

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Twenty-Sixth (26th) Annual General Meeting of the Company will be held at Function Room 3, Holiday Inn Melaka in Jalan Syed Abdul Aziz, 75000 Melaka on Thursday, 25 April 2024 at 11.00 a.m. for the transaction of the following businesses: -

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 October 2023 together with the Reports of the Directors and the Auditors thereon.
- To approve the payment of Directors' fees and allowance up to RM900,000 from 1 November 2023 until the date of next Annual General Meeting of the Company. **(Ordinary Resolution 1)**
- To declare a final dividend of 2 sen per share in respect of the financial year ended 31 October 2023. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution: -
 - Tay Kim Hau **(Ordinary Resolution 3)**
 - Lim Pei Tiam @ Liam Ahat Kiat **(Ordinary Resolution 4)**
 - Tun Md Raus Bin Sharif **(Ordinary Resolution 5)**
- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without any modification: -

6. Proposed Renewal of Share Buy-Back Mandate

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, regulations and guidelines, the Directors of the Company be hereby given full authority, to allocate an amount not exceeding the total available retained profits of the Company based on its latest audited financial statements available up to the date of the transaction for the purpose of and to purchase such amount of ordinary shares in the Company ("Shares") as may be determined by the Directors from time to time through the Bursa Securities as the Directors may deem fit and in

the best interest of the Company provided that the aggregate number of Shares to be purchased and/or held as treasury shares pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time;

THAT upon the purchase by the Company of its own Shares, the Directors of the Company be hereby authorised to retain such Shares so purchased as treasury shares and cancel the remainder.

THAT the Directors of the Company be hereby authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities or subsequently cancel the treasury shares or any combination thereof;

AND THAT such approval and authorisation shall be effective immediately upon the passing of this resolution and continue to be in force until: -

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders in a general meeting; whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities;
- FURTHER THAT the Directors of the Company be hereby authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give effect to this mandate. **(Ordinary Resolution 7)**
- To transact any other ordinary business of which due notice shall have been given.

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT the proposed final dividend of 2 sen per share in respect of the financial year ended 31 October 2023, if approved, will be paid on 3 May 2024 to depositors registered in the Record of Depositors of the Company at the close of business on 19 April 2024.

A depositor shall qualify for entitlement only in respect of: -

- Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 19 April 2024 in respect of ordinary transfers; or
- Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

BY ORDER OF THE BOARD

Pang Kah Man
SSM PC No.: 202008000183
MIA No.: 18831
Company Secretary
Muar, Johor Darul Takzim

27 February 2024

Notes: -

- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power of attorney, must be deposited at the Registered Office of the Company at No. 2 (1st Floor), Jalan Marin, Taman Marin, Jalan Haji Abdullah, 84000 Muar, Johor Darul Takzim not less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of 26th Annual General Meeting to vote by way of poll.
- In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- 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 it holds.
- Only depositors whose names appear in the Register of Depositors as at 19 April 2024 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 26th Annual General Meeting.

Explanatory Notes to the Agenda

8. Item No. 1 of the Agenda

Audited Financial Statements

This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

9. Item No. 2 of the Agenda

Approval of Directors' fees and allowances for the financial year ending 31 October 2024

The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and allowances from 1 November 2023 until the date of next Annual General Meeting ("the said period").

The Directors' fees and allowances proposed for the said period are calculated based on the number of scheduled Board and Committee Meetings and assuming that all Directors will hold office until the conclusion of the next Annual General Meeting.

In the event the Directors' fees proposed are insufficient (e.g., due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

10. Item No. 4 of the Agenda

Re-election of Retiring Directors

The Nomination Committee ("NC") had in December 2023 assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria which were approved by the Board.

Based on this annual assessment conducted, the NC was of the view that the existing Board and each of its members have the requisite competence and capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the Group in terms of time and participation at meetings during the year under review. Each of these retiring Directors has confirmed to the Board that they do not have any conflict of interest with any of the companies in the Group which may affect his/her ability to act in the best interest of the Company.

Accordingly, the NC recommended to the Board the re-election of the retiring Directors, namely, Mr. Tay Kim Hau, Mr. Lim Pei Tiam @ Liam Ahat Kiat and Tun Md Raus Bin Sharif at the 26th AGM. Based on the recommendation of the NC, the Board (with the exception of the Directors who abstained in respect of their individual retirement) supports the re-election of the retiring Directors at the 26th AGM.

The profile of the Directors standing for re-election is set out in the Information on Directors in the Annual Report 2023.

11. Item No. 6 of the Agenda

Proposed Renewal of Share Buy-Back Mandate

The Proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to purchase Shares in the Company up to an amount not exceeding ten per centum (10%) of the total issued shares of the Company (excluding treasury shares) as they consider would be in the interest of the Company. Further details on the Proposed Renewal of Share Buy-Back Mandate are provided in the Statement to Shareholders dated 27 February 2024.

12. Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Company's 26th Annual General Meeting and/or any adjournment thereof, a member of the Company:

- 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 26th Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 26th Annual General Meeting (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");
- 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
- 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.

Dear Valued Shareholders,

It is our pleasure to invite you to our Twenty-Sixth (26th) Annual General Meeting (“AGM”) of the Company to be held at Function Room 3, Holiday Inn Melaka in Jalan Syed Abdul Aziz, 75000 Melaka on Thursday, 25 April 2024 at 11.00 a.m.



We are going green with paperless reports.

The following documents of the Company are available at <http://www.pohhuat.com/report>

1. Annual Report 2023
2. Corporate Governance Report 2023
3. Statement of Share Buy Back
4. Notice of AGM and Proxy Form

Alternatively, you may download the Annual Report 2023, Corporate Governance Report 2023, Statement of Share Buy Back, and the Notice of AGM/Proxy Form via the QR Code below:



Annual Report
2023



Corporate
Governance Report
2023



Statement of Share
Buy Back
2023



Notice of AGM/
Proxy Form

If you need a printed Annual Report 2023, kindly request through post/telephone/email to our Share Registrar at the contact below:



Boardroom Share Registrars Sdn. Bhd.



Noruzaimah Binti Md Taib
Mohamed Sophiee Ahmad Nawawi



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



+603 – 7890 4700 /4716 /4722



noruzaimah.taib@boardroomlimited.com
mohamed.sophiee@boardroomlimited.com



Should you require any assistance on the above, kindly contact the Share Registrar above.

Thank you for your continued support of Poh Huat Resources Holdings Berhad.

Tay Kim Huat
Group Chief Executive Officer
27 February 2024