



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fortieth (“40th”) Annual General Meeting (“AGM”) of LAY HONG BERHAD (the “Company”) will be conducted on a fully virtual basis via online meeting platform of Securities Services e-Portal at <https://sssb.net.my/> provided by SS E Solutions Sdn. Bhd. in Malaysia on **Friday, 27 September 2024 at 11.00 a.m.** or at any adjournment thereof to consider and if thought fit, to pass the following resolutions with or without modifications:

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.
(See Explanatory Note 10)
- To approve the payment of a Final Single Tier Dividend of 0.5 sen per ordinary share for the financial year ended 31 March 2024.
Ordinary Resolution 1
(See Explanatory Note 11)
- To approve the payment of Directors’ Fees of RM350,000.00 for the financial year ended 31 March 2024.
Ordinary Resolution 2
- To re-elect the following Directors who are retiring under Clause 134 of the Constitution of the Company:
 - Dato’ Yap Hoong Chai
Ordinary Resolution 3
 - Mr. Ng Kim Tian
Ordinary Resolution 4
 - Mr. Tan Chee Hau
Ordinary Resolution 5
(See Explanatory Note 12)
- To re-appoint Messrs. Tai, Yapp & Co. PLT as Auditors for the financial year ending 31 March 2025 and to authorise the Directors to fix their remuneration.
Ordinary Resolution 6

SPECIAL BUSINESS

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

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”) (“Proposed General Mandate”)**
Ordinary Resolution 7
(See Explanatory Note 13)

“THAT subject always to Sections 75 and 76 of the CA 2016, the Constitution, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 41st AGM or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Securities.

THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 65 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

- Proposed Renewal of Share Buy-Back Authority for Purchase of its own Ordinary Shares (“Proposed Renewal of Share Buy-Back”)**
Ordinary Resolution 8
(See Explanatory Note 14)

“THAT subject to Section 127 of the Act, the Constitution of the Company, the MMLR of Bursa Securities and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem and expedient in the interest of the Company, provided that:

- the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest unaudited financial statements of the Company (where applicable) available at the time of the purchase(s).

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:

- cancel all the shares so purchased; and/or
- retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- retain part thereof as treasury shares and cancel the remainder; or

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

AND THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

- To transact any other business for which due notice shall have been given in accordance with the Constitution of the Company and/or the CA 2016.

BY ORDER OF THE BOARD

WONG YUET CHYN (MAICSA 7047163)
(SSM PC 202008002451)
Company Secretary

Kuala Lumpur
Date: 31 July 2024

Notes:-

- A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- Where a member is an Authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities Account 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or fax to 03-6413 3270 or email to infos@wscs.com.my not less than forty-eight (48) hours before the time appointed for holding this meeting or adjourned meeting at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 19 September 2024, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all resolutions set out in this Notice will be put to vote by way of poll.
- The members are encouraged to refer the Administrative Guide on registration and voting for the meeting.

Explanatory Notes on Ordinary Business

- Audited Financial Statements for financial year ended 31 March 2024**
The audited financial statements are laid in accordance with Section 340(1) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders’ approval and hence, will not be put for voting.
- Notice of Dividend Entitlement and Payment**
Notice is also hereby given that subject to the approval of the shareholders at the forthcoming 40th AGM, a Final Single Tier Dividend of 0.5 sen per share will be paid on 13 November 2024 to the shareholders whose names appear in the Record of Depositors at the close of business on 15 October 2024.
A depositor shall qualify for entitlement only in respect of: -
 - shares transferred to the Depositors’ Securities Account before 4.30 p.m. on 15 October 2024 in respect of ordinary transfers; and
 - shares bought on Bursa Securities on a cum entitlement basis according to the Paragraphs of Bursa Securities.
- Re-election of Directors**
Dato’ Yap Hoong Chai, Mr. Ng Kim Tian and Mr. Tan Chee Hau (Mr. Tan) being eligible, have offered themselves for re-election as Directors at this AGM pursuant to the Constitution of the Company.
The Board (with exception of the retiring Directors who abstained) recommended the retiring directors be re-elected as the Directors of the Company as they have character, experience, integrity, competence and time to effectively discharge their role as Directors of the Company.
The Board (with exception of the retiring Director who abstained) was further satisfied that Mr. Tan has complied with the criteria of independence based on the MMLR and remain his independent in exercising their judgement and carry out his role as Independent Director.

