



**HO WAH GENTING BERHAD**  
(Registration No. 199301018185 (272923-H))  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Ho Wah Genting Berhad ("HWGB" or "Company") will be held physically at Phoenix 3, 4 & 5, Level 7, Regalpark Hotel Kuala Lumpur, Jalan Kampung Attap, 50460 Kuala Lumpur on Wednesday, 28 September 2022 at 10:30 a.m., or immediately after the conclusion or adjournment (as the case may be) of the Annual General Meeting of the Company which will be held at the same venue and on the same day at 9:30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolutions, with or without any amendments:

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION BY HWG FINTECH PROPERTY SDN. BHD., AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF HWGB OF 8 UNITS OF SERVICE APARTMENTS LOCATED WITHIN VORTEX SUITES & RESIDENCES @ KLCC AND PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN HWGB ("RCPS") AT AN ISSUE PRICE OF RM0.148 PER RCPS AS PART OF THE SETTLEMENT OF THE PURCHASE CONSIDERATION ("CONSIDERATION RCPS") IN RELATION THERETO ("PROPOSED ACQUISITION OF VORTEX RESIDENCES")**

"THAT subject to the approvals of all relevant authorities being obtained, where required, the Board of Directors of the Company ("Board") be and is hereby authorised to acquire 8 units of service apartment located within Vortex Suites & Residences @ KLCC, No. 12 Jalan Sultan Ismail, 50250 Kuala Lumpur for a purchase consideration of RM7,410,000 to be settled via cash deposit of RM222,300 and issuance of 48,565,541 Consideration RCPS at an issue price of RM0.148 per Consideration RCPS, subject to the terms and conditions set out in the conditional sale and purchase agreement dated 15 June 2022 entered into between HWGB, HWG Fintech Property Sdn Bhd and Koek Tiang Kung ("Vendor A") ("Vortex Residences SPA") in relation to the Proposed Acquisition of Vortex Residences.

THAT subject to passing of the Special Resolution on the proposed amendments to the Constitution of HWGB, the approval granted by Bursa Malaysia Securities Berhad for the listing and quotation of the new ordinary shares in HWGB and any other relevant authorities and / or parties (if required), and the terms and conditions as set out in the Vortex Residences SPA, the Board be and is hereby authorised to allot and issue:

- (i) 48,565,541 Consideration RCPS at an issue price of RM0.148 per RCPS to Vendor A subject to the terms and conditions of the Vortex Residences SPA; and
- (ii) such number of new ordinary shares in HWGB to be issued pursuant to any conversion of the Consideration RCPS on the basis of one (1) Consideration RCPS for every one (1) new ordinary shares in HWGB credited as fully paid-up ("Conversion Shares") in accordance with the terms and conditions of the Vortex Residences SPA and that such approval shall remain in full force and effect for the duration of the conversion period.

THAT the Consideration RCPS shall, upon allotment and issuance, be unsecured and rank equally among themselves and shall rank in priority to the holders of the ordinary shares and all other classes of shares (if any) in HWGB, except that the holders of the Consideration RCPS:

- (i) will not be entitled to any dividends, rights, allotments and / or other distributions that may be declared by HWGB in respect of the ordinary shares in HWGB; and
- (ii) carry no right to vote at any general meeting of HWGB save for the voting rights as set out in the salient terms of the issuance of the Consideration RCPS.

THAT the Conversion Shares shall upon allotment and issuance rank equally in all respects with the existing ordinary shares of the Company and shall be listed on the Main Market of Bursa Malaysia Securities Berhad.

THAT pursuant to Section 85 of the Act read together with Article 13.2 of the constitution of the Company, approval be given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new ordinary shares of the Company ranking equally to the existing issued ordinary shares of the Company arising from any issuance of new Conversion Shares pursuant to the Proposed Acquisition of Vortex Residences.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Acquisition of Vortex Residences with full powers to assent to any conditions, modifications, variations and / or amendments in any manner as may be required or imposed by the relevant authorities and / or third parties, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Acquisition of Vortex Residences."

