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders ("Proposed Shareholders' Mandate").  
The Proposed Shareholders' Mandate would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential recurrent related party transactions arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objective and without adversely affecting the business opportunities available to the Company and its subsidiaries.  
Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 28 November 2017 of the Company which is dispatched together with the 2017 Annual Report of the Company for the financial year ended 31 July 2017.
- (ii) **Authority to continue to act as an Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012**  
a) Dato' Dr Choong Tuck Yew (Resolution 10)  
Dato' Dr Choong Tuck Yew has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as an Independent Non-Executive Director of the Company.  
b) Fazrin Azwar Bin Md Nor (Resolution 11)  
Encik Fazrin Bin Md Nor has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has met the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board based on the review and recommendation made by the Nomination Committee, therefore, considers him to be independent and recommends that he should continue to act as an Independent Non-Executive Director of the Company.

#### 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 Bursa Malaysia Depository Sdn Bhd in accordance with Article 55(3) of the Company's Articles of Association and Section 341(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 10 January 2018. Only a depositor whose name appears on the Record of Depositors as at 10 January 2018 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.