Explanatory Notes on Special Business

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the CA 2016**
The proposed Ordinary Resolution 7 is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.
The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.
By approving the allotment and issue of the Company’s shares pursuant to the Proposed General Mandate which will rank the equally with the existing issued shares in the Company, the shareholders of the Company are deemed to have waived their pre-emptive rights pursuant to Section 85 of the CA 2016 and Clause 65 of the Constitution of the Company to be first offered the Company’s Shares which will result in a dilution to their shareholdings percentage in the Company.
As at the date of this notice, no shares had been allotted and issued since the general mandate granted to the Directors at the last AGM held on 27 September 2023 and this authority will lapse as the conclusion of the 40th AGM of the Company.
The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.
- Proposed Renewal of Share Buy-Back Authority**
The proposed Ordinary Resolution 8, if passed, will renew the authority given to the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the MMLR of Bursa Securities. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. Further details are set out in the circular to Shareholders dated 31 July 2024 circulated together with this Annual Report.
- Personal Data Privacy**
By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member’s personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company’s (or its agents’) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively “the Purpose”); (ii) warrants that he/she has obtained such proxy(ies) and/or representative(s) prior consent for the Company’s (or its agents’) processing of such proxy(ies) and/or representative(s) personal data for the Purpose; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

Note: The term “processing” and “personal data” shall have the meaning as defined in the Personal Data Protection Act, 2010.



ADMINISTRATIVE GUIDE FOR THE ANNUAL GENERAL MEETING (“AGM”)

Meeting Date : **Friday, 27 September 2024**
Time : **11.00 a.m.**
Meeting platform/ hosted by: **Securities Services e-Portal (SS e-Portal) at <https://sshsb.net.my/>**

Mode of meeting:

The AGM of the Company will be held on a fully virtual basis through live streaming and online remote voting by using remote participation and voting facilities via online meeting platform of Securities Services e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn. Bhd. in Malaysia.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the Meeting as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

This is in line with the guidance note on conduct of general meetings for listed issuers issued by the Securities Commission Malaysia on 18 April 2020 and all subsequent revisions thereto. The online meeting platform shall be recognised as the main venue of the AGM and the online platform is located in Malaysia.

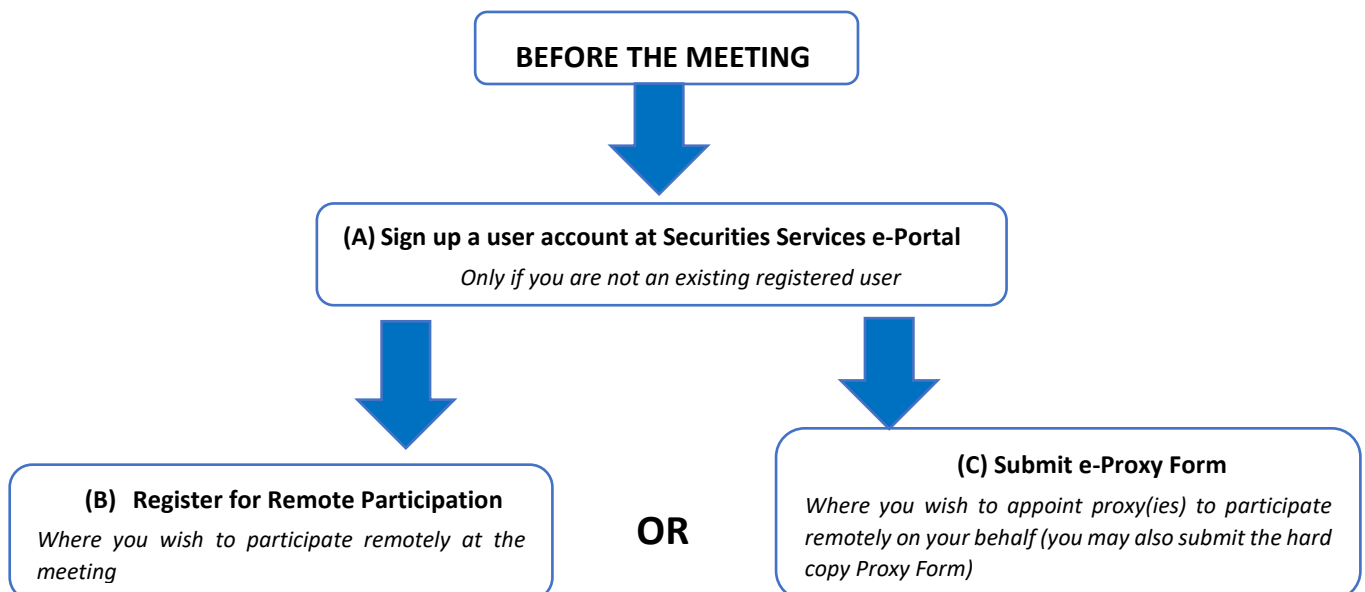
Shareholders, proxies and corporate representatives/attorneys will not be allowed to attend the AGM in person on the day of the AGM.