**ORDINARY RESOLUTION 2**

**PROPOSED ACQUISITION BY HWG FINTECH PROPERTY SDN. BHD., AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF HWGB OF THE LEASES HELD BY VENDOR B (AS DEFINED BELOW) OVER 11 UNITS OF CONDOMINIUM LOCATED WITHIN RESIDENSI ISKANDAR AND PROPOSED ISSUANCE OF THE CONSIDERATION RCPS IN RELATION THERETO ("PROPOSED ACQUISITION OF RESIDENSI ISKANDAR")**

"THAT subject to the approvals of all relevant authorities being obtained, where required, the Board be and is hereby authorised to acquire the leases held by Dato' Kho Eng Hue @ Koh Eng Hooi ("Vendor B") over 11 units of condominium located within Residensi Iskandar, Persiaran Medini Utara 3, Bandar Medini Iskandar, 79250 Iskandar Puteri, Johor Darul Takzim for a purchase consideration of RM7,842,000 to be settled via cash deposit of RM392,100 and issuance of 50,337,162 Consideration RCPS at an issue price of RM0.148 per Consideration RCPS, subject to the terms and conditions set out in the conditional sale and purchase agreement dated 15 June 2022 entered into between HWGB, HWG Fintech Property Sdn. Bhd. and Vendor B ("Residensi Iskandar SPA") in relation to the Proposed Acquisition of Residensi Iskandar.

THAT subject to passing of the Special Resolution on the proposed amendments to the constitution of HWGB, the approval granted by Bursa Malaysia Securities Berhad for the listing and quotation of the new ordinary shares in HWGB and any other relevant authorities (if required), and the terms and conditions as set out in the Residensi Iskandar SPA, the Board be and is hereby authorised to allot and issue:

- (i) 50,337,162 Consideration RCPS at an issue price of RM0.148 per RCPS to Vendor B subject to the terms and conditions of the Residensi Iskandar SPA; and
- (ii) such number of new ordinary shares in HWGB to be issued pursuant to any conversion of the Consideration RCPS on the basis of one (1) Consideration RCPS for every one (1) Conversion Share in HWGB credited as fully paid-up in accordance with the terms and conditions of the Residensi Iskandar SPA and that such approval shall remain in full force and effect for the duration of the conversion period.

THAT the Consideration RCPS shall, upon allotment and issuance, be unsecured and rank equally among themselves and shall rank in priority to the holders of the ordinary shares and all other classes of shares (if any) in HWGB, except that the holders of the Consideration RCPS:

- (i) will not be entitled to any dividends, rights, allotments and / or other distributions that may be declared by HWGB in respect of the ordinary shares in HWGB; and
- (ii) carry no right to vote at any general meeting of HWGB save for the voting rights as set out in the salient terms of the issuance of the Consideration RCPS.

THAT the Conversion Shares shall upon allotment and issuance rank equally in all respects with the existing ordinary shares of the Company and shall be listed on the Main Market of Bursa Malaysia Securities Berhad.

THAT pursuant to Section 85 of the Act read together with Article 13.2 of the constitution of the Company, approval be given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new ordinary shares of the Company ranking equally to the existing issued ordinary shares of the Company arising from any issuance of new Conversion Shares pursuant to the Proposed Acquisition of Residensi Iskandar.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Acquisition of Residensi Iskandar with full powers to assent to any conditions, modifications, variations and / or amendments in any manner as may be required or imposed by the relevant authorities and / or third parties, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Acquisition of Residensi Iskandar."

**SPECIAL RESOLUTION**

**PROPOSED AMENDMENTS TO THE CONSTITUTION OF HWGB TO FACILITATE THE ISSUANCE OF THE CONSIDERATION RCPS ("PROPOSED AMENDMENTS")**

"THAT, subject to the passing of Ordinary Resolutions 1 and 2, the constitution of the Company be amended in the manner as set out in Appendix IV of the Circular.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications, variations and / or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Amendments."

By Order of the Board

**Coral Hong Kim Heong (MAICSA 7019696) (SSM PC No.: 201908001943)**  
Company Secretary

30 August 2022

**Notes:**

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(i) 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 Wisma Ho Wah Genting, 1st Floor, 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 to Ordinary Resolutions 1 and 2, and the Special Resolution**

Pursuant to Section 85 of the Act read together with Article 13.2 of our Constitution, our shareholders have a statutory pre-emptive right to be offered any new ordinary shares which rank equally to existing ordinary shares issued by our Company.

By you voting in favour of the proposed Ordinary Resolutions 1 and 2 and the Special Resolution, you will be waiving your statutory pre-emptive right and the proposed Ordinary Resolutions 1, 2 and the Special Resolution if passed, will exclude your statutory pre-emptive right to be offered any new ordinary shares to be issued by our Company arising from any issuance of new Conversion Shares pursuant to the Proposed Acquisition of Vortex Residences and Proposed Acquisition of Residensi Iskandar respectively.

The details of the Proposed Acquisition of Vortex Residences and Proposed Acquisition of Residensi Iskandar are set out in the Circular to shareholders dated 30 August 2022 which are available on our Company's website at <https://www.hwgenting.com/circular.php>.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.