

NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting of **POH KONG HOLDINGS BERHAD** will be conducted entirely through live streaming from the Broadcast Venue at No. 16-20, Jalan 52/4, 46200 Petaling Jaya, Selangor on Wednesday, 15 January 2025 at 10.30 a.m. for the following purposes:-

ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the year ended 31 July 2024 together with the Reports of the Directors and Auditors thereon. | Please refer to Note C on the Agenda |
| 2. | To declare a Final Single-Tier Dividend of 3.0 sen per Ordinary Share in respect of the financial year ended 31 July 2024. | Resolution 1 |
| 3. | To approve Directors' Fees and Allowances of an amount not exceeding RM500,000.00 from 1 August 2024 until the next Annual General Meeting of the Company to be paid monthly in arrears after each month of completed service of the Directors. | Resolution 2 |
| 4. | To re-elect the following Directors retiring under Clause 100 of the Constitution of the Company:
(a) Madam Choon Nee Siew
(b) Mr. Choon Yee Bin
(c) Dato' Tan Choon Hwa @ Esther Tan Choon Hwa | Resolution 3
Resolution 4
Resolution 5 |
| 5. | To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 6 |

SPECIAL BUSINESS

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| 6. | To consider and, if thought fit, pass with or without modifications, the following Resolution:-

(a) Authority for Dato' Tan Choon Hwa @ Esther Tan Choon Hwa to continue in Office as Independent Director. | Resolution 7 |
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"**THAT** subject to her re-election in Resolution 5, authority be and is hereby given to Dato' Tan Choon Hwa @ Esther Tan Choon Hwa who has served as an Independent Director of the Company for a cumulative term of more than ten (10) years (i.e. since 11 April 2014), to continue to act as an Independent Director of the Company until the conclusion of the Twenty-Third Annual General Meeting of the Company in accordance with the Malaysian Code on Corporate Governance 2021."



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

6. (b) **Proposed Shareholders' Mandate for Share Buy-Back**

Resolution 8

"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."



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

ANY OTHER BUSINESS

7. To transact any other business of the Company for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a Final Single-Tier Dividend of 3.0 sen per Ordinary Share in respect of the financial year ended 31 July 2024 will be payable on 11 April 2025 to Depositors registered in the Record of Depositors at the close of business on 26 March 2025.

A depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred to the Depositor's Securities Account before 4:00 pm on 26 March 2025 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD
POH KONG HOLDINGS BERHAD

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NG YIM KONG (MACS00305)
SSM Practicing Certificate No.: 202008000309
Company Secretary
Petaling Jaya

Dated: 26 November 2024

Notes:-

A. BROADCAST VENUE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Twenty-Second Annual General Meeting ("22nd AGM") to be present at the main venue of the meeting.

In light of the announcement made by the Securities Commission Malaysia and Bursa Malaysia Securities Berhad ("Bursa Malaysia") on 30 August 2024, all public listed companies on Bursa Malaysia will be required to conduct hybrid or physical general meetings starting from 1 March 2025. As such, the 22nd AGM of the Company remains eligible to be held fully virtual and vote remotely at the AGM through live streaming and online remote voting using the Remote Participation and Voting facilities provided by the Company's Share Registrar, namely Boardroom Share Registrars Sdn Bhd.



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

B. APPOINTMENT OF PROXY

1. A member of the Company entitled to attend and vote at the Meeting may appoint a proxy or proxies (or being a corporate member, a corporate representative) to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. A proxy appointed to attend, speak, participate and vote at a meeting of the Company shall have the same rights as the member to attend speak, participate and vote at the meeting.
3. A member may appoint more than one (1) but not exceeding two (2) proxies to attend the same meeting, provided that he specifies the proportion of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
5. Where a member is an Authorised Nominee as defined under SICDA it may appoint at least one (1) proxy in respect of each Securities Account that it holds with Ordinary Shares of the Company standing to the credit of the said Securities Account.
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 that it holds.
7. The appointment of a proxy may be made in a hard copy form and submit to the 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. In the case of an appointment made via Boardroom Smart Investor Portal, the proxy form must be deposited at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for further information on submission via Boardroom Smart Investor Portal. All proxy forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the 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, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)



B. APPOINTMENT OF PROXY (CONT'D)

9. Please ensure that ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is 13 January 2025 at 10.30 a.m.
11. Please read the Administrative Guide regarding the Revocation of Proxy.

EXPLANATORY NOTES ON THE ORDINARY BUSINESSES OF THE AGENDA.

