



HO WAH GENTING BERHAD
[199311018185 (272923-H)]
(Incorporated in Malaysia)

MINUTES OF THIRTY FIRST ANNUAL GENERAL MEETING HELD AT PHOENIX 3,4 & 5, LEVEL 7, REGALPARK HOTEL KUALA LUMPUR, JALAN KAMPUNG ATTAP, 50460 KUALA LUMPUR ON FRIDAY, 24 MAY 2024 AT 09:31 A.M.

Present	: Dato' Aaron Lim Ooi Hong	- Executive Chairman
	: Mr. Lim Wee Kiat	- Executive Director
	: Ms. Elaine Tan Ai Lin	- Senior Independent Non-Executive Director
	: Mr. Kenny Yeoh Khi Khen	- Independent Non-Executive Director
	: Encik Khalid Bin Ahmad Husni	- Independent Non-Executive Director
Shareholders	: 27 members present in person, and 13 members present by proxies with a total headcount of 40 persons	
In attendance	: Ms. Coral Hong Kim Heong	- Company Secretary
By Invitation	: Mr. Teoh Wuey Tze	Auditors representing Messrs. Russell Bedford LC PLT
	: Boardroom Share Registrars Sdn Bhd	- Share Registrars and Poll Administrator
	: Sky Corporate Services Sdn Bhd	- Scrutineers

<i>No.</i>	<i>Items</i>	<i>Remarks/Actions by</i>
AGM 31/1	PRELIMINARY	
	Dato' Aaron Lim Ooi Hong presided as Chairman of the Meeting and he extended a warm welcome to everyone present at the Meeting. He also introduced the Board members, and the Auditors to the shareholders.	<i>Call meeting to order</i>
AGM 31/2	QUORUM	
	The requisite quorum being present in accordance with Article 16.1 of the Company's Constitution, the Chairman declared the Meeting duly convened.	<i>Confirmed</i>
AGM 31/3	NOTICE	
	The Notice convening the Meeting having been circulated with more than the 21 days requirement to all shareholders and advertised in <i>New Straits Times</i> on 30 April 2024, within the prescribed period was taken as read.	<i>Notice was taken as read</i>



<i>No.</i>	<i>Items</i>	<i>Remarks/Actions by</i>
	<p>Prior to proceeding to the agenda of the meeting, the Chairman briefed shareholders on the procedures of the meeting including voting, and the rights of shareholders and proxies to vote and speak.</p> <p>In addition, the Chairman informed that voting was by Poll. The poll would be conducted on Resolutions 1 to 6 as set out in the Notice of Meeting dated 30 April 2024 after tabling all the agendas and the questions and answers session.</p> <p>The shareholders were also informed that the Share Registrar of the Company was the Poll administrator to conduct the polling process and Messrs. SKY Corporate Services Sdn Bhd was appointed as Scrutineer to verify the vote cast and compilation of results.</p>	
AGM 31/4	AUDITED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND AUDITORS	
	<p>The Annual Report 2023 containing the Chairman's Statement, Notice convening the meeting, the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon, which had been circulated with more than the 21 days requirement to all shareholders, were tabled.</p> <p>The Chairman informed that the Audited Financial Statements for the financial year ended 31 December 2023 were duly audited by the Auditors and approved by the Board of Directors. He briefed the shareholders on the Group's business operations in the financial year ended 31 December 2023.</p> <p>Thereafter, the Chairman invited questions from the floor and there was no question raised by shareholders present.</p> <p>As there was no question raised, and the Audited Financial Statements do not require shareholders' approval, the Chairman declared that the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon be and were hereby received.</p>	<i>Received</i>