Shareholders may submit questions to the Company prior to the AGM at eservices@sshsb.com.my not later than Wednesday, 25 September 2024, 11:00 a.m. or to use the e-Portal to raise questions (as described below).

All users of Securities Services e-Portal are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal. Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

Enquiry

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Rachel Ou (DID: +603 -2084 9161) or Ms. Jasmine Lim (DID: +603 2084 9006) or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshsb.com.my.



ON THE DAY OF THE MEETING



(D) Join the Live Stream Meeting (eLive)

AND

(E) Vote Online Remotely during the Meeting (eVoting)

BEFORE THE MEETING

(A) Sign up for a user account at Securities Services e-Portal

- Step 1 Visit <https://sshsb.net.my/>
- Step 2 Sign up for a user account
- Step 3 Wait for our notification email that will be sent within one (1) working day
- Step 4 Verify your user account within seven (7) days of the notification email and log in

- This is a **ONE-TIME** registration. If you already have a user account, you need not register again.
- Your email address is your User ID.
- Please proceed to either (B) or (C) below once you are a registered user.

ALL SHAREHOLDERS MUST SIGN UP AS USER BY 23 SEPTEMBER 2024

(B) Register for Remote Participation

Meeting Date and Time	Registration for Remote Participation Closing Date and Time
Friday, 27 September 2024 at 11.00 a.m.	Wednesday, 25 September 2024 at 11.00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Lay Hong Berhad** under Company Name and **AGM on 27 September 2024 at 11.00 a.m. – Registration for Remote Participation** under Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
 - Individual shareholder
 - Corporate or authorised representative of a body corporate

For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan (KL) for verification before the registration closing date and time above.

Step 2 Submit your registration.

- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to **all the CDS account(s)** of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a fully virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

(C) Submit e-Proxy Form

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Friday, 27 September 2024 at 11.00 a.m.	Wednesday, 25 September 2024 at 11.00 a.m.

- Log in to <https://sshsb.net.my/> with your registered email and password
- Look for **Lay Hong Berhad** under Company Name and **AGM on 27 September 2024 at 11.00 a.m. – Submission of Proxy Form** under Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

- Step 1 Check if you are submitting the proxy form as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan (KL) for verification before the proxy form submission closing date and time above .
- Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).
You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.
- Step 3 Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 Review and confirm your proxy form details before submission.

- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
- You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

PROXIES

All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by **23 September 2024**. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

ON THE DAY OF THE MEETING

Log in to <https://sshsb.net.my/> with your registered email and password

(D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Friday, 27 September 2024 at 11.00 a.m.	Friday, 27 September 2024 at 10.30 a.m.

➤ Look for **Lay Hong Berhad** under Company Name and **AGM on 27 September 2024 at 11.00 a.m. - Live Stream Meeting** under Event and click ">" to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

(E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Friday, 27 September 2024 at 11.00 a.m.	Friday, 27 September 2024 at 11.00 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.
OR
- If you are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **Lay Hong Berhad** under Company Name and **AGM on 27 September 2024 at 11.00 a.m. - Remote Voting** under Event and click ">" to remotely cast and submit the votes online for the resolutions tabled at the meeting.

- Step 1 Cast your votes by clicking on the radio buttons against each resolution.
Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted eVoting can be accessed via **My Records** (refer to the left navigation panel).