

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of **POH KONG HOLDINGS BERHAD** will be conducted entirely through live streaming from the Broadcast Venue at No.16-20, Jalan 52/4, 46200 Petaling Jaya, Selangor on Wednesday, 13 January 2021 at 1.00 p.m. for the following purposes:-

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 July 2020 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 2020.
3. To approve Directors' Fees and Allowances of an amount not exceeding RM500,000.00 from 1 August 2020 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 Clause 97 of the Constitution of the Company:
 - (a) Dato' Choon Yee Seiong
 - (b) Datin Han Wee Fong
 - (c) Datin Shirley Yue Shou How
 - (d) Dato' Esther Tan Choon Hwa
5. To re-appoint Messrs. Baker Tilly Monteiro Heng PTT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

Please refer to Note C on the Agenda Resolution 1

Resolution 2

**Resolution 3
Resolution 4
Resolution 5
Resolution 6
Resolution 7**

SPECIAL BUSINESS

6. To consider and, if thought fit, pass with or without modifications, the following Resolution:-

Authority for Encik Fazrin Azwar Bin Md Nor to Continue In Office as Independent Non-Executive Director

Resolution 8

"**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 twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the Nineteenth Annual General Meeting of the Company in accordance with the Malaysian Code on Corporate Governance 2017.

ANY OTHER BUSINESS

7. To transact any other business of the Company for which due notice shall have been given in accordance with the Company's Constitution 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 2020 will be payable on 12 March 2021 to Depositors registered in the Record of Depositors at the close of business on 19 February 2021.

A depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred to the Depositor's Securities Account before 4:00 pm on 19 February 2021 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)
SSM Practicing Certificate No.: 202008000309
Company Secretary
Petaling Jaya

24 November 2020

Notes:-

A. BROADCAST VENUE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Eighteenth Annual General Meeting ("AGM") to be present at the main venue of the meeting.

Neither shareholders nor proxy holders from the public shall be physically present at or be admitted to the Broadcast Venue on the day of the AGM. Therefore, members are strongly advised to participate and vote remotely at the AGM through live streaming and online remote voting using the Remote Participation and Voting facilities provided by the Company's Share Registrar, namely Boardroom Share Registrars Sdn Bhd.

B. 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, speak, participate and vote at a meeting of a Company shall have the same rights as the member to attend speak, participate and vote at the meeting.
3. A member may appoint more than one (1) but not exceeding two (2) proxies to attend the same meeting, provided that 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 is an Authorised Nominee as defined under SICDA it may appoint at least one (1) proxy in respect of each Securities Account it holds with Ordinary Shares of the Company standing to the credit of the said Securities Account.
6. 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.
7. The appointment of a proxy may be made in a hard copy form and submit to the Company's Share Registrar, namely Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. In the case of an appointment made via Boardroom Smart Investor Portal, the proxy form must be deposited at <https://boardroomlimited.my>. Please refer to the Administrative Guide for further information on submission via Boardroom Smart Investor Portal. All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar, namely Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is Monday, 11 January 2021 at 1.00 p.m.
11. Please read the Administrative Guide regarding the Revocation of Proxy.

C. 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

Item 6 of the Agenda (Resolution 8)

(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 Malaysian Code on Corporate Governance 2017

Encik Fazrin Azwar 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. Refer to the rationale supporting the re-appointment of Encik Fazrin Azwar Bin Md Nor in Nomination Committee Statement on page 81 to 82 of the Annual Report.

The proposed Resolution 8, if passed, will enable Encik Fazrin Azwar Bin Md Nor to continue to act as an Independent Non-Executive Director of the Company until the end of the next Annual General Meeting 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 Clause 68(d) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 6 January 2021. Only a depositor whose name appears on the Record of Depositors as at 6 January 2021 shall be entitled to participate, attend, speak and vote at this AGM or appoint proxy/proxies, corporate representative(s) or power of attorney to attend and/or vote in his stead.

POH KONG®

POH KONG HOLDINGS BERHAD
(Company No.: 200201018476 (586139-K))

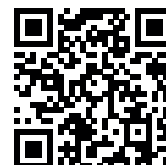
ADMINISTRATIVE GUIDE FOR THE EIGHTEENTH ANNUAL GENERAL MEETING (“AGM”)

Meeting day, date and time : Wednesday, 13 January 2021, 1.00 p.m.
Meeting platform : <https://web.lumiagm.com>
Registration : Virtual Meeting via Remote Participation and Electronic Voting (“RPEV”) facilities
Broadcast venue : No.16-20, Jalan 52/4, 46200 Petaling Jaya, Selangor.
Mode of Communication : Shareholders may pose questions during live streaming at <https://web.lumiagm.com>.