No.	Items	Remarks/Actions by
AGM 31/5	DIRECTORS' FEES – Resolution 1	
	<p>The Chairman informed that the Board of Directors had recommended the payment of Directors' fees of RM60,000 per annum and meeting allowance of RM500 per day per non-executive director for the financial year ending 31 December 2024.</p> <p>The motion was duly proposed by Mr. Kow Lih Shi and seconded by Ms. Chong Hui Leng. The resolution would be put to vote upon completion of the remaining agendas of the Meeting.</p>	
AGM 31/6	RE-ELECTION OF DIRECTORS: Resolution 2 – Re-election of Dato' Lim Ooi Hong	
	<p>Dato' Lim Ooi Hong was retiring pursuant to Article 18.4 of the Company's Constitution and being eligible for re-election, had offered himself to be re-elected to the Board.</p> <p>The motion was duly proposed by Mr. Ow Kim Seng and seconded by Ms. Woo Mun Yee. The resolution would be put to vote upon completion of the remaining agendas of the Meeting.</p>	
	Resolution 3 – Re-election of Mr. Kenny Yeoh Khi Khen	
	<p>Mr. Kenny Yeoh Khi Khen was retiring pursuant to Article 18.4 of the Company's Constitution and being eligible for re-election, had offered himself to be re-elected to the Board.</p> <p>The motion was duly proposed by Ms. Chong Hui Leng and seconded by Mr. Ow Kim Seng. The resolution would be put to vote upon completion of the remaining agendas of the Meeting.</p>	
AGM 31/7	RE-APPOINTMENT OF AUDITORS - Resolution 4	
	<p>The members noted that the retiring auditors, Messrs. Russell Bedford LC PLT, had indicated their willingness to continue in office.</p> <p>The motion was duly proposed by Ms. Chong Hui Leng and seconded by Mr. Ow Kim Seng. The resolution would be put to vote upon completion of the remaining agendas of the Meeting.</p>	

No.	Items	Remarks/Actions by
AGM 31/8	<p>ORDINARY RESOLUTION – Resolution 5</p> <ul style="list-style-type: none">• Authority To Allot Shares Pursuant To Sections 75 and 76 Of The Companies Act, 2016 (“The Act”)	<p>The Chairman informed that the next item on the agenda was to approve an Ordinary Resolution to authorize the Directors to issue new shares pursuant to Sections 75 and 76 of the Companies Act, 2016. The authority, unless revoked or varied at a general meeting, would expire at the next Annual General Meeting of the Company.</p> <p>The Chairman also informed that no new share in the Company was issued pursuant to the mandate given to the Directors at the last Annual General Meeting held on 28 June 2023.</p> <p>In addition, the Chairman highlighted that pursuant to Section 85 of the Companies Act read together with Clause 13.2 of the Constitution of the Company, shareholders have a statutory pre-emptive right to be offered any new ordinary shares in the Company which rank equally to the existing ordinary shares issued by the Company. By voting in favour of the proposed Ordinary Resolution 5, shareholders would be waiving his or her statutory pre-emptive right and the proposed Ordinary Resolution 5 if passed, would exclude the shareholder’s statutory pre-emptive right to be offered any new ordinary shares to be issued by the Company pursuant to the mandate.</p> <p>The motion was duly proposed by Mr. Kow Lih Shi and seconded by Ms. Woo Mun Yee. The resolution would be put to vote upon completion of the remaining agendas of the Meeting.</p>
AGM 31/9	<p>CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – Resolution 6</p> <ul style="list-style-type: none">• Ms. Elaine Tan Ai Lin	<p>The Chairman informed that Ms. Elaine Tan Ai Lin who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, has been recommended by the Board to continue in office as an Independent Non-Executive Director of the Company and shareholders’ approval would be sought via a two-tier voting process pursuant to Practice 5.3 of Malaysia Code of Corporate Governance.</p>

No.	Items	<i>Remarks/Actions by</i>
------------	--------------	---------------------------

The motion was duly proposed by Ms. Ng Ching Man and seconded by Ms. Richa Gulhar and put to vote forthwith together with all the above resolutions.

AGM 31/10 COMMENCEMENT OF POLLING AT 09:50 A.M.

The Chairman then explained to the shareholders the procedures for the electronic polling process and the polling began with Scrutineers present monitoring the process.

Upon completion of the voting, the Share Registrar and the Scrutineers proceeded with the counting and verification of vote casted.

