

Notice of Postponed Annual General Meeting

NOTICE IS HEREBY GIVEN that the Postponed Twenty-Second (22nd) Annual General Meeting of the Company will be held at Conference Room, PLO1, Bukit Pasir Industrial Area, Mukim Sungai Raya, 84300 Bukit Pasir, Johor Darul Takzim on Friday, 24 July 2020 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 2019 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 2020 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution:-

Mr Tay Khim Seng **(Ordinary Resolution 2)**
Mr Boo Chin Liong **(Ordinary Resolution 3)**
Mr Chua Syer Cin **(Ordinary Resolution 4)**
4. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

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

5. **Authority to Issue Shares pursuant to the Companies Act 2016 ("the Act")**

THAT subject to the Act, the Constitution of the Company, and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental/regulatory authority, the Directors of the Company be hereby empowered, pursuant to the Act, to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being; AND THAT the Directors be also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence 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. **(Ordinary Resolution 6)**
6. **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 7)**

Notice of Annual General Meeting (cont'd)

- (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 8)

7. To transact any other ordinary business of which due notice shall have been given.

BY ORDER OF THE BOARD

Pang Kah Man
(SSM PC No.: 202008000183)
(MIA No.: 18831)
Company Secretary

Muar, Johor Darul Takzim
30 June 2020

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 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 Postponed 22nd 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 Exempted Authorised Nominee may appoint in respect of each Omnibus Account it holds.*
- Only depositors whose names appear in the Register of Depositors as at 17 July 2020 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the Postponed 22nd 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 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 for the financial year ending 31 October 2020

The Directors' fees proposed for the financial year ending 31 October 2020 are calculated based on the number of scheduled Board and Committee Meetings for 2020 and assuming that all Non-Executive Directors will hold office until the conclusion of the next Annual General Meeting.

The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees on current financial year basis. 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. 5 of the Agenda

Authority to Issue Shares pursuant to the Act

The proposed adoption of Ordinary Resolution 6 is for the purpose of granting a fresh general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per cent (10%) of the total number of issued shares of the Company for the time being.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company. The General Mandate will provide flexibility to the Company for allotment of shares for any possible fundraising activities, including but not limited to placement of shares for the purpose of funding future investment project(s), working capital and/or acquisition(s).

11. Item No. 6 of the Agenda

Continuing in Office as Independent Non-Executive Directors

The proposed Ordinary Resolutions 7 & 8 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 Postponed 22nd 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 Postponed 22nd Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Postponed 22nd 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 Postponed 22nd Annual General Meeting of the Company.

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 Postponed 22nd Annual General Meeting of the Company to be held at Conference Room, PLO1, Bukit Pasir Industrial Area, Mukim Sungai Raya, 84300 Bukit Pasir, Johor Darul Takzim on Friday, 24 July 2020 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 2020		
2	Re-election of Mr Tay Khim Seng as Director		
3	Re-election of Mr Boo Chin Liong as Director		
4	Re-election of Mr Chua Syer Cin as Director		
5	Re-appointment of Crowe Malaysia PLT as Auditors		
6	Authority to Issue Shares Pursuant to the Companies Act 2016		
7	Retention of Mr Boo Chin Liong as Independent Director		
8	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 _____ 2020

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 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 Postponed 22nd 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 Exempt 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 17 July 2020 shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the Postponed 22nd 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 Postponed 22nd 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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