

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Third (23<sup>rd</sup>) Annual General Meeting of the Company will be held at Classic Hotel, Maharani 2, Ballroom, No. 69, Jalan Ali, 84000 Muar, Johor Malaysia on Thursday, 29 April 2021 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 2020 together with the Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors' fees up to RM800,000 for the financial year ending 31 October 2021 payable monthly in arrears after each month of completed service of the Directors during the subject financial year.  
**(Ordinary Resolution 1)**
3. To declare a final dividend of 2 sen per share in respect of the financial year ended 31 October 2020.  
**(Ordinary Resolution 2)**
4. To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution:-
  - Mr Toh Kim Chong **(Ordinary Resolution 3)**
  - Mr Lim Pei Tiam @ Liam Ahat Kiat **(Ordinary Resolution 4)**
5. To re-elect Tun Md Raus Bin Sharif who retires in accordance with Clause 98 of the Company's Constitution.  
**(Ordinary Resolution 5)**
6. To re-appoint Messrs. 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:-

### 7. 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's ("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 percentum (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 or cancel the Shares so purchased or retain part of the 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;

## **notice of annual general meeting (cont'd)**

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.”  
**(Ordinary Resolution 7)**

### **8. 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)**

### **9. To transact any other ordinary business of which due notice shall have been given.**

# FORM OF PROXY



AT OFFICE SYSTEM®

**POH HUAT RESOURCES  
HOLDINGS BERHAD**

[199701027671 (443169-X)]

I/We \_\_\_\_\_

of \_\_\_\_\_

being member/members of **POH HUAT RESOURCES HOLDINGS BERHAD**, hereby appoint

of \_\_\_\_\_

or failing him, \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to vote on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company to be held at Classic Hotel, Maharani 2, Ballroom, No. 69, Jalan Ali, 84000 Muar, Johor Malaysia on Thursday, 29 April 2021 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 for the financial year ending 31 October 2021		
2	Declaration of a final dividend of 2 sen per share		
3	Re-election of Mr Toh Kim Chong as Director		
4	Re-election of Mr Lim Pei Tiam @ Liam Ahat Kiat as Director		
5	Re-election of Tun Md Raus Bin Sharif 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 [✓] how you wish your votes to be cast. (Unless otherwise instructed, the proxy may vote as he/she thinks fit). If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

For appointment of two (2) proxies, percentage of shareholdings to be represented by each proxy is as follow:

	NRIC No./Passport No.	No. of Shares held	Percentage
Proxy 1			
Proxy 2			
Total			100%

CDS Account No.	
Number of Shares held	

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

\_\_\_\_\_  
Signature of Shareholder(s) or Common Seal

**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 notorially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at No. 2 (1<sup>st</sup> 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 23<sup>rd</sup> 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 23 April 2021 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 23<sup>rd</sup> 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 23<sup>rd</sup> 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 (1<sup>st</sup> Floor), Jalan Marin,  
Taman Marin, Jalan Haji Abdullah, Sungai Abong,  
84000 Muar,  
Johor Darul Takzim.

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