



HO WAH GENTING BERHAD
199301018185 (272923-H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting ("AGM") of the Company will be held at Phoenix 3, 4 & 5, Level 7, Regalpark Hotel Kuala Lumpur, Jalan Kampung Attap, 50460 Kuala Lumpur on Wednesday, 28 September 2022 at 09:30 a.m. for the following businesses:

A G E N D A

As Ordinary Business

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| 1. | To receive the audited Financial Statements of the Company for the financial year ended 30 April 2022 and the Reports of the Directors and Auditors thereon. | Please refer to Note A |
| 2. | To approve the payment of Directors' fees of RM60,000 per annum and meeting allowance of RM500 per day for each Non-Executive Director for the financial year ending 30 April 2023. | Resolution 1 |
| 3. | To re-elect, the following Directors who are retiring by rotation pursuant to Article 18.4 of the Company's Constitution and being eligible, have offered themselves for re-election: | |
| | 3.1 Dato' Aaron Lim Ooi Hong | Resolution 2 |
| | 3.2 Mr. Kenny Yeoh Khi Khen | Resolution 3 |
| 4. | To re-elect Encik Khalid Bin Ahmad Husni, 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 |
| 5. | To re-appoint Messrs Russell Bedford LC PLT 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:

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| 6. | Ordinary Resolution
Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 ("the Act")
"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 ten percent (10%) 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 and quotation on Bursa Malaysia, for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company." | Resolution 6 |
| 7. | Ordinary Resolution
Continuation in office as Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance ("MCCG") 2021
"THAT approval be and is hereby given to Ms. Elaine Tan Ai Lin who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company." | Resolution 7 |
| 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 Heong

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

Kuala Lumpur
Date: 30 August 2022

NOTES:

- 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.
- 1. Members Entitled To Attend: Only members whose names appear in the Record of Depositors as at 22 September 2022 shall be entitled to attend the meeting.
- 2. Voting By Poll: Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements, all the resolutions set out in this Notice shall be put to vote by poll.
- 3. A proxy appointed to attend and vote shall have the same rights as the member to speak at the meeting.
- 4. 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.
- 5. 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.
- 6. The instrument appointing a proxy must be deposited at the registered office of the Company at 1st Floor, Wisma Ho Wah Genting, No. 35, Jalan Maharajalela, 50150 Kuala Lumpur, not less than twenty-four (24) hours before the time appointed for the meeting.
- 7. 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. If Resolution No. 1 is approved, payment of Directors' fees and benefits will be made on monthly basis and / or as and when incurred.
The amount of Directors' fees and benefits paid to the non-executive Directors for the financial year ended 30 April 2022 was RM189,000.00.
- 9. 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 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest 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.
Pursuant to the mandate granted to the Directors at the last AGM held on 28 September 2021, the following private placements shares were issued to independent third-party investors:
 - a. 19,307,000 private placement shares at RM0.230 per placement share were issued and completed on 22 December 2021. Proceeds of RM4,440,610 was raised for working capital purposes and the proceeds had been fully utilized.
 - b. 23,708,000 private placement shares at RM0.124 per placement share were issued and completed on 28 July 2022. Proceeds of RM2,939,792 was raised for working capital purposes and the proceeds had not been fully utilized.
- 10. Resolution No. 7 – Continuation in office as Independent Non-Executive Director
Pursuant to Practice 5.3 of MCCG, the Company is seeking shareholders' approval via a two-tier voting process at the forthcoming AGM to retain Ms. Elaine Tan Ai Lin, who has served as an Independent Director of the Company for a cumulative term of more than 9 years.
The Board via Nomination and Remuneration Committee ("NRC") had assessed the independence of Ms. Elaine Tan and recommended the retention of her as Independent Non-Executive Director based on the following justifications:
 - a. She fulfilled the criteria of "Independent Director" defined in Listing Requirements of Bursa Malaysia, therefore able to provide impartial judgement and advice to the Board.
 - b. Based on Director's peer evaluation undertaken, Ms. Elaine Tan has performed satisfactorily in fulfilling her independent director's duties and responsibilities, including among others, contribution to Board deliberations, exercised independent judgement, shared opinions and provided constructive comments and guidance with full attendance at both Board and Committee meetings.
 - c. She has extensive experience gained from her professional exposure in legal and corporate advisory for diverse range of businesses, would be able to offer continuance advise and guidance to the Company and Management.
 - d. Her tenure of service with the Company enables and enhances her knowledge of the business operations of the Group, which enable her to participate and contribute more effectively in Board and Committee decisions making, discussions and meetings.
 Ms. Elaine Tan has abstained from deliberations and decision on her own retention as Independent Non-Executive Director at the NRC and Board meetings held.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.