



HO WAH GENTING BERHAD

199301018185 (272923-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Eighth Annual General Meeting of the Company will be conducted on a fully virtual basis from the online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657) provided by Boardroom Share Registrars Sdn Bhd on Tuesday, 28 September 2021 at 09:30 a.m. for the following businesses:

A G E N D A

As Ordinary Business

- | | |
|--|------------------------|
| 1. To receive the audited Financial Statements of the Company for the financial period ended 30 April 2021 and the Reports of the Directors and Auditors thereon. | Please refer to Note A |
| 2. To approve the payment of Directors' fees amounting to RM179,071 and meeting allowance of RM22,500 for the financial period from 1 January 2020 to 30 April 2021. | Resolution 1 |
| 3. To approve the payment of Directors' fees of RM60,000 per annum and meeting allowance of RM500 per day for each Non-Executive Director with effect from 1 May 2021 for the financial year ending 30 April 2022. | Resolution 2 |
| 4. To re-elect Ms. Elaine Tan Ai Lin, the Director who retires by rotation pursuant to Article 18.4 of the Company's Constitution and being eligible, has offered herself for re-election. | Resolution 3 |
| 5. To re-elect Mr. Benjamin Leong Wye Hoong, the Director who retires pursuant to Article 18.2 of the Company's Constitution and being eligible, has offered himself for re-election. | Resolution 4 |
| 6. To re-appoint Messrs Russell Bedford LC & Company as Auditors and to authorize the Board of Directors to fix their remuneration. | Resolution 5 |

As Special Business

To consider and if thought fit, to pass the following resolutions:

- | | |
|---|--------------|
| 7. Ordinary Resolution
Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act") | Resolution 6 |
| "THAT subject to the Act, the Constitution of the Company, approval from Bursa Malaysia Securities Berhad ("Bursa Malaysia") and other relevant authorities, where such approval is necessary, authority be and is hereby given to the Board of Directors pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit, provided always that the aggregate number of shares to be issued does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation on Bursa Malaysia, for the additional shares so issued and THAT the 20% general mandate shall continue to be in force until 31 December 2021, thereafter, the general mandate will be reinstated to ten percent (10%) of the total number of issued shares of the Company for the time being and such mandate shall continue to be in force until the conclusion of the next Annual General Meeting of the Company ("General Mandate")." | |
| 8. To transact any other business of which due notice shall have been given in accordance with the Act. | |

By Order of the Board

Coral Hong Kim Hoeng

Company Secretary
(MA/CSA 7019696) (SSM PC No.:201908001943)

Kuala Lumpur
Date: 30 August 2021

NOTES:

IMPORTANT NOTES:

The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions ("FAQ") on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 ("the Revised Guidance Note and FAQ"), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online. Physical gatherings no matter how small are prohibited. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognized as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. Please follow the procedures as stipulated in the Administrative Guide for the Annual General Meeting ("AGM") in order to register, participate and vote virtually.

Please read these notes carefully and follow the procedures in the Administrative Guide for the AGM in order to register, participate and vote virtually.

- A This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act and the Company's Constitution do not require a formal approval of the shareholders and hence, is not put forward for voting.
- Members Entitled To Attend: Only members whose names appear in the Record of Depositors as at 22 September 2021 shall be entitled to attend the meeting.
 - Voting By Poll: Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("MMLR"), all the resolutions set out in this Notice shall be put to vote by poll.
 - A proxy appointed to attend and vote shall have the same rights as the member to speak at the meeting.
 - A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member / authorized nominee / exempt authorized nominee appoints two (2) proxies, the appointment shall be invalid unless the proportions of shareholdings to be represented by each proxy is specified.
 - Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each Omnibus Accounts it holds.
 - The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor. In the case of the appointment of a proxy made in electronic form, the proxy form must be deposited through the Share Registrar's website, Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please refer to the procedures as set out in the Administrative Guide for the electronic lodgement of proxy form. All proxy form submitted must be received by the Company not less than Twenty-Four (24) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.
 - In the case of a corporate member, the instrument appointing a proxy must be executed under its Common Seal or under the hand of its attorney duly authorized in writing.

Explanatory Notes:

8. Resolution 2

During the financial period, the Remuneration and Nomination Committee conducted a review of the fees paid to non-executive directors taking into account various factors including the additional time commitment required, fiduciary, statutory duties and responsibilities required under various laws and regulations and that the fees paid to non-executive directors of the Company had not been reviewed since 2002. The Board had subsequently approved the Remuneration Committee's recommendation for the increase in Directors' fees payable to each non-executive director to RM60,000 per annum.

If Resolution No. 2 is approved, payment of Directors' fees and benefits will be made on monthly basis and / or as and when incurred.

