

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

In line with the provision of Practice Note 18 on Perusal of Draft Circulars and other Documents, Bursa Malaysia Securities Berhad has not perused the Circulars/Statement in relation to the Proposed Shareholders' Mandate for Share Buy-Back as these transactions falls under the category of Exempt Circulars as outlined in the aforesaid Practice Note.

POH KONG®

POH KONG HOLDINGS BERHAD

[Registration No.: 200201018476 (586139-K)]

(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK
UP TO 10% OF THE ISSUED SHARES OF THE COMPANY**

The Notice of the Twenty-Second Annual General Meeting ("AGM") of **POH KONG HOLDINGS BERHAD** is enclosed in the 2024 Annual Report and sent to you together with this Circular. The Twenty-Second Annual General Meeting will be conducted entirely through live streaming from the Broadcast Venue at No. 16-20, Jalan 52/4, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 15 January 2025 at 10.30 a.m. The Form of Proxy is included in the 2024 Annual Report and you are requested to complete the enclosed Form of Proxy and deposit it at the office of our Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, on or before the time and date indicated below should you be unable to attend the Twenty-Second Annual General Meeting. The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the AGM of the Company should you subsequently wish to do so.

Please read and follow the procedures provided in the Administrative Guide of the 22nd AGM in order to participate remotely via Remote Participation and Electronic Voting Facility ("RPEV") provided by Boardroom Share Registrars Sdn. Bhd. through <https://meeting.boardroomlimited.my>.

Last day, date and time for lodging the Form of Proxy : Monday, 13 January 2025 at 10.30 a.m.

Day, date and time of the Twenty-Second AGM : Wednesday, 15 January 2025 at 10.30 a.m.

This Circular is dated 26 November 2024

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:

"Act"	: The Companies Act, 2016 as amended from time to time and any re-enactment thereof.
"AGM"	: Annual General Meeting.
"Constitution"	: Constitution of PKHB, as amended from time to time.
"Board"	: The Board of Directors of PKHB.
"Bursa Securities"	: Bursa Malaysia Securities Berhad [200301033577 (635998-W)].
"Code"	: Malaysian Code on Take-Overs and Mergers, 2016
"CMSA"	: Capital Markets and Services Act 2007.
"Director"	: Has the meaning given in Section 2 (1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of the Company, its subsidiary or holding company or a Chief Executive of the Company, its subsidiary or holding company.
"EPS"	: Earnings per share.
"EGM"	: Extraordinary General Meeting.
"Interest in Shares"	: Shall have the meaning given in Section 8 of the Act.
"Listing Requirements"	: Main Market Listing Requirements of Bursa Securities.
"Latest Practicable Date" or "LPD"	: 8 November 2024 being the latest practicable date prior to the printing of this Circular.
"Major Shareholder"	: A person who has an interest or interests in one (1) or more voting shares in the company and the number, or the aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in section 8 of the Act. A Major Shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company.

"NA"	: Net assets.
"Person(s) Connected"	: In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories: (a) a family member of the Director or Major Shareholder; (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder is the sole beneficiary;

DEFINITIONS

“Person(s) Connected”	(c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or Major Shareholder; (d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; (e) a person in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; a body corporate or its Directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act; (g) a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (h) a body corporate which is a related corporation.
“PKHB” or “the Company”	: Poh Kong Holdings Berhad [200201018476 (586139-K)].
“PKHB Group” or “the Group”	: PKHB and its subsidiary companies, collectively.
“PKSB”	: Poh Kong Sdn. Bhd. [199601014479 (386829-K)]
“Proposed Share Buy-Back”	: Proposal of the Company to grant its Directors a general mandate to exercise the authority to carry out a share buy-back of its own shares up to a maximum of 10% of its issued Shares Capital (excluding treasury shares).
“Purchased Shares” or “Shares”	: Shares purchased pursuant to the Proposed Share Buy-Back Authority
“Related Party(ies)”	: A Director, Major Shareholder of the PKHB Group or Person Connected with such Director or Major Shareholder.
“RM or Sen”	: Ringgit Malaysia and sen respectively.
“Share(s) or PKHB Share(s)”	: Ordinary shares of PKHB.
“Substantial Shareholder”	: Shall have the meaning given in Section 136 of the Act.
Subsidiary Companies of PKHB	
“PKB”	: Poh Kong Bullion Sdn. Bhd. [200701001926 (759924-A)]
“PKJ”	: Poh Kong Jewellers Sdn. Bhd. [199301001339 (256076-X)]
“PKJ (Franchise)”	: Poh Kong Jewellers (Franchise) Sdn. Bhd. [199701004691 (420187-V)]
“PKJ (Klang)”	: Poh Kong Jewellers (Klang) Sdn. Bhd. [198501008174 (140619-W)]

