

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:

AGFNDA

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**
- 3. 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 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 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 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: 1. 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.

- The Proxy Form must be signed by the appointer or his attorney duly authorised in writing or if the appointer 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:
 - (i) 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 Suité, 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.

(ii) By electronic means

- The Proxy Form can be electronically lodged with Tricor via its TIIH Online website at https://tiih.online. Please refer to the
- Administrative Guide for the AGM on the procedures for the electronic lodgement of Proxy Form via the TIIH 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 out to vote by way of poll

EXPLANATORY NOTES

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.

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 Pavable 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. 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

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.

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.
- (vii) Allowing the register, book, or record to be maintained in hard copy or electronic format. (viii) 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.



PROXY FORM

I/We			(full name), NF	RIC/Pa	assport	t/Company No.
		of				
(full address) being a mer	mber of	NEW HOONG FATT HO	LDINGS BERHAD ("the C	Compa	any"), ł	nereby appoint:
Full name (in Block Letters)		NRIC/Passport No.	Address		% of Holdings	
			TO.	TAL		100%
our behalf at the Twenty-E Room 1, Setia City Conv 40170 Shah Alam, Selar thereof, and to vote as inc	rention (ngor, Ma dicated	Centre, No. 1, Jalan Se alaysia on Wednesday, below:	tia Dagang AG, U13/AG	Setia .m. oi	Alam, r at an	Seksyen U13, y adjournment
	AGEN		0. 0.	F	FOR	AGAINST
Ordinary Resolution 1 Ordinary Resolution 2	 	Re-election of Ms Kam Foong Sim as Director				
Ordinary Resolution 3	Appro	-election of Mr Ng Chee Kiet as Director proval of Directors' Fees for Non-Executive Directors RM250,000				
Ordinary Resolution 4	Appro	proval of Benefits Payable for Non-Executive Directors				
Ordinary Resolution 5		e-appointment of Messrs BDO PLT as Auditors of the ompany				
Ordinary Resolution 6	75 and	thority to allot and issue shares pursuant to Sections and 76 of the Companies Act 2016				
Special Resolution	Amen	mendment to the Constitution of the Company				
Please indicate with an 'x resolutions. If you do not						
Signed this da	y of	2025	CDS Account No.			
			No. of Shares Held			
			Telephone No.			
Signature/Common Seal			Email Address			

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.
- 2. 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.
- 3. Where a member of the Company is an Authorised Nominée 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.
- 4. 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.

- The Proxy Form must be signed by the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- 6. 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:
 - (i) In hard copy form
 The hardcopy Proxy Form must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House 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
 - (ii) By electronic means
 - The Proxy Form can be electronically lodged with Tricor via its TIIH Online website at https://tiih.online. Please refer to the Administrative Guide for the AGM on the procedures for the electronic lodgement of Proxy Form via the TIIH Online.
- the electronic lodgement of Proxy Form via the TIIH Online.

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

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AFFIX STAMP

THE SHARE REGISTRAR OF NEW HOONG FATT HOLDINGS BERHAD

Registration No. 199701010213 (425709-K)

c/o Tricor Investor & Issuing House Services Sdn. Bhd.
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur, Malaysia

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NEW HOONG FATT HOLDINGS BERHAD

Registration No. 199701010213 (425709-K) (Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE TWENTY-EIGHTH (28TH) ANNUAL GENERAL MEETING ("AGM") OF NEW HOONG FATT HOLDINGS BERHAD ("THE COMPANY")

Day & Date : Wednesday, 4 June 2025

Time : 10.00 a.m.

Venue : Function Room 1, Setia City Convention Centre, No. 1, Jalan Setia Dagang AG

U13/AG Setia Alam, Seksyen U13, 40170 Shah Alam, Selangor, Malaysia

1. Registration

(i) The registration will commence at 9.00 a.m. on Wednesday, 4 June 2025.

- (ii) Please present your **ORIGINAL** MyKAD (for Malaysian) or passport (for non-Malaysians) to the registration staff for verification. Photocopies of identity cards or passports will not be accepted.
- (iii) No person will be allowed to register on behalf of another, even if they have the other person's original MyKAD or passport.
- (iv) Upon registration, you will receive a voting slip and a wristband. The wristband must be worn throughout the AGM. Lost or misplaced wristbands will not be replaced. Entry to the meeting hall will not be permitted without the wristband.

2. Parking

Complimentary parking for all attendees is allocated at **P2**, **Setia City Convention Centre**. Kindly park only in the designated spaces at P2 to avoid any inconvenience.

Please use the Ballroom East entrance and proceed to Level 1, Mezzanine Floor.

For further details, please refer to the location map on page 4 of this Guide.

3. Poll Voting

The voting at the 2025 AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") as the Poll Administrator to conduct the polling process and Scrutineer Solutions Sdn. Bhd. as the Scrutineers to verify the poll results.

Upon completion of the voting session and counting of votes, the Scrutineers will verify the poll results, followed by an announcement by the Chairman of the poll results.

4. Entitlement to Participate and Appointment of Proxy(ies)

Only a depositor whose name appears in the Company's Record of Depositors as at 27 May 2025 will be considered a member and entitled to participate at the AGM or appoint proxy(ies) and/or the Chairman of the Meeting to participate and vote on their behalf.