AGM 31/11 ANNOUNCEMENT OF POLLING RESULTS

At 10:05 a.m. the Chairman called the Meeting to order for declaration of the poll results. The results verified by the Scrutineers were announced by the Chairman as follows:

Resolution	FOR			AGAINST			TOTAL			ABSTAIN			Results
	No. of Shares	No. of shareholder	%	No. of Shares	No. of shareholder	%	No. of Shares	No. of shareholder	%	No. of Shares	No. of shareholder	%	
1	25,644,485	33	100	1	8	0.00	25,644,493	34	100	0	0	0.00	Carried
2	25,644,485	33	100	1	8	0.00	25,644,493	34	100	0	0	0.00	Carried
3	25,644,485	33	100	1	8	0.00	25,644,493	34	100	0	0	0.00	Carried
4	25,644,062	30	99.99	4	431	0.001	25,644,493	34	100	0	0	0.00	Carried
5	25,644,375	31	99.99	3	118	0.001	25,644,493	34	100	0	0	0.00	Carried
6 ^s	25,577,347	7	100	0	0	0.00	25,577,347	7	100	0	0	0.00	Carried
6 [#]	67,138	26	99.99	8	1	0.01	67,146	27	100	0	0	0.00	

Note:

6^s - 1st tier voting 6[#] - 2nd tier voting

A copy of the above results was displayed on the screen in the meeting room.

Based on the poll results verified by the Scrutineers, the Chairman declared that the Resolutions number 1 to 6 below were carried:

Resolution 1

RESOLVED THAT the payment of Directors' fees of RM60,000 per annum and meeting allowance of RM500 per day for each Non-Executive Director for the financial year ending 31 December 2024 be approved.

No.	Items	Remarks/Actions by
	<p data-bbox="391 386 558 413">Resolution 2</p> <p data-bbox="391 459 1338 558">RESOLVED THAT Dato’ Lim Ooi Hong, the Director who retired pursuant to Article 18.4 of the Company’s Constitution be re-elected to the Board.</p>	
	<p data-bbox="391 604 558 632">Resolution 3</p> <p data-bbox="391 678 1338 743">RESOLVED THAT Mr. Kenny Yeoh Khi Khen who retired pursuant to Article 18.4 of the Company’s Constitution be re-elected to the Board.</p>	
	<p data-bbox="391 789 558 816">Resolution 4</p> <p data-bbox="391 863 1338 999">RESOLVED THAT the retiring auditors, Messrs. Russell Bedford LC PLT who had indicated their willingness to continue in office, were re-appointed auditors of the Company for the ensuing year at a remuneration to be determined by the Board of Directors.</p>	
	<p data-bbox="391 1045 1338 1144">Ordinary Resolution - Resolution 5 Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”)</p> <p data-bbox="391 1190 1338 1656">RESOLVED THAT subject to the Act, the Constitution of the Company, approval from Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and other relevant authorities, where such approval is necessary, authority be and is hereby given to the Board of Directors pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit, provided always 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 and the Directors be and are also empowered to obtain approval for the listing of and quotation on Bursa Malaysia, for the additional shares so issued and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.</p> <p data-bbox="391 1703 1338 1950">AND THAT pursuant to Section 85 of the Act read together with Clause 13.2 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, options over or grants of new shares or any other convertible securities in the Company and/or any new shares to be issued pursuant to such options, grants or other convertible securities, such new shares when issued, to rank pari passu with the existing shares in the Company;</p>	



No.	Items	Remarks/Actions by
	<p data-bbox="388 422 1338 596">AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution which may be declared, made or paid before the date of allotment of such new shares.</p> <p data-bbox="388 640 1338 779">Ordinary Resolution - Resolution 6 Continuation in office as Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance (“MCCG”) 2021</p> <p data-bbox="388 823 1338 961">RESOLVED THAT approval be and is hereby given to Ms. Elaine Tan Ai Lin who has served as an Independent Non-Executive Director of the Company for a consecutive term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company.</p>	
AGM 31/12 TERMINATION		
	<p data-bbox="388 1081 1338 1144">There being no further business, the meeting terminated at 10:10 a.m. with a vote of thanks to the Chair.</p>	<i>Concluded</i>

CONFIRMED

CHAIRMAN