Annual Report, Notice of AGM, Proxy Form and Requisition Form

Together with us in conserving the environment and improving sustainability, please scan the QR Code that is linked to our Company’s website for the following documents relating to the AGM:

1. Annual Report 2020
2. Notice of 18th AGM
3. Proxy Form - 18th AGM
4. Requisition Form



Nevertheless, if you wish to receive a printed copy of the items (1) to (3) above, kindly download, complete and send the Requisition Form (4) to our Share Registrar, and the requested documents will be provided to you as soon as reasonably practical upon receipt of your Requisition Form.

1. Virtual Meeting

- 1.1 In view of the Coronavirus (COVID-19) pandemic and with the safety of the Company’s shareholders, employees and Directors being of primary concern, the Board of Directors (“the Board”) and Management decided that the AGM of the Company shall be conducted fully virtual and entirely via RPEV facilities.
- 1.2 The main and only venue of the AGM is the Broadcast Venue, which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 76 of the Company’s Constitution that requires the Chairman of the Meeting to be present at the main venue of the meeting. **Shareholders/proxies/corporate representatives shall not be physically present** nor will they be admitted to the Broadcast Venue on the day of the AGM.

Shareholders can participate in the fully virtual AGM by registering online via the Boardroom Smart Investor Portal at <https://boardroomlimited.my>.
- 1.3 With the RPEV facilities, you may exercise your right as a shareholder of the Company to participate (and pose questions to the Board and Management of the Company) and to vote at the AGM, safely from your home.
- 1.4 Kindly ensure the stability of your internet connectivity throughout the AGM is maintained as quality of the live webcast and online remote voting are dependent on the bandwidth and stability of the internet connection.

2. Entitlement to Participate and Vote

Only a depositor whose name appears on the Record of Depositors of Poh Kong Holdings Berhad as at 6 January 2021 shall be entitled to attend the AGM or appoint a proxy(ies) to participate and vote on his/her behalf by returning the proxy form.

3. Lodgement of Proxy Form

- 3.1 If you are unable to attend the AGM via RPEV facilities and wish to appoint the Chairman of the AGM as your proxy to vote on your behalf, please deposit your proxy form at the office of the Company’s Poll Administrator, **Boardroom Share Registrars Sdn Bhd (“BoardRoom”) on 11th Floor, Menara Symphony, No. 5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan** not less than forty-eight (48) hours before the time of holding the AGM, i.e. latest by Monday, 11 January 2021 at 1.00 p.m. Any alteration to the Form of Proxy must be initialled.
- 3.2 Alternatively, the proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, which is free and available to all individual shareholders, not less than forty-eight (48) hours before the time of holding the AGM, i.e. latest by 11 January 2021 at 1.00 p.m. For further information, kindly refer to the “Electronic Lodgement of Form of Proxy” below.

- 3.2 Alternatively, the proxy appointment may also be lodged electronically at <https://boardroomlimited.my>, which is free and available to all individual shareholders, not less than forty-eight (48) hours before the time of holding the AGM, i.e. latest by 11 January 2021 at 1.00 p.m. For further information, kindly refer to the "Electronic Lodgement of Form of Proxy" below.

Step 1 Register Online with Boardroom Smart Investor Portal (for first time registration only)

(Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on eProxy Lodgement.)

- a. Access website <https://boardroomlimited.my>
- b. Click <<Login>> and click <<Register>> to sign up as a user.
- c. Complete the registration and upload a softcopy of your MyKAD/Identification Card (front and back) or Passport.
- d. Please enter a valid email address and wait for Boardroom's email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Step 2 eProxy Lodgement

- a. Access website <https://boardroomlimited.my>
 - b. Login with your User ID and Password given above.
 - c. Go to "E-PROXY LODGEMENT" and browse the Meeting List for "**POH KONG HOLDINGS BERHAD EIGHTEENTH (18th) VIRTUAL AGM**" and click "APPLY".
 - d. Read the terms & conditions and confirm the Declaration.
 - e. Enter your CDS Account Number and indicate the number of securities.
 - f. Appoint your proxy(ies) or the Chairman of the AGM and enter the required particulars for your proxy(ies).
 - g. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
 - h. Review and confirm your proxy(ies) appointment.
 - i. Click submit.
- 3.3 If you wish to participate in the AGM yourself, please do not submit any proxy form for the AGM. You will not be allowed to participate in the AGM together with a proxy appointed by you.

4. Revocation of Proxy

If you have submitted your Proxy Form prior to the AGM and subsequently decide to appoint another person or wish to participate in the AGM yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the AGM. On revocation, your proxy(ies) will not be allowed to participate in the AGM. In such event, you should advise your proxy(ies) accordingly.

5. Voting Procedures

- 5.1 The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The Company has appointed Boardroom as the Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and Strategy Corporate House Sdn. Bhd. as Scrutineer to verify the poll results.