DEFINITIONS

"PKJ (Shah Alam)"	: Poh Kong Jewellers (Shah Alam) Sdn. Bhd. [198501007947 (140391-T)], under Members' Voluntary Winding Up
"PKJ (SS2)"	: Poh Kong Jewellers (SS2) Sdn. Bhd. [198201013376 (93125-K)]
"PKJE"	: PK Jewellery Export Sdn. Bhd. [199501019730 (348933-H)]
"PKJM"	: Poh Kong Jewellery Manufacturer Sdn. Bhd. [198201005674 (85428-K)]
"PKO"	: Poh Kong International Sdn. Bhd. [200501034643 (716787-X)]
"PKP"	: Poh Kong Properties Sdn. Bhd. [199101009859 (220171-A)]
"PKP (PJ)"	: Poh Kong Properties (PJ) Sdn. Bhd. [199701025452 (440950-H)]
"PKW"	: Poh Kong Wholesale Sdn. Bhd. [198201008071 (87831-V)]
"Treasury Shares"	: The Shares purchased by the Company which are or will be retained in treasury and shall have the meaning given under Section 127 of the Act.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to a Malaysian time, unless otherwise stated.

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**CIRCULAR TO SHAREHOLDERS IN RELATION TO
THE PROPOSED SHAREHOLDERS' MANDATE FOR
SHARE BUY-BACK UP TO 10% OF
THE ISSUED SHARES OF THE COMPANY**

POH KONG®

POH KONG HOLDINGS BERHAD
[Registration No.: 200201018476 (586139-K)]
(Incorporated in Malaysia)

Registered Office:

Unit 07-02, Level 7, Persoft Tower,
6B Persiaran Tropicana,
Tropicana Golf & Country Resort,
47410 Petaling Jaya,
Selangor Darul Ehsan.

26 November 2024

Board of Directors:

Dato' Choon Yee Seiong (*Executive Chairman/ Group Managing Director*)
Mr. Cheong Teck Chong (*Executive Director*)
Madam Choon Nee Siew (*Executive Director*)
Datin Hon Wee Fong (*Executive Director*)
Mr. Choon Yee Bin (*Executive Director*)
Dato' Esther Tan Choon Hwa (*Senior Independent Non-Executive Director*)
Datin Ooi Swee Lian (*Independent Non-Executive Director*)
Puan Rohaiza Binti Tan Sri Mohamed Basir (*Independent Non-Executive Director*)

To: The Shareholders of PKHB

Dear Sir/Madam,

PROPOSED SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

1. INTRODUCTION

The Company wishes to obtain the Shareholders' Mandate for the Company to purchase such number of shares of up to ten percent (10%) of the prevailing total number of Issued Shares of the Company (excluding Treasury Shares).

The purpose of this Circular is to provide you with details of the Proposed Shareholders' Mandate for Share Buy-Back, to set out the recommendation of the Board thereon and to seek your approval for the Ordinary Resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming Twenty-Second AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

Your Directors proposed that the shareholders give authority for the Company to purchase such number of its own Shares as may be determined by the Directors from time to time through Bursa Securities so that the number of Shares bought back or held as Treasury Shares do not exceed ten percent (10%) of the Company's total number of issued shares at any point of time.

The authority of the Proposed Share Buy-Back shall commence upon passing of the Ordinary

Resolution and shall expire at the conclusion of the next AGM of the Company unless renewed by Ordinary Resolution passed at that meeting or earlier revoked or varied by Ordinary Resolution of the shareholders of the Company in a general meeting or the expiration of the period within which the next AGM after that date is required by law to be held, whichever occurs first.

2.1 Quantum and Funding

As at 8 November 2024, the number of issued Shares of the Company stood at 410,351,752 ordinary shares in PKHB. Therefore, the maximum number of Shares which may be purchased by the PKHB will be ten percent (10%) of the total number of issued Shares of PKHB. The Proposed Shareholders' Mandate for Share Buy-Back will be effected through PKHB's appointed stockbroker.

The maximum amount of funds to be allocated for the Proposed Shareholders' Mandate for Share Buy-Back will be limited to the amount of retained profits of the Company. As at 31 July 2024, the audited retained profits of the Company is RM123,311,803. The Proposed Shareholders' Mandate for Share Buy-Back, if implemented, will be funded by internally generated funds of the Company.

