

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth 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 Monday, 30 December 2019 at 11.00 a.m. for the following purposes:-

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 July 2019 together with the Reports of the Directors and Auditors thereon.
2. To declare a First and Final Single-Tier Dividend of 1.20 sen per Ordinary Share in respect of the financial year ended 31 July 2019.
3. To approve Directors' Fees and Allowances of an amount not exceeding RM500,000.00 from 1 August 2019 until the next Annual General Meeting of the Company, to be paid monthly in arrears after each month of completed service of the Directors.
4. To re-elect the following Directors retiring under Article 80 of the Articles of Association of the Company:
  - (a) Madam Choon Nee Siew
  - (b) Mr. Choon Yee Bin
  - (c) Encik Fazrin Azwar Bin Md Nor
5. To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

Please refer to Note  
B on the Agenda  
Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

Resolution 6

### SPECIAL BUSINESS

6. To consider and, if thought fit, pass with or without modifications, the following Resolution:-
  - 6.1 **Authority for Encik Fazrin Azwar Bin Md Nor to Continue In Office as Independent Non-Executive Director**  
"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 cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company in accordance to the criteria under the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad in Main Market Listing Requirements.
7. To consider and if thought fit, to pass the following Special Resolution:
  - 7.1 **Proposed New Constitution Of The Company**

Resolution 7

Resolution 8

#### Special Resolution

"THAT the existing Memorandum and Articles of Association of the Company be and is hereby deleted in its entirety AND THAT the new Constitution of the Company as set out in the Circular to Shareholders dated 19 November 2019 accompanying the Company's Annual Report 2019 for the financial year ended 31 July 2019 be and is hereby adopted as the new Constitution of the Company AND FURTHER THAT the Board of Directors of the Company be and is hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."

### 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 1.20 sen per Ordinary Share in respect of the financial year ended 31 July 2019 will be payable on 13 March 2020 to Depositors registered in the Record of Depositors at the close of business on 20 February 2020.

A depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred to the Depositor's Securities Account before 4:00 pm on 20 February 2020 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 POH KONG HOLDINGS BERHAD

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**NG YIM KONG (LS 0009297)**  
Company Secretary  
Petaling Jaya

19 November 2019

Notes:-

#### A. APPOINTMENT OF PROXY

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. 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 Share Registrar's office at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 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 Annual 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) **Authority for Encik Fazrin Azwar Bin Md Nor to continue to act as an Independent Non-Executive Director of the Company pursuant to the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad in Main Market Listing Requirements.**  
Encik Fazrin Bin Md Nor has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) 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.
- (ii) **Proposed New Constitution of the Company**  
The Special Resolution, if passed, will align the Constitution of the Company with the Companies Act 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (details of which are set in the Circular to Shareholders dated 19 November 2019 accompanying the Company's Annual Report 2019 for the financial year ended 31 July 2019).

#### 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 23 December 2019. Only a depositor whose name appears on the Record of Depositors as at 23 December 2019 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.