

**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-Fourth (24th) Annual General Meeting ("AGM") of **NEW HOONG FATT HOLDINGS BERHAD** ("the Company") will be conducted via live streaming from the Broadcast Venue at 10th Floor, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, on Thursday, 10 June 2021 at 10.00 a.m. for the following purposes:

A G E N D A**ORDINARY BUSINESS**

- To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.
- To approve a final single tier dividend of five (5) sen per ordinary share in respect of the financial year ended 31 December 2020.
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:
 - Mr Chin Jit Sin
Ordinary Resolution 2
 - Mr Chia Swee Yuen
Ordinary Resolution 3
- To approve the Directors' Fees of RM204,000 for the financial year ended 31 December 2020.
Ordinary Resolution 4
- To approve the Benefits Payable up to an aggregate amount of RM70,000 for the Non-Executive Directors from 11 June 2021 until the next AGM of the Company to be held in 2022.
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:

7. 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

8. RETENTION OF MR WONG YOKE NYEN AS INDEPENDENT DIRECTOR

"THAT, in accordance with the Malaysian Code of Corporate Governance ("MCCG"), 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 shareholders at the Twenty-Fourth (24th) AGM of the Company, a final single tier dividend of five (5) sen per ordinary share for the financial year ended 31 December 2020 will be paid on 23 July 2021 to Depositors whose names appear in the Record of Depositors on 30 June 2021.

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 June 2021 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
27 April 2021

Notes:

- For preventing further propagation of the COVID-19 pandemic, the 24th AGM will be conducted via live streaming platform and using online remote voting facilities provided by the appointed Poll Administrator of the AGM, HMC Corporate Services Sdn. Bhd. Members who wish to participate at the AGM will have to register online and attend remotely. Members are advised to refer to the Administrative Guide which is available on the Company's website at www.newhoongfatt.com.my, for the procedures on 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 3 June 2021 shall be regarded as a member and entitled to participate, speak and vote at the 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 appointer or his attorney duly authorised in writing or if the appointer 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 48 hours before the time fixed for holding the AGM, no later than 8 June 2021 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 poll.
- The respective Directors/Independent Directors who are shareholders of the Company will abstain from voting on the Resolutions pertaining to the approval of their fees and benefits payable.

EXPLANATORY NOTES

1. Ordinary Resolution 1 – Approval of a final single tier dividend of five (5) 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 for distribution. On 24 February 2021, 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 23 July 2021.

2. 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 uncheduled Board meetings and general meetings for the period from 11 June 2021 until the next AGM of the Company to be held in 2022, payable as and when incurred.

3. 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 to 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 29 June 2020, which will lapse at the conclusion of the 24th AGM to be held on 10 June 2021.

4. 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, 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 Annual Report 2020. In accordance with the MCCG, the resolution on the proposed retention of Mr Wong will be voted through a two-tier voting process.



PROXY FORM

I/We (full name), NRIC/Passport/Company No.

..... of

..... (full address)

being a member of **NEW HOONG FATT HOLDINGS BERHAD**, hereby appoint

Full name (in Block Letters)	NRIC/Passport No.	% of Holdings

or failing him/her,

Full name (in Block Letters)	NRIC/Passport No.	% of Holdings

or failing which, the Chairman of the Meeting as my/our proxy to participate and vote for me/us on my/our behalf at the Twenty-Fourth (24th) Annual General Meeting of the Company to be conducted via live streaming from the Broadcast Venue at 10th Floor, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, on Thursday, 10 June 2021 at 10.00 a.m. or at any adjournment thereof and to vote as indicated below:

	AGENDA	FOR	AGAINST
Ordinary Resolution 1	Approval of a final single tier dividend of 5 sen		
Ordinary Resolution 2	Re-election of Mr Chin Jit Sin as Director		
Ordinary Resolution 3	Re-election of Mr Chia Swee Yuen as Director		
Ordinary Resolution 4	Approval of Directors' Fees of RM204,000		
Ordinary Resolution 5	Approval of Benefits Payable of RM70,000		
Ordinary Resolution 6	Re-appointment of Messrs BDO PLT as Auditors of the Company		
Ordinary Resolution 7	Proposed authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016		
Ordinary Resolution 8	Retention of Mr Wong Yoke Nyen as Independent Director		

Please indicate with an 'X' in the spaces provided on how you wish your vote to be cast in respect of the above resolutions. If you do not do so, the proxy may vote or abstain from voting at his/her discretion.