Should the Proposed Share Buy-Back be financed through Bank borrowings, the Board will ensure that there are sufficient funds to repay such borrowings and that the Proposed Share Buy-Back is not expected to have material effect on the working capital of the PKHB Group.

The Proposed Shareholders' Mandate for Share Buy-Back will be in accordance with the prevailing laws, rules and regulations, orders, guidelines and requirements issued by the relevant authorities at the time of the purchase including compliance with the public shareholding spread as required by the Listing Requirements for a company listed on the Main Market of Bursa Securities.

The Proposed Shareholders' Mandate for Share Buy-Back will allow your Directors to exercise the power of the Company to purchase its own Shares at any time within the effective period as stated above. The actual number of Shares to be purchased, the total amount of funds to be utilised as well as the timing of the Proposed Share Buy-Back will depend on the market conditions, sentiments at Bursa Securities, the availability of the retained profits, as well as the financial resources available to the Company.

2.2 Pricing

The Company may only purchase its own Shares at a price which is not more than fifteen percent (15%) above its weighted average market price on Bursa Securities for the past five (5) market days immediately preceding the date of the purchase(s).

Pursuant to Paragraph 12.18 of the Listing Requirements, PKHB may only resell or transfer the Treasury Shares on Bursa Securities pursuant to Section 127(7) of the Act at a price which is:

- (a) not less than the weighted average market price for the Shares for the five (5) market days immediately prior to the resale or transfer; or
- (b) a discounted price of not more than five percent (5%) to the weighted average market price for PKHB Shares for the five (5) market days immediately prior to the resale or transfer provided that:-
 - (i) the resale or transfer takes place not earlier than thirty (30) days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of Shares being resold.

2.3 Treatment of Shares Purchased

Section 127 (4) of the Act provides for Shares that are purchased pursuant to the Share Buy-Back to be dealt with by the Directors in the following manner:-

- a) cancel the Shares so purchased; and/or
- b) retain the Shares so purchased as Treasury Shares, to be distributed as dividend to the shareholders and/or to be sold on Bursa Securities in accordance with the rules of Bursa Securities (if the opportunity arises for the Company to realise gains from such resale on the market) and/or to be subsequently cancelled; and/or
- c) retain part of the Shares so purchased as Treasury Shares and cancel the remainder.

Where the Directors intend to retain the Purchased Shares as Treasury Shares, or cancel the Purchased Shares, or both, an appropriate announcement will be made to Bursa Securities as and when the Proposed Shareholders' Mandate for Share Buy-Back is exercised.

If the Board decides to retain the Purchased Shares as Treasury Shares, it may distribute the Treasury Shares as dividend to the Shareholders and/or resell the Purchased Shares on Bursa Securities and utilise the proceeds for any feasible investment opportunity arising in the future, or as working capital. The treatment of the Treasury Shares, whether treated as dividends, resold on Bursa Securities or cancelled by the Company, will be dependent on the availability of the retained earnings of the Company and shall be at the discretion of the Board.

In the event PKHB wishes to purchase its own Shares, PKHB is required to lodge a declaration of solvency to Bursa Securities and release an announcement on the day the purchase is made.

While, the Shares are held as Treasury Shares, the rights attached on them as to voting, dividends and participation in other distribution and otherwise are suspended and the Treasury Shares shall not be taken into account in calculating the number or percentage of Shares or of a class of Shares in the Company for any purposes including substantial shareholdings, takeovers, notices, the requisition of meetings, the quorum for a meeting and the result of a vote at a meeting.

2.4 Implications of the Code

In the event that the Company purchases the full amount of the PKHB Shares authorised under the Proposed Share Buy-Back and all the PKHB Shares so purchased are held as treasury shares, the equity interest of the Substantial Shareholders and their respective parties acting in concert triggering the obligation to undertake a mandatory offer under Paragraph 15(2) of the General Principle 12 of the Code and Paragraph 4.01 of Rule 4 of the Rules on Take-Over, Mergers and Compulsory Acquisitions, an exemption will be sought from the SC under Paragraph 4.15 of Rule 4 of the Rules on Take-Over, Mergers and Compulsory Acquisitions, before the purchase is made.

