

NOTICE OF ANNUAL GENERAL MEETING

Resolution 2

Resolution 3

Resolution 4

Resolution 5

Resolution 6

Resolution 7

Resolution 8

NOTICE IS HEREBY GIVEN THAT the Twenty-First 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 Tuesday, 30 January 2024 at 11.00 a.m. for the following purposes:-

- ORDINARY BUSINESS To receive the Audited Financial Statements for the year ended 31 July Please refer to 2023 together with the Reports of the Directors and Auditors thereon. Note C on the
- Note C on the Agenda To declare a Final Single-Tier Dividend of 2.0 sen per Ordinary Share in respect of the financial year ended 31 July 2023. Resolution 1
- To approve Directors' Fees and Allowances of an amount not exceeding RM500,000.00 from 1 August 2023 until the next Annual General Meeting of the Company, to be paid monthly in arrears after each month of completed service of the Directors.
- To re-elect the following Directors retiring under Clause 100 of the Constitution of the Company:
 - (a) Mr. Cheong Teck Chong
 - (b) Datin Hon Wee Fong
- To re-elect the following Directors retiring under Clause 106 of the Constitution of the Company:
 - (a) Datin Ooi Swee Lian
 - (b) Puan Rohaiza Binti Mohamed Basir

 - To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration.

- 7. To consider and, if thought fit, pass with or without modifications, the following Resolution:
- (a) Authority for Dato' Tan Choon Hwa @ Esther Tan Choon Hwa to continue in Office as Independent Non-Executive Director.

"THAT authority be and is hereby given to Dato' Tan Choon Hwa @ Esther Tan Choon Hwa who has served as an Independent Director of the Company for a cumulative term of nine (9) years (i.e. since 11 April 2014), to continue to act as an Independent Director of the Company until the conclusion of the Twenty-Second Annual General Meeting of the Company in accordance with the Malaysian Code on Corporate Governance 2021."

ANY OTHER BUSINESS

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 2.0 sen per Ordinary Share in respect of the financial year ended 31 July 2023 will be payable on 11 March 2024 to Depositors registered in the Record of Depositors at the close of business on 29 February 2024.

A depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred to the Depositor's Securities Account before 4:00 pm on 29 February 2024 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

NG YIM KONG (MACS00305)

SSM Practicing Certificate No.: 202008000309 Company Secretary Petaling Jaya

Dated: 29 November 2023

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 Twenty-First Annual General Meeting Companies Act 2016 Which requires the Chairman of the 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

- 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.
- 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.
- 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.
- 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 of executed under its common seal or signed or behalf of the corporation by its attorney or by an officer duly authorised.
- 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 that 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 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 that it holds.
- appoint in respect or each omnious account that it holds. The appointment of a proxy may be made in a hard copy form and submit to the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaliang Java, Selangor Dariul Ehsan. In the case of an appointment made wia Boardroom Smart Investor Portal, the proxy form must be deposited at https://investor.boardroomlimited.com. Please refer to the Administrative Guide for further information on submission via Boardroom Smart Investor Portal. All proxy forms 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.

- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar. Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Ptof. Khoo Kay Kim, Seksyen 13, 48200 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.
- Please ensure that 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 28 January 2024 at 11.00 a.m. 11. Please read the Administrative Guide regarding the Revocation of Proxy.

EXPLANATORY NOTES ON THE ORDINARY BUSINESSES OF THE AGENDA.

C. Audited Financial Statement for the Financial Year ended 31 July 2023

This agenda 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/sharéholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

D. Payment of Directors' Fees and Benefits Payable

Section 230(1) of the Act and Clause 108 (iii) of the Company's Constitution provide amongst others, that 'the fees' of the directors and 'any benefits' payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the shareholders' approval shall be sought at the 21st AGM for the Directors' Fees and Allowances for the financial year ending 31 July 2024 under Ordinary Resolution 2.

The Directors' Fees and Allowances payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company, and are payable for the period from 1 August 2023 up to the conclusion of the next 22nd Annual General Meeting of the Company. The Directors' Allowances comprise meeting allowance only.

E. Re-election of Directors

Clause 100 of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Clause 106 of the Constitution of the Company states that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, and such Directors shall hold office until the forthcoming AGM when they will retire but shall be eligible for re-election.

Mr. Cheong Teck Chong and Datin Hon Wee Fong ("Retiring Directors"), who retire in accordance with Article 100 of the Constitution and being eligible, have offered themselves for re-election.