Members and proxies are required to use one (1) of the following methods to vote remotely:



- (i) Download Lumi AGM App (free of charge) onto your personal voting device prior to the AGM from Apple App Store or Google Play Store; or
- (ii) Launch Lumi AGM by scanning the QR code given to you in the email along with your remote participation User ID and Password; or
- (iii) Access to Lumi AGM via website URL <https://web.lumiagm.com>.

- 5.2 During the AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
- 5.3 For the purpose of this AGM, e-Voting can be carried out by using either personal smart mobile phones, tablets, personal computers or laptops.
- 5.4 The polling will only commence after announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
- 5.5 The Scrutineer will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

6. Remote Participation and Electronic Voting (RPEV)

- 6.1 Please note that all members including (i) individual members; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facilities to participate and vote remotely at the AGM.
- 6.2 If you wish to participate in the AGM, you will be able to view a live webcast of the AGM, ask questions and submit your votes in real time whilst the AGM is in progress. In the event the Board is unable to respond to your questions during the Meeting, you may email your questions to margaret_hon@pohkong.com.my and/or shkoh@pohkong.com.my after the Meeting.
- 6.3 Kindly follow the steps below to request for your login ID and password and usage of the RPEV facilities:

Before the day of the AGM		
Procedure	Action	
i.	<p>Register Online with BoardRoom Smart Investor Portal (for first time registration only)</p>	<p><i>Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step (ii)] – Submit request for remote participation.</i></p> <ol style="list-style-type: none"> Access website https://boardroomlimited.my Click <<Login>> and click <<Register>> to sign up as a user. Complete the registration and upload a softcopy of your MyKAD/ Identification Card (front and back) or Passport. Please enter a valid email address and wait for Boardroom’s email verification. Your registration will be verified and approved within one (1) business day and an email notification will be provided.
ii.	<p>Submit request for remote participation (User ID and Password)</p>	<p><i>Note: Registration for remote access will be opened on 24 November 2020. Please note that the closing time to submit your request is not less than forty-eight (48) hours before the time of holding the AGM, i.e. latest by 11 January 2021 at 1.00 p.m.</i></p> <p>Individual Members</p> <ol style="list-style-type: none"> Login to https://boardroomlimited.my using your user ID and password. Select “VIRTUAL MEETING” from main menu and select the correct Corporate Event “POH KONG HOLDINGS BERHAD EIGHTEENTH (18th) VIRTUAL AGM”. Read and agree to the Terms & Conditions. Enter your CDS Account and thereafter submit your request. <p>Corporate Shareholders</p> <ol style="list-style-type: none"> Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request. Please provide a copy of Corporate Representative’s MyKad/ Identification Card (front and back) or Passport as well as his/her email address.
		<p>Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request. Please provide a copy of the proxy holder’s MyKad/Identification Card (front and back) or Passport as well as his/her email address.
iii.	<p>Email notification</p>	<ol style="list-style-type: none"> You will receive notification from Boardroom that your request(s) has been received and is being verified. Upon system verification against the Record of Depositors of the AGM as at 6 January 2021, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom. Please note that the closing date and time to submit your request is by 11 January 2021 at 1.00 p.m.

On the day of the AGM		
Procedure		Action
i.	Login to Virtual Meeting Platform	<ol style="list-style-type: none"> The Virtual Meeting portal will be opened for login one (1) hour before the commencement of the AGM at 12.00 p.m. on 13 January 2021. The Meeting Platform can be accessed via one of the following methods:- <ul style="list-style-type: none"> Download the free Lumi AGM application from Apple App Store or Google Play Store; Launch Lumi AGM by scanning the QR Code provided in the email notification; Access to Lumi AGM webportal via website at https://web.lumiagm.com Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step (iii).
ii.	Participate	<p><i>Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition.</i></p> <ol style="list-style-type: none"> If you would like to view the live webcast, select the broadcast icon.  If you would like to ask a question during the AGM, select the messaging icon. Type your message within the chat box, once completed click the send button. 
iii.	Voting	<ol style="list-style-type: none"> Once the Meeting is opened for voting, the polling icon will appear with the resolutions and your voting choices. To vote, simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received. To change your vote, simply select another voting direction. If you wish to cancel your vote, please press "Cancel".
iv.	End of Participation	<ol style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end and the messaging window will be disabled. You can now logout from the Meeting Platform.

7. Gift Policy

There will be **NO DISTRIBUTION** of door gifts or vouchers for shareholders/proxies who participate at this virtual AGM.

8. Recording or Photography

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

9. Enquiries

If you have any enquiries prior to the AGM or if you wish to request for technical assistance to participate in the fully virtual meeting, please contact Boardroom during office hours from Monday to Friday (8.30 a.m. to 5.30 p.m.), details as follows:-

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony
No. 5 Jalan Professor Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan Malaysia

General Line : 603-7890 4700 (Helpdesk)
Fax Number : 603-7890 4670
Email : BSR.Helpdesk@boardroomlimited.com