

**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-Ninth (29<sup>th</sup>) 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 Thursday, 4 June 2026 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 2025 together with the Reports of the Directors and Auditors thereon.
- To re-elect Madam Kam Foong Keng 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 Chia Swee Yuen 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 2026 until the next AGM of the Company to be held in 2027. **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 2026 until the next AGM of the Company to be held in 2027. **Ordinary Resolution 4**
- To re-appoint Messrs. Grant Thornton Malaysia 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 ordinary resolution, with or without modifications:

- 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 be exempted from the obligation to first offer such new shares 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**

- 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

**ANGELINA CHEAH GAIK SUAN (SSM PC No.: 202008002177) (MAICSA 7035272)****TAN BEE HWA (SSM PC No.: 202008001174) (MAICSA 7058049)**

Company Secretaries

Kuala Lumpur

24 April 2026

**Notes:**

- Only a depositor whose name appears in the Company’s Record of Depositors as at 25 May 2026 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, or not later than 10.00 a.m. on Tuesday, 2 June 2026:

- In hard copy form

The hardcopy Proxy Form must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Sdn. Bhd., 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, in the drop-in box located 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 the Share Registrar of the Company via Vistra Share Registry and IPO (MY) Portal (“the Portal”) at <https://srmv.vistra.com>. Please refer to the Administrative Guide for the 29<sup>th</sup> AGM on the procedures for the electronic lodgement of Proxy Form via the Portal.

- 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**

Madam Kam Foong Keng (“Madam Kam”) and Mr Chia Swee Yuen (“Mr Chia”) 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 this Annual Report 2025.

In recommending their re-election, the Nomination Committee (“NC”) of the Company had assessed their performance, contribution, and compliance with the fit-and-proper criteria for re-election. The NC concluded that both Madam Kam and Mr Chia had made valuable contributions to the Board, meet the required fit-and-proper criteria and are able to continue contributing effectively 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 Madam Kam and Mr Chia 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 2026 until the next AGM of the Company to be held in 2027. The Directors’ Fees consist of a monthly director’s fee for duties performed as Directors.

Approval is also sought for Benefits Payable to NEDs up to an aggregate amount of RM50,000 for the same period. These benefits consist of attendance allowances for Board meetings, Board Committee meetings and general meetings.

The estimated total amount of RM300,000 is based on the current Board composition 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 amounts and determined that the Directors’ Fees and Benefits Payable are in the best interests of the Company and are in accordance with the principles outlined in the Company’s Remuneration Policy.

**3. Ordinary Resolution 5 - Re-appointment of Auditors**

The proposed Ordinary Resolution 5 is to re-appoint Messrs. Grant Thornton Malaysia PLT (“Grant Thornton”) as the Auditors of the Company. They were appointed during the financial year ended 31 December 2025 to fill a casual vacancy following the resignation of the previous auditors, Messrs. BDO PLT. The Board considers this a timely change that enhances the independence and objectivity of the external audit, while bringing fresh perspectives to further strengthen the robustness and effectiveness of the audit process. Grant Thornton have audited the financial statements of the Company for the said financial year.

In accordance with the Companies Act 2016, Grant Thornton shall hold office until the conclusion of this AGM. The Board recommends their re-appointment as Auditors of the Company to hold office until the conclusion of the next AGM.

**4. 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 to the Company and empower the Directors to allot and issue new shares in the Company speedily up to an aggregate amount not exceeding 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 mandate will 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 conclusion of the next AGM of the Company.

This authority will also provide flexibility for any possible fund-raising activities, including but not limited to further placements 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 in respect of 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 have been issued pursuant to the general mandate granted to the Directors of the Company at the last AGM held on 4 June 2025, which will lapse at the conclusion of the AGM to be held on 4 June 2026.