In determining the eligibility of Mr. Cheong Teck Chong and Datin Hon Wee Fong to stand for re-election at the forthcoming 21st AGM and in line with Practice 5.1 of the revised Malaysian Code on Corporate Governance 2021 issued by the Securities Commission Malaysian or 28 April 2021, the Nominating Committee ("NC") has reviewed and assessed the performance commitment and contribution of each of the Retiring Directors according to the Annual Performance Evaluation of the Board for the financial year ended 31 July 2023.

Datin Ooi Swee Lian and Puan Rohaiza Binti Mohamed Basir ("Retiring Directors") who were appointed recently on 2 June 2023 are required to retire at the forthcoming AGM under Clause 106 of the Company's Constitution, and being eligible have offered themselves for re-election.

All the Retiring Directors have consented to their re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NC and Board meetings, where applicable.

The NC has recommended the re-election of all the Retiring Directors based on the following The NC has recommended the re-election to all the reconsideration of satisfactory performance and have met Board's expectation in discharging their duties and responsibilities;

(ii) met the fit and proper criteria of character, experience, integrity, competence and time commitment in discharging their roles as Directors of the Company;

(iii) level of independence and ability to act in the best interest of the Company (applicable to

The Board has approved the NC's recommendation for all the Retiring Directors pursuant to Clause 100 and Clause 106 of the Constitution of the Company.

F. Re-appointment of Auditors

The Audit Committee ("AC") has assessed the suitability and independence of the External Auditors and has recommended the re-appointment of Messrs Baker Tilly Monteiror Heng PLT as External Auditors of the Company for the financial year ending 31 July 2024. Based on the recommendation of the AC, the Board has recommended the same to be tabled to the shareholders for approval at the forthcoming 21st AGM of the Company under Ordinary

EXPLANATORY NOTES ON THE SPECIAL BUSINESS OF THE AGENDA

Item 7 of the Agenda (Resolution 8)

Authority for Dato' Tan Choon Hwa @ Esther Tan Choon Hwa to continue to act as an Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2021.

Dato' Tan Choon Hwa @ Esther Tan Choon Hwa ("Dato' Esther") has served as an Independent Dato Tan Choon Hwa @ Esther Tan Choon Hwa ("Dato Esther") has served as an Independent Non-Executive Director of the Company for a cumulative term of nine (9) years (i.e. since 11 April 2014) and has continued to satisfy 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 Dato! Esther to be fit and proper and independent, and recommends that she should continue to act as an Independent Non-Executive Director of the Company. Refer to the rationale supporting the re-appointment of Dato! Esther in Nomination Committee Statement on page 93 and her Profile on page 18 of the Annual Report.

The proposed Resolution 8, if passed, will enable Dato' Esther 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 24 January 2024. Only a depositor whose name appears on the Record of Depositors as at 24 January 2024. Shall be entitled to participate, attend, speak and vote at this AGM or appoint proxylproxies, corporate representative(s) or power of attorney to attend and/or vote in his stead.

or power of attorney to attend and/or vote in his stead.

Personal data privacy:

By submitting an instrument appointing a proxy(les) 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) of rith perpresentatives 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 broxy(les) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(les) and/or representative(s) for the Company (or its agents) of the personal data of such proxy(les) and/or representative(s) for the Purposes, and (iii) agrees that the member with indemnify the Company (or its agents) or representative(s) for the Purposes, and (iii) agrees that the member with indemnify the Company (or its agents) or representative(s) for the Purposes, and (iii) agrees that the member with indemnify the Company (or its agents) or the personal data of such proxy(les) and/or representative(s) for the Purposes, and (iii) agrees that the member with indemnify the Company (or its agents) or the personal data of such proxy(les) and/or representative(s) for the Purposes, and (iii) agrees that the member with indemnify the Company (or its agents) or the personal data of such proxy(les) and/or representative(s) for the Purposes, and (iii) agrees that the member with indemnify the Company (or its agents) and the proxy of the Purposes, and (iii) agrees that the member with indemnify the Company (or its agents) and the proxy of the Purposes, and (iii) agrees that the

POH KONG®

POH KONG HOLDINGS BERHAD

[Company No. 200201018476 (586139-K)]

ADMINISTRATIVE GUIDE FOR THE TWENTY-FIRST ANNUAL GENERAL MEETING ("AGM")

Meeting day, date and time : Tuesday, 30 January 2024, 11.00 a.m. Meeting platform : https://meeting.boardroomlimited.my

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://meeting.boardroomlimited.my

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 2023

2. Notice of 21st AGM

3. Proxy Form - 21st 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 As part of our continuing safety and precautionary measures, the Board of Directors ("the Board") and Management decided that the AGM of the Company shall be conducted on a virtual basis 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 ("BSIP") at https://investor.boardroomlimited.com
- 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 24 January 2024 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") at 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 Sunday, 28 January 2024 at 11.00 a.m. Any alteration to the Form of Proxy must be initialled.