C. Audited Financial Statement for the Financial Year ended 31 July 2024

This agenda is meant for discussion only as the provisions of Sections 248(2) and 340(1) of the Companies Act 2016 do not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

D. Payment of Directors' Fees and Benefits Payable

Section 230(1) of the Act and Clause 108 (iii) of the Company's Constitution provide amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the shareholders' approval shall be sought at the 22nd AGM for the Directors' Fees and Allowances for the financial year ending 31 July 2025 under Ordinary Resolution 2.

The Directors' Fees and Allowances of the Directors for the period from 1 August 2024 up to the conclusion of the next 23rd Annual General Meeting of the Company have been reviewed by the Remuneration Committee and the Board of Directors of the Company, and are subject to the shareholders' approval. The Directors' Allowances comprise meeting allowance only.

E. Re-election of Directors

Clause 100 of the Constitution of the Company states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

Madam Choon Nee Siew, Mr. Choon Yee Bin and Dato' Tan Choon Hwa @ Esther Tan Choon Hwa ("Retiring Directors"), who retire in accordance with Article 100 of the Constitution and being eligible, have offered themselves for re-election.



NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

E. Re-election of Directors (Cont'd)

In determining the eligibility of Madam Choon Nee Siew, Mr. Choon Yee Bin and Dato' Tan Choon Hwa @ Esther Tan Choon Hwa to stand for re-election at the forthcoming 22nd AGM and in line with Practice 5.1 of the revised Malaysian Code on Corporate Governance 2021 issued by the Securities Commission Malaysia on 28 April 2021, the Nomination Committee ("NC") has reviewed and assessed the performance, commitment and contribution of each of the Retiring Directors according to the Annual Performance Evaluation of the Board for the financial year ended 31 July 2024.

All the Retiring Directors have consented to their re-election, and abstained from deliberation as well as decision on their own eligibility to stand for re-election at the relevant NC and Board meetings.

The NC has recommended the re-election of all the Retiring Directors based on the following consideration:

- (i) satisfactory performance and have met Board's expectation in discharging their duties and responsibilities;
- (ii) met the fit and proper criteria of character, experience, integrity, competence and time commitment in discharging their roles as Directors of the Company;
- (iii) level of independence and ability to act in the best interest of the Company (applicable to Independent Directors).

The Board has approved the NC's recommendation for all the Retiring Directors pursuant to Clause 100 of the Constitution of the Company.

(F) Re-appointment of Auditors

The Audit Committee ("AC") has assessed the suitability and independence of the External Auditors and has recommended the re-appointment of Messrs Baker Tilly Monteiro Heng PLT as External Auditors of the Company for the financial year ending 31 July 2025. Based on the recommendation of the AC, the Board has recommended the same to be tabled to the shareholders for approval at the forthcoming 22nd AGM of the Company under Ordinary Resolution 6.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)



EXPLANATORY NOTES ON THE SPECIAL BUSINESS OF THE AGENDA.

Item 6 of the Agenda (Resolution 7 and 8)

(i) Authority for Dato' Tan Choon Hwa @ Esther Tan Choon Hwa to continue to act as an Independent Director of the Company pursuant to the Malaysian Code on Corporate Governance 2021 (Resolution 7).

Dato' Tan Choon Hwa @ Esther Tan Choon Hwa ("Dato' Esther") has served as an Independent Director of the Company for a cumulative term of more than ten (10) years (i.e. since 11 April 2014) and has continued to satisfy the definition of "independent director" as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Board based on the review and recommendation made by the Nomination Committee, considers Dato' Esther to be fit and proper and independent, and recommends that she should continue to act as an Independent Director of the Company subject to shareholders' approval through a two-tier voting process. Please refer to the rationale supporting the re-appointment of Dato' Esther in Nomination Committee Statement on page 157 and her Profile on page 23 of the Annual Report 2024.

(ii) Proposed Shareholders' Mandate for Share Buy-Back (Resolution 8).

The proposed Resolution 8, if passed, will allow the Company to purchase and/or hold up to 10% of the total Issued Shares of the Company listed on Bursa Malaysia Securities Berhad. For further information on the Proposed Shareholders' Mandate for Share Buy-Back, please refer to the Circular to Shareholders dated 26 November 2024 which is issued together with the Company's Annual Report 2024 for the financial year ended 31 July 2024.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 68(d) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 9 January 2025. Only a depositor whose name appears on the Record of Depositors as at 9 January 2025 shall be entitled to participate, attend, speak and vote at 22nd AGM or appoint proxy/proxies, corporate representative(s) or power of attorney to attend and/or vote in his stead.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.