



Country Heights Holdings Berhad

[Registration No. 198401006901 (119416-K)]
(Incorporated in Malaysia under the Companies Act, 1965
and deemed registered under the Companies Act, 2016)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 36th Annual General Meeting of Country Heights Holdings Berhad will be held at the Hall of Fame, The Mines Resort & Golf Club, Jalan Kelikir, Mines Resort City 43300 Seri Kembangan, Selangor Darul Ehsan on Monday, 28 September 2020 at 11:00 a.m. to transact the following business:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon. **Explanatory Note 1**
- To approve the payment of Directors' fees amounting to RM50,000.00 in respect of the financial year ended 31 December 2019. **(Resolution 1)**
- To approve the payment of Directors' remuneration (excluding Directors' fees) to Non-Executive Directors for up to an amount of RM120,000 from 28 September 2020 until the next Annual General Meeting of the Company. **(Resolution 2)**
- To re-elect Mr Lee Thai Young Matahari, who is retiring pursuant to Clause 120 of the Constitution of the Company and being eligible, has offered himself for re-election as a Director of the Company. **(Resolution 3)**
- To re-elect Ms Lee Sow Lin, who is retiring pursuant to Clause 120 of the Constitution of the Company and being eligible, has offered herself for re-election as a Director of the Company. **(Resolution 4)**
- To re-elect Mr Yip Chun Mun, who is retiring pursuant to Clause 120 of the Constitution of the Company and being eligible, has offered himself for re-election as a Director of the Company. **(Resolution 5)**
- To re-elect Mr Chong Khing Chung, who is retiring pursuant to Clause 124 of the Constitution of the Company and being eligible, has offered himself for re-election as a Director of the Company. **(Resolution 6)**
- To re-elect Mr Hor Siew Leong, who is retiring pursuant to Clause 124 of the Constitution of the Company and being eligible, has offered himself for re-election as a Director of the Company. **(Resolution 7)**
- To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 8)**

As Special Business

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

10. Ordinary Resolution

Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

"THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 and subject always to the approvals of the relevant authorities, the Directors be hereby empowered to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being and that the Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **(Resolution 9) Explanatory Note 2**

11. Ordinary Resolution

Proposed New Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT, subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be hereby given to the Company and/or its subsidiaries to enter into and to give effect to the Recurrent Related Party Transactions of a Revenue or Trading Nature with the Related Parties as specified in Section 3.1 of the Circular to Shareholders dated 7 September 2020, provided always that:

- the transactions are necessary for the day-to-day operations of the Group; and
- the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and the transactions are undertaken at arm's length basis and are not detrimental to the minority shareholders of the Company.

AND THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company following the general meeting at which this resolution was passed at which time such approval shall lapse unless by ordinary resolution passed at a general meeting, the approval is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting, whichever is earlier.

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary in the best interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution." **(Resolution 10) Explanatory Note 3**

12. Ordinary Resolution

Proposed Renewal of Authority for the Purchase by Country Heights Holdings Berhad of Its Own Shares

"THAT, subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities, the Company be hereby authorised to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company (the "Proposed Share Buy-Back") provided that:

- the aggregate number of shares so purchased does not exceed 10% of the total number of issued shares of the Company for the time being;
- the maximum funds to be allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained profits of the Company at the time of the purchase(s); and
- at the discretion of the Directors of the Company, the shares of the Company to be purchased are proposed to be cancelled and/or retained as treasury shares and may be distributed as dividends or resold on Bursa Malaysia Securities Berhad or subsequently cancelled.

AND THAT such authority shall commence immediately upon the passing of this resolution until:

- the conclusion of the next Annual General Meeting of the Company following the general meeting at which this resolution was passed at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next Annual General Meeting after that date is required by law to be held; or
- revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting, whichever is earlier.

AND FURTHER THAT the Directors of the Company be authorised to take all such steps as are necessary and/or enter into any agreements, arrangements and guarantees with any parties to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time." **(Resolution 11) Explanatory Note 4**

13. Ordinary Resolution

Retention of Mr Chew Chong Eu as an Independent Non-Executive Director

"THAT authority be hereby given to Mr Chew Chong Eu, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 12 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 of Corporate Governance 2017." **(Resolution 12) Explanatory Note 5**

- To transact any other business of which due notice shall have been given.

By Order of the Board

ONG LU SEE

(LS 0006228)

(SSM Practising Certificate No. 201908001450)

FAN KAH SEONG

(MIA 8584)

(SSM Practising Certificate No. 202008003845)

Company Secretaries

Selangor

7 September 2020

Notes:

- A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy (subject always to a maximum of two proxies) to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy. There shall be no restriction as to the qualification of a proxy.
- Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy shall have the same rights as a member to speak at the Meeting.
- If no name is inserted in the space for the name of the proxy, the Chairman of the Meeting will act as the proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either 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 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 members registered in the Record of Depositors as at 28 August 2020 shall be eligible to attend the 36th Annual General Meeting or appoint proxies to attend and vote on his behalf.
- The duly completed and signed Proxy Form must be deposited at the Registered Office of the Company at 8th Floor, Block A, Mines Waterfront Business Park, No. 3 Jalan Tasik, Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia not less than 24 hours before the time appointed for holding the Meeting or any adjournment thereof. The lodgement of the Proxy Form will not preclude the member from attending and voting in person at the Meeting should the member subsequently wish to do so.

Explanatory Notes:

- The Audited Financial Statements are for discussion only as it does not require shareholders' approval under Section 340(1)(a) of the Companies Act 2016. Hence, it will not be put for voting.
- The proposed Resolution 9 is to renew the authority granted by the shareholders of the Company at the 35th Annual General Meeting ("AGM") held on 26 June 2019. The proposed mandate, if passed, will empower the Directors of the Company, from the date of this AGM, to allot and issue shares of the Company up to an aggregate amount of not exceeding 20% of the total number of issued shares of the Company. This is to avoid any delay and cost involved in the convening of further general meetings to obtain shareholders' approval for such share issuance. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.
The purpose and utilisation of the proceeds could only be determined if the Board of Directors decides to allot the shares.
The Board of Directors did not issue any shares pursuant to the mandate obtained at the 35th AGM held on 26 June 2019.
The mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).
- The proposed Resolution 10, if passed, will allow the Company and/or its subsidiaries to enter into the Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of its business, which are necessary for the Group's day-to-day operations with the Related Parties as set out in the Circular to Shareholders dated 7 September 2020. The shareholders' mandate is subject to renewal on an annual basis.
- The proposed Resolution 11, if passed, will empower the Directors of the Company to buy-back up to 10% of the total number of issued shares of the Company for the time being quoted on Bursa Malaysia Securities Berhad ("Bursa Securities") by utilising the funds allocated, which shall not exceed the total retained profits of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.
- The proposed Resolution 12, if passed, will allow Mr Chew Chong Eu to be retained as an Independent Non-Executive Director of the Company in compliance with Paragraph 15.02 of the Main Market Listing Requirements of Bursa Securities. Details of the Board of Directors' justifications and recommendation for the retention of Mr Chew Chong Eu as an Independent Non-Executive Director are set out in the Corporate Governance Overview Statement in the Annual Report 2019.
- Statements Accompanying the Notice of AGM – Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities, the Notice convening an AGM is to be accompanied by a statement furnishing details of individuals who are standing for election as Directors (excluding Directors standing for a re-election).
No individual is standing for election as a Director of the Company at the 36th AGM.