3. Lodgement of Proxy Form (Cont'd)

- 3.2 Alternatively, the proxy appointment may also be lodged electronically via BSIP at https://investor.boardroomlimited. com, 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 Sunday, 28 January 2024 at 11.00 a.m. For further information, kindly refer to the "Online Registration Procedure" below.
- 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) Use the QR Scanner Code given in the email notification received after successful registration; or
- (ii) Navigate to the website URL https://meeting.boardroomlimited.my.
- 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. Online Registration Procedure

- 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 /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.	Register Online with BSIP (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 (ii)] – Submit request for remote participation. a. Access website https://investor.boardroomlimited.com b. 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 in JPEG,PNG or PDF format. d. Please enter a valid email address and mobile number.</register>		

6. Online Registration Procedure (Cont'd)

6.3 Kindly follow the steps below to request for your login ID and password and usage of the RPEV facilities: (Cont'd)

	ore the day of the AGM (CONT'D)	e. You will receive an email from Boardroom for email address verification. Click "Verify E-mail Address" in the email received to continue with the registration. f. Once your email address is verified, you will be re-directed to BSIP for verification of your mobile number. Click "Request OTP Code" and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click "Enter" to complete the process. g. Your registration will be verified and approved within one (1) business day and an email notification will be provided.
i.	Register Online with BSIP (for first time registration only) (Cont'd)	
ii.	Submit request for remote participation (User ID and Password)	Note: Registration for remote access will be opened on 29 November 2023 Please note that the closing time to submit your request is not less than forty-eigh (48) hours before the time of holding the AGM, i.e. latest by Sunday, 28 January 2024 at 11.00 a.m.
		 Individual Members a. Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above. b. Select "POH KONG HOLDINGS BERHAD ANNUAL GENERAL MEETING" from the list of Meeting event and click "Enter". c. To attend the AGM remotely • Click on "Register for RPEV" • Read and accept to the terms and conditions and enter your CDS Account Number and number of shares held to submit your request d. To appoint proxy • Click "Submit eProxy Form" • Read and accept the General Terms and Conditions and enter your CDS Account Number and number of shares held. Then, insert your proxy details and voting instructions. If you wish your proxy(ies) to act upon his/her discretion, please indicate "Discretionary"
		Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee a. Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number and number of shares held accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case maybe) to submit the request. b. Please provide a copy of Corporate Representative's MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as his/her email address.
iii.	Email notification	 a. You will receive notification from Boardroom that your request(s) has been received and is being verified. b. Upon system verification against the Record of Depositors of the AGM as at 24 January 2024, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. c. If your registration is approved, you will also receive your remote access use ID and password in the same email from Boardroom. d. Please note that the closing date and time to submit your request is by 28 January 2024 at 11.00 a.m.

On the day of the AGM				
Procedure		Action		
iv.	Login to Virtual Meeting Platform	 a. The Virtual Meeting Platform will be opened for login one (1) hour before the commencement of the AGM at 11.00 a.m. on 30 January 2024. b. The Meeting Platform can be accessed via one of the following methods: Use the QR Scanner Code given in the email notification received after successful registration Navigate to the website URL https://meeting.boardroomlimited.my c. Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step (iii). 		
V.	Participate	Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. a. If you would like to view the live webcast, select the broadcast icon. b. If you would like to ask a question during the AGM, select the messaging icon. c. Type your message within the chat box, once completed click the send button.		
vi.	Voting	 a. Once the Meeting is opened for voting, the polling icon will appear with the resolutions and your voting choices. b. To vote, select your voting direction from the options provided. A confirmation message will appear to show your vote has been received. c. To change your vote, re-select another voting direction. d. If you wish to cancel your vote, please press "Cancel". 		
vii.	End of Participation	a. Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end and the messaging window will be disabled.b. You can now logout from the Meeting Platform.		

7. Gift Policy

There will be **NO DISTRBUTION** 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 (8.30a.m. to 5.30p.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