CDS Account No.

No. of Ordinary Shares held	
Telephone No.	
Email Address	

Signed this day of 2021

.....
Signature/Common Seal of Member

Fold this flap for sealing

Notes:

1. For preventing further propagation of the COVID-19 pandemic, the 24th AGM will be conducted via live streaming platform and using online remote voting facilities provided by the appointed Poll Administrator of the AGM, HMC Corporate Services Sdn. Bhd.. Members who wish to participate at the AGM will have to register online and attend remotely. Members are advised to refer to the Administrative Guide which is available on the Company's website at www.newhoongfatt.com.my, for the procedures on remote participation access and electronic voting at the AGM.
2. 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.
3. Only a depositor whose name appears in the Company's Record of Depositors as at 3 June 2021 shall be regarded as a member and entitled to participate, speak and vote at the AGM or appoint proxy(ies) to participate and vote on his/her behalf.
4. 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.
5. 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.
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 (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.
7. The Proxy Form must be signed by the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
8. 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 48 hours before the time fixed for holding the AGM, no later than 8 June 2021 at 10.00 a.m.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of the AGM will be put to vote by way of poll.
10. The respective Directors/Independent Directors who are shareholders of the Company will abstain from voting on the Resolutions pertaining to the approval of their fees and benefits payable.

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Affix
Stamp

**THE COMPANY SECRETARY OF
NEW HOONG FATT HOLDINGS BERHAD**

Registration No. 199701010213 (425709-K)

Registered Office:
c/o HMC Corporate Services Sdn. Bhd.
Level 2, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur

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NEW HOONG FATT HOLDINGS BERHAD

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

**ADMINISTRATIVE GUIDE
FOR THE FULLY VIRTUAL
TWENTY-FOURTH (24TH) ANNUAL GENERAL MEETING (“AGM”)
OF
NEW HOONG FATT HOLDINGS BERHAD (“THE COMPANY”)**

Day & Date	: Thursday, 10 June 2021
Time	: 10.00 a.m.
Broadcast Venue	: 10th Floor, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur

For preventing further propagation of the COVID-19 pandemic, the 24th AGM of the Company will be conducted via live streaming from the Broadcast Venue.

The Broadcast Venue is strictly for the purpose of complying with Section 372(2) of the Companies Act 2016 which requires the Chairman of the meeting to be physically present at the main venue to chair the meeting. No shareholders/proxies from the public shall be physically present at the Broadcast Venue on the meeting day.


Members who wish to participate at the 24th AGM will have to register online and attend remotely. Kindly refer below for the procedures on remote participation access and electronic voting at the AGM:

1. Virtual Meeting Facilities

Every member and proxy must register at the Registration Link below **no later than 8 June 2021 at 10.00 a.m.**

Please follow the following steps for participating and voting at the 24th AGM:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none">Please click on the following link to register yourself for verification purpose. You may register any time no later than 8 June 2021 at 10.00 a.m. <p>Registration Link: https://bit.ly/3rTTThM</p> <ul style="list-style-type: none">Please complete your particulars on the registration page and ensure that all information is accurate before you submit.
(b)	CONFIRMATION OF ATTENDANCE	<ul style="list-style-type: none">Upon verification, the participation link together with the password will be sent to you via email.

