



# NEW HOONG FATT HOLDINGS BERHAD

Registration No. 199701010213 (425709-K)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Third (23rd) Annual General Meeting (“AGM”) of **NEW HOONG FATT HOLDINGS BERHAD** (“the Company”) will be conducted through live streaming from the Broadcast Venue at 10th Floor, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, on Monday, 29 June 2020 at 10.00 a.m. for the following purposes:

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
- To approve a final single tier dividend of seven (7) sen per ordinary share in respect of the financial year ended 31 December 2019.  
**Ordinary Resolution 1**
- To re-elect the following directors who are retiring by rotation pursuant to Article 101 of the Constitution of the Company, and who being eligible, offer themselves for re-election:  
(i) Madam Kam Foong Keng  
(ii) Mr Wong Yoke Nyen  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**
- To approve the Directors’ Fees of RM204,000 for the financial year ended 31 December 2019.  
**Ordinary Resolution 4**
- To approve the Benefits Payable up to an aggregate amount of RM70,000 for the Non-Executive Directors from 30 June 2020 until the next AGM of the Company to be held in 2021.  
**Ordinary Resolution 5**

- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**Ordinary Resolution 6**

#### SPECIAL BUSINESS

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

- PROPOSED AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors of the Company be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 percent (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

AND FURTHER THAT the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.”

**Ordinary Resolution 7**

- RETENTION OF MR WONG YOKE NYEN AS INDEPENDENT DIRECTOR**

“THAT, subject to the passing of Resolution 3 above, and in accordance with the Malaysian Code of Corporate Governance, Mr Wong Yoke Nyen be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next AGM, subject to the provisions of the relevant regulatory authorities.”

**Ordinary Resolution 8**

- To transact any other business for which due notice has been given in accordance with the Companies Act 2016 and the Constitution of the Company.

#### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**FURTHER NOTICE IS HEREBY GIVEN THAT** subject to the approval of the shareholders at the Twenty-Third (23rd) AGM of the Company, a final single tier dividend of seven (7) sen per ordinary share for the financial year ended 31 December 2019 will be paid on 21 August 2020 to Depositors whose names appear in the Record of Depositors on 30 July 2020.

A depositor shall qualify for entitlement only in respect of:

- Securities transferred into the Depositor’s Securities Account before 4.00 p.m. on 30 July 2020 in respect of transfers; and
- Securities bought on Bursa Malaysia Securities Berhad (“Bursa Securities”) on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

**WONG YOUN KIM (SSM PC No.: 201908000410) (MAICSA 7018778)**

Company Secretary

Kuala Lumpur

28 May 2020

#### Notes:

- For preventing further propagation of Covid-19, the 23rd AGM will be conducted on a full virtual basis through a live streaming platform. Members are advised to refer to the Administrative Guide for the remote participation access and electronic voting at the AGM.
- The Broadcast Venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be physically present at the main venue in Malaysia. No shareholders/proxies from the public shall be physically present at the Broadcast Venue on the meeting day.
- Only a depositor whose name appears in the Company’s Record of Depositors as at 22 June 2020 shall be regarded as a member and entitled to participate, speak and vote at the 23rd AGM or appoint proxy(ies) to participate and vote on his/her behalf.
- Every member entitled to participate and vote at the AGM is entitled to appoint up to two (2) proxies to participate and vote for him/her. There shall be no restriction as to the qualification of the proxy. A proxy may but need not be a member of the Company but shall be of full age. 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.
- The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or if the appointor 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 and the power of attorney, if any, must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur (Tel: 603-2241 5800) not less than twenty-four (24) hours before the time appointed for the taking of the poll at the AGM, no later than 28 June 2020 at 10.00 a.m.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Securities, all the resolutions set out in the Notice of the AGM will be put to vote by way of poll.
- The respective Directors/Independent Directors who are shareholders of the Company will abstain from voting on the Resolutions pertaining to his/her eligibility to stand for re-election, approval of fees and benefits payable, and retention as Independent Director.

#### EXPLANATORY NOTES

- Ordinary Resolution 1 – Approval of a final single tier dividend of seven (7) sen**

Pursuant to Sections 131 and 132 of the Companies Act 2016, the Company may only make a distribution to the shareholders out of the profits available if the Company is solvent. On 27 February 2020, the Board had considered the amount of dividend and is satisfied that the Company will remain solvent and able to pay its debts as and when the debts become due within 12 months immediately after the distribution of the final single tier dividend is made on 21 August 2020. The Board decided to recommend the same for the shareholders’ approval.

- Ordinary Resolution 5 – Benefits Payable to the Non-Executive Directors**

The benefits payable to the Non-Executive Directors comprise of meeting attendance allowance. The total estimated amount of RM70,000 is calculated based on the number of scheduled and additional unscheduled Board, Board Committees and general meetings for the period from 30 June 2020 until the next AGM of the Company to be held in 2021, payable as and when incurred.

- Ordinary Resolution 7 – Proposed Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Ordinary Resolution 7 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016.

This general mandate will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company speedily up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

This authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares were issued pursuant to the general mandate granted to the Directors of the Company at the last AGM held on 31 May 2019, which will lapse at the conclusion of the 23rd AGM to be held on 29 June 2020.

- Ordinary Resolution 8 – Retention of Mr Wong Yoke Nyen as Independent Director**

Mr Wong Yoke Nyen (“Mr Wong”), who has served the Board as an Independent Non-Executive Director for a tenure exceeding 12 years on 16 May 2020, will be retained as Independent Director if this resolution is passed. The Board, after having assessed the independence of Mr Wong, is satisfied that he has complied with the independence criteria as prescribed by the Listing Requirements of Bursa Securities and is of the view that he will continue to provide invaluable contributions to the Board. Hence, the Board recommends that Mr Wong be retained as Independent Non-Executive Director of the Company. The details of his assessment and justifications are contained in the Corporate Governance Overview Statement of this Annual Report. The resolution on the proposed retention of Mr Wong will be voted through a two-tier voting process.