

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth (24th) 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, 21 April 2022 at 11.00 a.m. for the transaction of the following businesses:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 October 2021 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' fees and allowances up to RM1.2 million from 1 November 2021 until the date of next Annual General Meeting of the Company. **(Ordinary Resolution 1)**
3. To declare a final dividend of 2 sen per share in respect of the financial year ended 31 October 2021. **(Ordinary Resolution 2)**
4. To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution:-
Mr Tay Kim Huat **(Ordinary Resolution 3)**
Mr Tay Kim Hau **(Ordinary Resolution 4)**
Mr Boo Chin Liong **(Ordinary Resolution 5)**
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. **Share Buy-Back Mandate** **(Ordinary Resolution 7)**

"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:-

- a. 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;
- b. 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
- c. 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."

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

7. Continuing in Office as Independent Non-Executive Directors

- (i) THAT authority be hereby given to Mr Boo Chin Liong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company. **(Ordinary Resolution 8)**
- (ii) THAT authority be hereby given to Mr Chua Syer Cin, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company. **(Ordinary Resolution 9)**

8. 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 2021, if approved, will be paid on 10 May 2022 to depositors registered in the Record of Depositors of the Company at the close of business on 15 April 2022.

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

- a) Shares transferred into the Depositor's Securities Account before 4.30pm on 15 April 2022 in respect of ordinary transfers; or
- b) 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
25 February 2022

Notes:-

- 1. 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.
- 2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially 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 24th Annual General Meeting to vote by way of poll.
- 3. 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).
- 4. 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.
- 5. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- 6. 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 Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.
- 7. Only depositors whose names appear in the Register of Depositors as at 15 April 2022 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 24th Annual General Meeting.



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

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 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 2022

The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and allowances from 1 November 2021 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. 6 of the Agenda 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 percentum (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 Share Buy-Back Mandate are provided in the Circular to Shareholders dated 25 February 2022.

11. Item No. 7 of the Agenda Continuing in Office as Independent Non-Executive Directors

The proposed Ordinary Resolutions 8 & 9 relate to the approval by shareholders for the named directors to continue in office as Independent Non-Executive Directors. The Board has assessed the independence of each of the directors who has served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years. The Board is satisfied that each of these directors has met the independence guidelines as set out in Chapter 1 of the Listing Requirements. The length of their service does not interfere with their ability and exercise of independent judgement as Independent Directors.

Therefore, the Board has recommended that the approval of the shareholders be sought through a two-tier voting process for the continuing of office of Mr Boo Chin Liong and Mr Chua Syer Cin as Independent Non-Executive Directors of the Company.

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 24th Annual General Meeting 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 24th Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 24th 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"),*
- (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.*

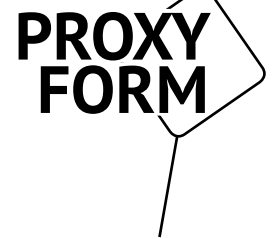


STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Details of Individuals Standing for Election as Directors

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Securities)

No individual is seeking election as a Director at the 24th Annual General Meeting of the Company.



AT OFFICE SYSTEM®

**POH HUAT RESOURCES
HOLDINGS BERHAD**

[199701027671 (443169-X)]

I/We _____
(full name in block letters)

NRIC No./Passport No./Company No _____

of _____
(full address)

being member of **POH HUAT RESOURCES HOLDINGS ("Company")**, hereby appoint the following person(s) as my/our proxy:

Name of proxy & NRIC No. / Passport No.	Contact No.	Email address	No. of ordinary shares represented by proxy	Percentage of shareholding
1.				
2.				
TOTAL				100%

or failing him/them, the Chairman of the Meeting to vote on my/our behalf at the 24th Annual General Meeting of the Company to be held at Function Room 3, Holiday Inn Melaka in Jalan Syed Abdul Aziz, 75000 Melaka on Thursday, 21 April 2022 at 11.00 a.m. and at every adjournment thereof, and to vote as indicated below: -

No.	Ordinary Resolutions	For	Against
1	Payment of Directors' fees and allowances from 1 November 2021 until the date of next Annual General Meeting.		
2	Declaration of a final dividend of 2 sen per share for the financial year ended 31 October 2021.		
3	Re-election of Mr Tay Kim Huat as Director		
4	Re-election of Mr Tay Kim Hau as Director		
5	Re-election of Mr Boo Chin Liong as Director		
6	Re-appointment of Crowe Malaysia PLT as Auditors		
7	Share Buy-Back Mandate		
8	Retention of Mr Boo Chin Liong as Independent Director		
9	Retention of Mr Chua Syer Cin as Independent Director		

Please indicate with [✓] or [X] on how you wish your votes to be cast. Unless otherwise instructed, the proxy(ies) may vote as he/they may think fit. If no specific direction as to voting is given, the proxy(ies) will vote or abstain at his/their discretion.

CDS Account No.	
Number of Shares held	
Member's contact number	

Signature of Shareholder(s) or Common Seal

Dated this _____ day of _____ 2022

Notes:

1. 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 Companies Act 2016 ("the Act"). There shall be no restriction as to the qualification of the proxy.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially 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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of 24th Annual General Meeting to vote by way of poll.
3. 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).
4. 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.
5. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
6. 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 Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.
7. Only depositors whose names appear in the Register of Depositors as at 15 April 2022 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 24th Annual General Meeting.
8. By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of the 24th Annual General Meeting and any adjournment thereof.

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STAMP/SETEM

Registered Office / Pejabat Berdaftar
POH HUAT RESOURCES HOLDINGS BERHAD
[199701027671 (443169-X)]

No. 2 (1st Floor), Jalan Marin,
Taman Marin, Jalan Haji Abdullah, Sungai Abong,
84000 Muar,
Johor Darul Takzim.

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