- The proposed Resolution No. 6, if passed, will give the Directors of the Company the continuing authority to issue shares in the Company up to an amount not exceeding in total 20% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company.

The 20% general mandate is pursuant to the letter issued by Bursa Malaysia dated 16 April 2020 as part of the temporary relief measures accorded to listed issuers due to the COVID-19 pandemic. The temporary relief measures may be utilized until 31 December 2021, after which the 10% limit under paragraph 6.03 (1) of the MMLR will be reinstated and the said 10% limit of general mandate shall, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

The renewal of mandate pursuant to Sections 75 and 76 of the Act, 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 future investment project(s), working capital and/or acquisitions, which the Directors deem necessary and feasible.

The Board of Directors is of the view that the 20% general mandate is in the best interest of the Company and its shareholders due to the rising risks and global economic challenges as a result of the COVID-19 pandemic, and the General Mandate will enable the Company to raise funds more expeditiously during this challenging period to ensure sustainability of the Company's existing activities as well as funding for future investment activities.

On 20 January 2021, the Company obtained approval from Bursa Malaysia for the listing of and quotation for up to 60,667,500 new ordinary shares in the Company ("Placement Shares"), representing up to 10% of the total number of issued shares in the Company pursuant to the mandate granted to the Directors at the last AGM held on 30 June 2020. The Company had on 10 February 2021 completed the first tranche of the said Placement Shares through the issuance of 17,858,000 Placement Shares at RMO.5600 per Placement Share. Proceeds of RM10,000,480 was raised and the proceeds had been fully utilized.

The Company had on 30 July 2021 completed the second tranche of the said Placement Shares through the issuance of 20,871,000 Placement Shares at RMO.265 per Placement Share. Proceeds of RM5,530,815 was raised and the proceeds had not been fully utilized.



HO WAH GENTING BERHAD

Registration Number: 199301018185 (272923-H)
Incorporated in Malaysia

ADMINISTRATIVE GUIDE FOR THE VIRTUAL ANNUAL GENERAL MEETING OF HO WAH GENTING BERHAD (“THE COMPANY”)

1. FULLY VIRTUAL ANNUAL GENERAL MEETING

Date : 28 September 2021
Day : Tuesday
Time : 9:30 a.m.
Fully Virtual via online meeting platform : <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC - D6A357657)

As a precautionary measure amid the COVID-19 outbreak, the Company's forthcoming Annual General Meeting (“AGM”) will be conducted on fully virtual basis on our Online Meeting Platform, as the safety of our members, Directors, staff and other stakeholders who will attend this meeting is of paramount importance to us.

The conduct of a fully virtual meeting of members or general meeting is in line with the revised Guidance Note and Frequently Asked Questions (“the Revised Guidance Note and FAQ”) by the Securities Commission Malaysia issued on 16 July 2021. The Revised Guidance Note and FAQ states that in a fully virtual general meeting, all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited.

According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that internet connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

2. SHAREHOLDERS ENTITLED TO ATTEND THE VIRTUAL AGM

Shareholders whose names appear on the Record of Depositors on 22 September 2021, shall be eligible to participate in the virtual AGM or to appoint proxy(ies) to participate on his/her behalf. If you are unable to participate, you are encouraged to appoint the Chairman of the meeting as your proxy and indicate your voting instructions in the proxy form.

3. VOTING PROCEDURES

Pursuant to Paragraph 8.29a of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the virtual AGM will be conducted by poll. The Company has appointed Boardroom Share Registrars Sdn. Bhd. (Boardroom) as poll administrator to conduct the poll by way of electronic voting and SKY Corporate Services Sdn. Bhd. as independent scrutineer to verify the poll results.

4. REMOTE PARTICIPATION AND ELECTRONIC VOTING (“RPEV”) FACILITIES




Shareholders and proxies are advised to login to the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> for the following services:

- a) Register participation for the virtual AGM;
- b) Submit proxy forms electronically via e-proxy lodgement;
- c) Submit questions prior to the virtual AGM.

Kindly follow the steps below to register for the virtual AGM:

Procedures	Steps
Before the day of the virtual AGM	
1.	<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, you may proceed to Step 2.</i></p> <ol style="list-style-type: none"> Access Boardroom Smart Investor Portal at https://investor.boardroomlimited.com. Click <<Register>> to sign up as user. Complete registration with a VALID email address and upload a copy of your MyKAD (front and back in JPG/PNG/PDF format only) or Passport (in JPG/PNG/PDF format only). An email will be sent to you to verify your email address. Once your email address is verified, your registration will be approved within one (1) business day and you will receive an email notification.
2.	<p>Submit request for remote participation</p> <p>The registration for RPEV will be opened on 30 August 2021 and end on 27 September 2021 at 9:30 a.m. (24 hours before the commencement of the virtual AGM).</p> <p>Individual Shareholder</p> <ol style="list-style-type: none"> Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select "HO WAH GENTING BERHAD ANNUAL GENERAL MEETING" from the list of Corporate Meeting and click <<Enter>>. Click on <<Register for RPEV>>. Read and agree to the terms and conditions, click <<Next>>. Key in your CDS Account Number, click <<Submit>>. You will receive email notification from Boardroom that your request(s) has been received. <p>Appointment of proxy</p> <ol style="list-style-type: none"> Log in to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. Select "HO WAH GENTING BERHAD ANNUAL GENERAL MEETING" from the list of Corporate Meetings and click <<Enter>>. Click on <<Submit eProxy Form>>. Read and accept the General Terms and Conditions by clicking <<Next>>. Enter your CDS Account Number and number of securities held. Select your proxy – either the Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies). Indicate your voting instructions – "FOR" or "AGAINST" or "ABSTAIN". If you wish to have your proxy(ies) to act upon his/her discretion, please indicate "DISCRETIONARY". Review and confirm your proxy(ies) appointment. Click <<Submit>>. Download or print the eProxy form as acknowledgement. <p>Corporate Shareholder, authorised nominee and exempt authorised nominee</p> <ol style="list-style-type: none"> Write to bsr.helpdesk@boardroomlimited.com and provide the name of the shareholder, CDS Account Number and Certificate of appointment for Corporate Representative or Proxy Form (as the case may be) to submit the request. Please provide a copy of the Corporate Representative's or Proxy's MyKAD (front and back) or Passport as well as his/her email address.
3.	<p>Verification and Email Notification</p> <ol style="list-style-type: none"> You will receive an email from Boardroom that your request has been received and is being verified. Upon verification against the AGM Record of Depositors, you will receive an email from Boardroom on Monday, 27 September 2021 with the Meeting ID, User Name and Password for the virtual AGM. You will also be notified in the event your registration is rejected.

Kindly follow the steps below to register for the virtual AGM:

Procedures		Steps
On the day of the virtual AGM		
4.	Log in to RPEV	a) The RPEV will be opened for log in commencing 8:30 a.m. on Tuesday, 28 September 2021 (one (1) hour) before the commencement of the virtual AGM. b) Click the link provided in the email in Step 3(b) to join the virtual AGM. Insert the meeting ID and sign in with the User Name and Password provided to you via the same email.
5.	Participate	a) Please follow the user guides to view the live webcast, submit questions and vote. b) To view the live webcast, select the <<  Broadcast icon>>. c) To ask a question during the virtual AGM, select the <<  Messaging icon>>, type your question in the chat box and click <<Send>> to submit.
6.	Vote	a) Once voting has commenced, the <<  Voting icon>> will appear with the resolutions and voting choices until the Chairman declares the end of the voting session. b) To vote, select your voting preference from the options provided. A confirmation message will appear to indicate that your vote has been received. c) To change your vote, re-select your voting preference. d) If you wish to cancel your vote, please press <<Cancel>>.
7.	End	Upon declaration by the Chairman of the closure of the virtual AGM, the live webcast will end.

5. SUBMISSION OF QUESTIONS

- a) Prior to the virtual AGM
Shareholders may submit questions in relation to the Agenda Items by logging in to the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by selecting "**HO WAH GENTING BERHAD AGM**" from the list of Corporate Meetings and select <<Submit Question>>, latest by 9:30 a.m. on Monday 27 September 2021.
- b) During the virtual AGM
Shareholders may type their questions in the chat box at any time during the virtual AGM.
The Board of Directors and Management will endeavour to provide responses at the virtual AGM. However, being mindful of the time constraints, some responses may be emailed after the conclusion of the virtual AGM.

6. APPOINTMENT OF PROXY

Since the AGM will be conducted via a virtual meeting, a shareholder can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form. The Proxy Form can be deposited at the office of the Share Registrar of the Company at Boardroom Share Registrars Sdn. Bhd., Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not later than Monday, 27 September 2021 at 9:30 a.m.

You may also submit the proxy appointment electronically via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> not later than Monday, 27 September 2021 at 9:30 a.m. For further information on the electronic submission of Proxy Form, kindly refer to the steps in item 4 (2) above.

7. NO RECORDING OR PHOTOGRAPHY

Recording or photography of the virtual AGM proceedings is strictly **NOT ALLOWED**.

8. ENQUIRIES

If you have any enquiry prior to the virtual AGM, please contact our Share Registrar during office hours on Mondays to Fridays, from 9.00 a.m. to 5.00 p.m. (except on public holidays):

Boardroom Share Registrars Sdn. Bhd.

Registration No. 199601006647 (378993-D)

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

General Line : +603-7890 4700

Fax Number : +603-7890 4670

Email : bsr.helpdesk@boardroomlimited.com