For illustration, if the equity interest of any one of the Substantial Shareholders and their respective parties acting in concert increases to more than 33% but less than 50% of the voting shares of PKHB and such that their shareholdings of PKHB increases in a period of six (6) months from the dates of purchase by more than 2%, the affected Substantial Shareholder and parties acting in concert would be obliged to undertake a mandatory offer for the remaining PKHB Shares not held by the said affected Substantial Shareholder and parties acting in concert.

SC may grant a waiver to undertake a mandatory offer under Practice Note 9 of the Code, subject to the affected Substantial Shareholder and parties acting in concert complying with certain conditions, if obligation is triggered as a result of any action outside its direct participation. The Substantial Shareholders of PKHB, i.e. Dato' Choon Yee Seiong and persons connected to him have indicated that they intend to apply for the proposed exemption under Paragraph 4.15 of Rule 4 of the Rules

on Take-Overs, Mergers and Compulsory Acquisitions, if the obligation is expected to be triggered as a result of the Proposed Share Buy-Back. The effects of the Proposed Share Buy-Back on their shareholdings are set out in Section 5 herein.

2.5 Public Shareholding Spread

Pursuant to Paragraph 8.02 of the Listing Requirement of Bursa Securities for the Main Market ("MMLR"), a listed company must ensure that at least 25% of its total listed shares (excluding treasury shares) are in the hands of public shareholders. Based on the Register of Depository as at 8 November 2024, the Company's public shareholding spread was 32.11% which is above the minimum requirement of 25%.

The Company will not proceed to buy back any shares that will result in the public shareholding spread to reduce below 25% of the Issued Shares of the Company.

2.6 Purchase of PKHB Shares

There has not been any purchase of PKHB shares made by the Company in the previous twelve (12) months made up to the date of this Circular. PKHB has no Ordinary Shares held as Treasury Shares as at the date of this Circular, and has not resold or cancelled any Treasury Shares in the same period.

2.7 Potential Advantages and Disadvantages of the Proposed Share Buy-Back Authority

The Proposed Shareholders' Mandate for Share Buy-Back, if exercised, is expected to potentially benefit PKHB Group and its shareholders in the following manner:-

- (a) The EPS of PKHB Group would be enhanced (all things being equal). This is expected to have a positive impact on the market price of PKHB Shares, which will benefit the shareholders of PKHB.
- (b) If the Shares are bought back as Treasury Shares, it will provide the Directors an option to sell the Purchased Shares at a higher price and therefore, make an exceptional gain for the Company. Alternatively, the Purchased Shares can be distributed as share dividend to the shareholders.

The potential disadvantages of the Proposed Shareholders' Mandate for Share Buy-Back to the Company and its shareholders may be as follows:

- (i) As the Proposed Share Buy-Back can only be made out of retained profits, it may reduce in the distributable reserves available for dividends to be declared to the shareholders of the Company in the immediate future.
- (ii) It may result in the Company foregoing other investment opportunities that may emerge in the future due to the reduction in financial resources of the PKHB Group after financing the Proposed Share Buy-Back.

In any event, the Directors will be mindful of the interest of the PKHB Group and the shareholders in implementing the Proposed Shareholders' Mandate for Share Buy-Back.

3. RATIONALE AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

The Proposed Shareholders' Mandate for Share Buy-Back will enable the PKHB Group to utilise its financial resources that do not have an immediate usage to purchase the Shares of the Company to stabilise the supply and demand of its Shares in the open market and thereby support its fundamental value. Should PKHB Shares be cancelled, either immediately or subsequently after being held as

Treasury Shares, the Proposed Shareholders' Mandate for Share Buy-Back is expected to improve the EPS of PKHB in the Group and benefit the shareholders of the Company.

The Purchased Shares, which are held as Treasury Shares, may be realised with potential gains from resale of Treasury Shares without affecting the total issued shares of the Company. In the event the Treasury Shares are distributed as share dividends, it serves as a reward to the shareholders of the Company.

The Proposed Shareholders' Mandate for Share Buy-Back is not expected to have any potential material disadvantage to the Company and its shareholders, as it will be exercised only after in depth consideration of the financial resources of the PKHB Group and of the resultant impact on its shareholders. The Directors in exercising any decision on the Proposed Shareholders' Mandate for Share Buy-Back will be mindful of the interest of the Company and its shareholders.

4. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

On the assumption that the Proposed Shareholders' Mandate for Share Buy-Back is carried out in full, the effects of the Proposed Shareholders' Mandate for Share Buy-Back on the share capital, NA, EPS, working capital, and shareholdings of Directors and Major Shareholders of PKHB are set out below:-

(i) Issued Shares

Assuming the Proposed Shareholders' Mandate for Share Buy-Back is carried out in full by the Company, the maximum number of shares that the Company can buy back and cancel is limited to 41,035,175 shares. The pro forma effect on the issued Shares of PKHB of such a cancellation of shares is summarised below:-

	No. of Shares
Total Number of Issued Shares as at LPD*	410,351,752
Less: Maximum number of Purchased Shares that may be cancelled	41,035,175
Total Number of Issued Shares upon completion of the Proposed Share Buy-Back	369,316,577

(ii) NA and EPS

The Proposed Shareholders' Mandate for Share Buy-Back may increase or decrease the NA per Share of PKHB depending on the purchase price in comparison to the NA per Share of PKHB at the time that the purchase is made. Assuming PKHB Shares purchased are cancelled, the Proposed Shareholders' Mandate for Share Buy-Back will reduce the consolidated NA per Share if the purchase price exceeds the audited consolidated NA per Share at the time of purchase and conversely would increase the consolidated NA per Share if the purchase price is less than the audited consolidated NA per Share at the time of purchase.

If the purchased PKHB Shares are kept as Treasury Shares, the NA per PKHB Share would decrease unless the cost per share of the Treasury Shares purchased is below the NA per Share at the relevant point in time. This is due to the requirement for Treasury Shares to be carried at cost and be offset against equity, resulting in a decrease in the NA of the Company.

The effect on the EPS of PKHB Group will depend on the purchase prices of the Shares, the opportunity cost and the number of Shares purchased.

(iii) Working Capital

The Working Capital of PKHB Group will be reduced to the extent of the amount of funds utilised for the purchases of the Shares but is not expected to have a material adverse effect on the Working Capital of PKHB Group.

Similarly, the Working Capital of PKHB Group will increase to the extent of the amount of funds obtained from the resale of the Treasury Shares.

(iv) Dividend

The Proposed Shareholders' Mandate for Share Buy-Back is not expected to adversely affect the payment of dividends to shareholders. If the amount of dividends to be paid remain the same in Ringgit term as in the previous year and as there will be less Shares qualifying for dividends after the Share Buy-Back, the remaining shareholders would potentially receive a higher dividend payment.

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Notes :

- (1) Deemed interest by virtue of the direct shareholding of his spouse, children, siblings and his indirect interest in PKHB via Poh Kong Sdn Bhd ("PKSB") pursuant to Sections 59(1)(c), 8 and 197 of the Companies Act 2016 ("the Act").
- (2) Deemed interest by virtue of the direct shareholding of his siblings and children's in PKHB and his indirect interest in PKHB via PKSB pursuant to Sections 59(1)(c), 8 and 197 of the Act.
- (3) Deemed interest by virtue of the direct shareholding of her siblings, spouse and children's shareholding in PKHB and her indirect interest in PKHB via PKSB pursuant to Sections 59(1)(c), 8 and 197 of the Act.
- (4) Deemed interest by virtue of the direct shareholding of her siblings and children's shareholding in PKHB and her indirect interest in PKHB via PKSB pursuant to Sections 59(1)(c), 8 and 197 of the Act.
- (5) Deemed interest by virtue of the direct shareholding of her spouse and siblings and her indirect interest in PKSB via PKSB pursuant to Sections 59(1)(c), 8 and 197 of the Act.
- (6) Deemed interest by virtue of the direct shareholding of his spouse ad siblings and his indirect interest in PKHB via PKSB pursuant to Sections 59(1)(c), 8 and 197 of the Act.
- (7) Deemed interest by virtue of the direct shareholding of his siblings and the indirect interest of his siblings in PKHB via PKSB pursuant to Sections 8 and 197 of the Act.
- (8) Deemed interest by virtue of the direct shareholding of her siblings and her indirect interest in PKHB via PKSB pursuant to Sections 8 and 197 of the Act.
- (9) Deemed interest by virtue of her brother's direct shareholding in PKHB and her indirect interest in PKHB via PKSB pursuant to Sections 8 and 197 of the Act.
- (10) Deemed interest by virtue of the direct shareholding of his/her parents in PKHB via PKSB pursuant to Sections 8 and 197 of the Act.
- (11) Deemed interest by virtue of his/her spouse's direct shareholding in PKHB and indirect interest in PKHB via PKSB pursuant to Sections 8 and 197 of the Act.

6. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of the Shares traded on Bursa Securities for the preceding twelve (12) months preceding the date of this Circular (being the last full trading month period to the LPD) are as follows:

	High (RM)	Low (RM)
2023		
December	0.90	0.84
2024		
January	0.87	0.84
February	0.89	1.84
March	0.95	1.86
April	1.16	0.92
May	1.35	0.99
June	1.26	1.11
July	1.26	1.12
August	1.25	1.06
September	1.22	1.08
October	1.18	1.10
November	1.14	1.02

The last transacted price of PKHB Shares on LPD being the last market day prior to the printing of this Circular was RM1.02.

7. CONDITION FOR THE PROPOSED SHAREHOLDERS' MANDATE FOR SHARE BUY-BACK

The Proposed Shareholders' Mandate for Share Buy-Back is conditional upon approval to be obtained from the Shareholders of PKHB at the forthcoming Twenty-Second AGM. The Proposed Shareholders' Mandate for Share Buy-Back to be procured from the Shareholders of the Company at the forthcoming Twenty-Second AGM is subject to annual renewal.

8. DIRECTORS' RECOMMENDATION

The Board, having considered all aspects of the Proposed Shareholders' Mandate for Share Buy-Back, is of the opinion that the Proposed Shareholders' Mandate for Share Buy-Back is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the Proposed Shareholders' Mandate for Share Buy-Back at the forthcoming Twenty-Second AGM of the Company.

9. TWENTY-SECOND AGM

The Ordinary Resolution in relation to the Proposed Shareholders' Mandate for Share Buy-Back has been extracted and included in this Circular ("Appendix II"). The Twenty-Second AGM of the Company which will be held on 15 January 2025 for the purpose of considering and if thought fit, passing the ordinary resolution to give effect to the Proposed Shareholders' Mandate for Share Buy-Back will be conducted entirely through live streaming from the Broadcast Venue.

Shareholders/proxies will not be allowed to attend the Twenty-Second AGM in person at the Broadcast Venue on the day of the meeting, but may participate, speak and vote remotely using Remote Participation and Electronic Voting Facility ("RPEV") provided by Boardroom Share Registrars Sdn Bhd through <https://meeting.boardroomlimited.my>.

Members who are unable to participate in this virtual AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form. Alternatively, Members may appoint his/her proxy in which case Members are advised to deposit their proxy forms, or original certificate of appointment of corporate representative or powers of attorney with Boardroom Share Registrars Sdn Bhd not later than 10.30 a.m. on Monday, 13 January 2025. For this purpose, you are advised to read the Administrative Guide on the Twenty-Second AGM regarding RPEV, Proxy and Electronic Submission of Proxy Form amongst others.

10. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
POH KONG HOLDINGS BERHAD

DATO' CHOON YEE SEIONG
Executive Chairman/ Group Managing Director

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FURTHER INFORMATION**1. RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Board of Directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

2. MATERIAL LITIGATION

The Board of Directors of the Company has confirmed that the Company and/or its subsidiaries are not presently engaged in any material litigation, material claim and arbitration either as plaintiff or defendant and the Directors do not have any knowledge of any proceedings pending or threatened against the Company and/or its subsidiaries or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of the Company and/or its subsidiaries.

3. MATERIAL CONTRACT

Save as disclosed (if any), there are no material contracts, not being contracts entered into in the ordinary course of business, which have been entered into by PKHB and/or its subsidiary companies during the two (2) years immediately preceding the date of this Circular.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Unit 07-02, Level 7, Persoft Tower, 6B Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan, during normal business hours from the date of this Circular up to and including the date of the Twenty-Second AGM:

- (a) the Constitution of the Company;
- (b) the audited financial statements of the PKHB Group for the two (2) financial years ended 31 July 2023 and 31 July 2024, and the latest unaudited results since the last audited financial statements.

EXTRACT OF ORDINARY RESOLUTIONS

POH KONG®

POH KONG HOLDINGS BERHAD

[Registration No.: 200201018476 (586139-K)]

(Incorporated in Malaysia)

EXTRACT OF ORDINARY RESOLUTIONS TO BE TABLED AS SPECIAL BUSINESS AT THE FORTHCOMING TWENTY-SECOND AGM

ORDINARY RESOLUTION 8

- **Proposed Shareholders' Mandate for Share Buy-Back**

"THAT subject to the Companies Act, 2016, the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant regulatory authorities, the Company be and is hereby authorised to purchase and/or to hold up to ten percent (10%) of the issued Shares of the Company ("Proposed Share Buy-Back") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the best interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back. The retained profits of the Company are RM123,311,803 for the financial year ended 31 July 2024.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as the Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities."

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