Members who wish to participate and attend the AGM themselves should not submit any proxy forms for the meeting. They will not be allowed to participate and attend the AGM if the proxy appointed by them is participating.

The appointment of a proxy/corporate representative/attorney may be made in hard copy 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**.

(i) In hard copy form

The hardcopy Proxy Form must be deposited with the Share Registrar of the Company, 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

(ii) By electronic means

The Proxy Form can be electronically lodged with Tricor via its TIIH Online website and the submission steps are summarised as follows:

	STEPS FOR INDIVIDUAL MEMBERS					
	Procedure	Action				
(a)	Register as TIIH Online user	 If you are already a TIIH Online user, you are not required to register again. Go straight to (b). Access the TIIH Online website at https://tiih.online and register as a user under "e-Services". Please select the "Sign Up" button followed by "Create Account by Individual Holder". Please refer to the tutorial guide posted on the TIIH Online homepage for assistance. Complete the registration form, upload the required documents and submit. Registration as a user will be approved within one (1) working day and you will be notified via email. 				
(b)	Submission of Proxy Form	 Access the TIIH Online website at https://tiih.online. Log in with your user ID and password. Select the corporate event: "NHFATT 28TH AGM – SUBMISSION OF PROXY FORM". Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Review and confirm your proxy(s) appointment. Print Proxy Form for your record. 				

STEPS FOR CORPORATION OR INSTITUTIONAL MEMBERS						
	Procedure	Action				
(a)	Register as TIIH Online user	 If you are already a TIIH Online user, you are not required to register again. Go straight to (b). Access the TIIH Online website at https://tiih.online and register as a user under "e-Services". Please select the "Sign Up" button followed by "Create Account by Representative of Corporate Holder". Please refer to the tutorial guide posted on the TIIH Online homepage for assistance. Complete the registration form, upload the required documents and submit. Registration as a user will be verified, and you will be notified via email within one (1) to two (2) working day(s). (Note: The representative of a corporation or institutional member must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the Company's Share Registrar, Tricor, if you need clarifications on the user registration.) 				
(b)	Submission of Proxy Form	 Access the TIIH Online website at https://tiih.online. Log in with your user ID and password. Select the corporate event: "NHFATT 28TH AGM – SUBMISSION OF PROXY FORM". Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST; otherwise, your proxy will vote on your behalf. Review and confirm your proxy(s) appointment. Print Proxy Form for your record. 				

5. Pre-Meeting Submission of Question(s) to the Board

Members may submit questions for the Board prior to the AGM to **nhfcorporate@newhoongfatt.com.my** not later than 10.00 a.m. on Monday, 2 June 2025. The responses to the questions received will be shared during the AGM.

6. No Recording or Photography

Unauthorised recording and photography are strictly prohibited at the AGM.

7. Enquiry

If you have any enquiry or require any assistance before or during the meeting, please contact the Company's Share Registrar, during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays) as follows:

Tricor Investor & Issuing House Services Sdn. Bhd.

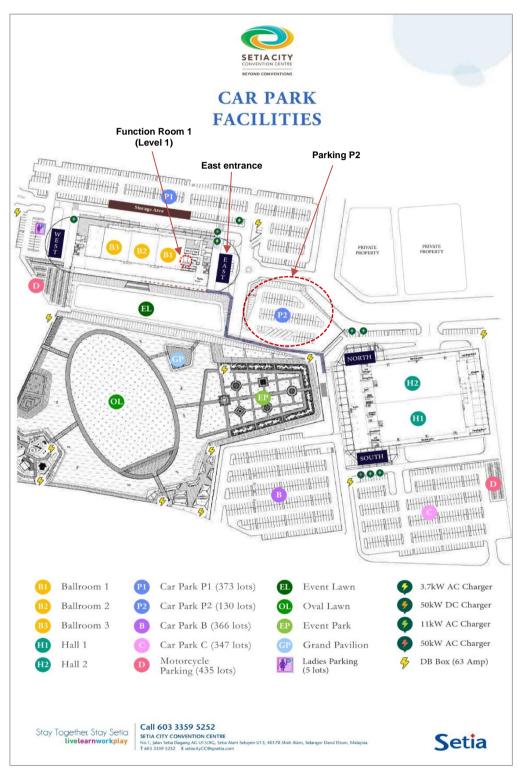
Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia General Line : +603-2783 9299
Fax Number : +603-2783 9222
Email : is.enquiry@vistra.com

Contact Persons:

Pn Azizah Kadir : +603-2783 9260 / azizah@vistra.com

Mr Jiang Shen Tew : +603-2783 9281 / Jiang.Shen.Tew@vistra.com

Pn Zakiah Wardi : +603-2783 9287 / zakiah@vistra.com



Google map link:

https://www.google.com/maps/place/1,+Jln+Setia+Dagang+AG+U13%2FAG,+Alam+Nusantara,+40170+Shah+Alam,+Selanqor/@3.1097389,101_463536.17z/data=l3m1!4b1!4m6l3m5!1s0x31cc53dbe1d27263:0xdd798881d3d270b5l8m2!3d3.1097389!4d101.463536!16s%2Fg%2F11j1c_c7n_n?hl=en-MY&entry=ttu