

**NEW HOONG FATT HOLDINGS BERHAD**

Registration No. 199701010213 (425709-K)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth (28th) Annual General Meeting ("AGM") of **NEW HOONG FATT HOLDINGS BERHAD** ("the Company") will be held at Function Room 1, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG, U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor, Malaysia on Wednesday, 4 June 2025 at 10.00 a.m., for the following purposes:

AGENDA**ORDINARY BUSINESS**

- To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.
- To re-elect Ms Kam Foong Sim as Director of the Company, who is retiring by rotation pursuant to Article 101 of the Constitution of the Company, and who being eligible, has offered herself for re-election. **Ordinary Resolution 1**
- To re-elect Mr Ng Chee Kiet as Director of the Company, who is retiring by rotation pursuant to Article 101 of the Constitution of the Company, and who being eligible, has offered himself for re-election. **Ordinary Resolution 2**
- To approve the payment of Directors' Fees for the Non-Executive Directors ("NEDs") up to an aggregate amount of RM250,000 for the period commencing from 5 June 2025 until the next AGM of the Company to be held in 2026. **Ordinary Resolution 3**
- To approve the payment of Directors' Benefits Payable for NEDs up to an aggregate amount of RM50,000 for the period commencing from 5 June 2025 until the next AGM of the Company to be held in 2026. **Ordinary Resolution 4**
- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

SPECIAL BUSINESS

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

7. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT")

"THAT pursuant to Sections 75 and 76 of the Act and subject to the approval of relevant regulatory authorities, if necessary, the Directors of the Company be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 to be issued does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

THAT pursuant to Section 85 of the Act, to be read together with Article 66 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act, AND THAT the Directors exempted from the obligation to offer such new shares first to the existing shareholders of the Company.

AND FURTHER THAT the Directors, whether solely or jointly, be authorised to complete and do all such acts, deeds and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the best interest of the Company to give effect to the aforesaid mandate." **Ordinary Resolution 6**

8. PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

"THAT approval be and is hereby given to amend the Constitution of the Company in the form and manner as set out in Annexure A, which is included in the Company's Annual Report 2024.

AND THAT the Directors be and are hereby authorised to do all such acts, deeds and things and take all such steps that may be necessary or expedient to give effect to the Proposed Amendment to the Constitution of the Company with full power to assent to any modifications, variations and/or amendments as may be required or imposed by the relevant authorities." **Special Resolution**

- To transact any other business for which due notice has been given in accordance with the Act and the Constitution of the Company.

By Order of the Board

TEO MEE HUI (SSM PC No.: 202008001081) (MAICSA 7050642)

TAN BEE HWA (SSM PC No.: 202008001174) (MAICSA 7058049)

Company Secretaries

Kuala Lumpur
25 April 2025

Notes:

- Only a depositor whose name appears in the Company's Record of Depositors as at 27 May 2025 shall be regarded as a member and entitled to attend, speak and vote at this AGM or appoint proxy(ies) to attend and vote on his/her behalf in respect of the number of shares registered in his/her name.
- Every member entitled to attend and vote at this AGM is entitled to appoint up to two (2) proxies to attend and vote for him/her. There shall be no restriction as to the qualification of the proxy. A proxy may but need not be a member of the Company but shall be of full age. If a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Authorised Nominee"), it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an Exempt Authorised Nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies the Exempt Authorised Nominee may appoint for each Omnibus Account it holds.

5. The Proxy Form must be signed by the appointor or his appointee or attorney duly authorised in writing or if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.

- The appointment of a proxy/corporate representative/attorney may be made in hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time fixed for holding the AGM, i.e., not later than 10.00 a.m. on Monday, 2 June 2025:

- In hard copy form

The hardcopy Proxy Form must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") located at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, the drop-in box provided at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

OR

- By electronic means

The Proxy Form can be electronically lodged with Tricor via its TIH Online website at <https://tiah.online>. Please refer to the Administrative Guide for the AGM on the procedures for the electronic lodgement of Proxy Form via the TIH Online.

- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all the resolutions set out in the Notice of the AGM will be put to vote by way of poll.

EXPLANATORY NOTES**1. Ordinary Resolutions 1 and 2 - Re-election of Directors**

Ms Kam Foong Sim ("Ms Kam") and Mr Ng Chee Kiet ("Mr Ng") are retiring by rotation pursuant to Article 101 of the Constitution of the Company and are standing for re-election at this AGM. Their profiles are set out in the Directors' Profile of the Company's Annual Report 2024.

In recommending their re-election, the Nomination Committee ("NC") of the Company had assessed their performance, contribution, and whether they meet the fit-and-proper criteria for re-election as Directors of the Company. The NC concluded that both Ms Kam and Mr Ng had made valuable contributions to the Board, meet the required fit-and-proper criteria and are able to continue contributing to the Board's decision-making processes. The Board (save for the Directors concerned) had endorsed the NC's recommendation for the re-election of Ms Kam and Mr Ng as Directors of the Company.

2. Ordinary Resolutions 3 and 4 - Payment of Directors' Fees and Benefits Payable

Shareholders' approval is sought at this AGM for the payment of Directors' Fees for NEDs of the Company, up to an aggregate amount of RM250,000 for the period commencing from 5 June 2025 until the next AGM of the Company to be held in 2026. The Directors' Fees consist of a monthly director's fee for duties performed as Directors.

The Benefits Payable to NEDs amounting to RM50,000 for the period commencing from 5 June 2025 until the next AGM of the Company to be held in 2026. This amount consists of attendance allowances for Board meetings, Board Committee meetings and general meetings.

The estimated total of RM300,000 is based on the current size of the Board and the estimated number of scheduled and additional unscheduled Board, Board Committee and general meetings during the period. The Remuneration Committee of the Company and the Board had reviewed the proposed amount and determined that the fees and benefits payable are in the best interests of the Company and in accordance with the principles outlined in the Company's Remuneration Policy.

3. Ordinary Resolution 6 - Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 6 is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act.

This general mandate will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company speedily up to an amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

This authority will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares for the purpose of funding investment project(s), working capital and/or acquisition(s).

By voting in favour of Ordinary Resolution 6, shareholders of the Company will also agree to waive their statutory pre-emptive rights under Section 85 of the Act and Article 66 of the Constitution of the Company over all new shares to be allotted and issued by the Directors pursuant to this mandate.

As at the date of this Notice, no new shares were issued pursuant to the general mandate granted to the Directors of the Company at the last AGM held on 6 June 2024, which will lapse at the conclusion of the 28th AGM to be held on 4 June 2025.

4. Special Resolution - Proposed Amendment to the Constitution of the Company

The proposed amendment to the Constitution of the Company aims to enhance administrative efficiency and provide greater clarity, ensuring alignment with the relevant provisions of the Act and Listing Requirements of Bursa Securities.

Key amendments include:

- Updating the process for general meetings of members to include provisions for virtual meeting arrangements.
- Excluding the declaration of dividends from the business at a meeting of members.
- Removing the provision for resolutions to be decided by a show of hands to align with the Listing Requirements of Bursa Securities.
- Allowing the instrument appointing a proxy to be submitted or made in electronic format.
- Permitting an increase in Non-Executive Directors' fees and benefits, provided such increase remains within the threshold approved by shareholders.
- Clarifying the treatment of matters in the event of a tie during Directors' and Directors' Committee meetings, where the Chairman does not have a casting vote.
- Allowing the register, book, or record to be maintained in hard copy or electronic format.
- Updating provisions for the declaration of dividends by Directors.

The full details of the amendments are set out in Annexure A, which is included in the Company's Annual Report 2024.

To pass this special resolution, it requires the approval of not less than seventy-five percent (75%) of the members entitled to vote, either in person or by proxy.