(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> You may submit questions online by scanning the QR Code below or via https://bit.ly/3cSDhm7 
ON THE AGM DAY		
(d)	PARTICIPATION	<ul style="list-style-type: none"> To participate in the meeting, click on the participation link which was provided to you via the e-mail notification in Item (b) above, at least 15 minutes before the commencement of meeting at 10.00 a.m. on 10 June 2021. If you have any question to be raised during the meeting, you may submit it by using the Q&A Box of the Virtual Meeting Room. The Chairman/Board of Directors will address the questions accordingly.
(e)	ONLINE VOTING	<ul style="list-style-type: none"> Upon the commencement of the meeting, the link of the online voting will be displayed in the Chat Box, and the QR Code for the online voting will also be displayed on the screen of the Virtual Meeting Room. Member or proxy may commence voting from 10.00 a.m. on 10 June 2021 until such time when the Chairman announces the closing of the voting session. After the counting of votes, the Chairman will announce the poll results.
(f)	CLOSURE	The 24th AGM will be closed upon the announcement by the Chairman.

Member/proxy must ensure that they are connected to the internet at all times to participate and vote at the 24th AGM. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

2. Poll Voting

All resolutions to be tabled at the 24th AGM will be voted by poll. For this purpose, the Company has appointed HMC Corporate Services Sdn. Bhd. ("HMC") as the Poll Administrator to conduct the poll by way of online voting and USearch Management Services as the Scrutineers to verify the poll results.

Members may proceed to vote on the resolutions and submit their votes online at any time from the commencement of the 24th AGM at 10.00 a.m. until the end of voting session which will be announced by the Chairman of the meeting. The online voting link will be displayed in the Chat Box upon commencement of the meeting. The QR Code for the online voting will also be displayed on the screen upon the commencement of the voting session. Upon completion of the voting session and counting of votes, the Scrutineers will verify the poll results, followed by the announcement by the Chairman of the poll results.

3. Members Entitled to Participate in the AGM

Only a depositor whose name appears in the Record of Depositors as at 3 June 2021 is entitled to participate, speak (including posting questions via real time submission of typed

texts) and vote at the 24th AGM or appoint proxies to participate and vote on his/her behalf in respect of the number of shares registered in his/her name.

4. Proxy

- (a) Every member entitled to participate and vote at the 24th AGM is entitled to appoint up to two (2) proxies to participate and vote for him/her. Members who wish to appoint proxy(ies) must submit the Proxy Form in accordance with the notes and instructions set out therein. The appointed proxy must register themselves via the Registration Link given above. Alternatively, members may appoint the Chairman of the Meeting to vote on their behalf.

The Proxy Form must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur ("Registered Office"), not less than forty-eight (48) hours before the time fixed for holding the AGM, ie no later than 8 June 2021 at 10.00 a.m.

- (b) For Corporate Shareholders who wish to appoint corporate representatives, the corporate representative must register themselves via the Registration Link given above and submit the following documents and information to the Registered Office no later than 8 June 2021 at 10.00 a.m.:-

- (i) Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
- (ii) Corporate Representative's e-mail address and mobile number.

- (c) For the beneficiary of shares under a Nominee Company's CDS account who wishes to participate at the 24th AGM, they may request their Nominee Company to appoint him/her as a proxy to participate and vote remotely at the 24th AGM via the Virtual Meeting Facilities. The Nominee Company must submit the duly executed proxy form to the Registered Office no later than 8 June 2021 at 10.00 a.m. and the proxy must register themselves via the Registration Link given above.

5. No Door Gifts

There will be no distribution of door gifts or vouchers for the participation of the 24th AGM.

6. No Recording or Photography

Unauthorised recording and photography are strictly prohibited at the AGM.

7. Enquiry

If you have any enquiry or require any assistance before or during the 24th AGM, please contact the following during office hours from 9.00 a.m. to 5.00 p.m. (Monday to Friday):

Poll Administrator

HMC Corporate Services Sdn. Bhd.

Registration No. 198201003810 (83556-P)

Level 2, Tower 1, Avenue 5

Bangsar South City

59200 Kuala Lumpur

Telephone : +603 2241 5800
Mobile : +6017 388 3989
Fax : +603 2282 5022
Email : office365support@hmc.my
Contact Person : Chong Aik Siew