



**HUA YANG BERHAD**  
Registration No 197801007089 (44094-M)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Second Annual General Meeting of Hua Yang Berhad will be conducted fully virtual from the online meeting platform at <https://meeting.boardroomlimited.my> provided by Boardroom Share Registrars Sdn Bhd on Wednesday, 29 September 2021 at 10.30 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business

1.	To receive the Audited Financial Statements for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon.	
2.	To approve the payment of Directors' fees of RM479,108 and benefits for the financial year ended 31 March 2021.	(Resolution 1)
3.	To approve the payment of meeting attendance allowance of RM1,000 per meeting day for each Non-Executive Director from August 2021 till July 2022.	(Resolution 2)
4.	To re-elect the following Directors retiring pursuant to Article 97(1) of the Company's Constitution:- 4.1 Ho Wen Yan 4.2 Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud	(Resolution 3) (Resolution 4)
5.	A notice of nomination has been received by the Company from the substantial shareholder (Heng Holdings Sdn Berhad) for the appointment of TGS TW PLT as Auditors of the Company and the intention to propose the following ordinary resolution:-  "THAT TGS TW PLT be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, KPMG PLT and to hold office until the conclusion of the next Annual General Meeting and the Directors be authorised to fix their remuneration."	(Resolution 5)

#### As Special Business

6.	<b>Ordinary Resolution 1</b> <b>Continuation in Office as Independent Non-Executive Director</b> "THAT approval be and is hereby given to Tan Sri Dato' Seri Dr. Ting Chew Peh who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.	(Resolution 6)
7.	<b>Ordinary Resolution 2</b> <b>Continuation in Office as Independent Non-Executive Director</b> "THAT approval be and is hereby given to Dato' Tan Bing Hua who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company.	(Resolution 7)
8.	<b>Ordinary Resolution 3</b> <b>Authority to issue shares pursuant to Sections 75 &amp; 76 of the Companies Act 2016</b> "THAT, pursuant to Sections 75 & 76 of the Companies Act 2016 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."	(Resolution 8)
9.	To transact any other ordinary business of which due notice shall have been given.	

#### BY ORDER OF THE BOARD

LEONG OI WAH (MAICSA 7023802) (SSM Practising Certificate No.: 201908000717)  
TAN HWAI LUN (MIA 24085) (SSM Practising Certificate No.: 202008001765)  
LAM CHO WAI (MIA 37324) (SSM Practising Certificate No.: 202008001864)  
Company Secretaries

Selangor Darul Ehsan  
27 August 2021

#### Notes:

- Only members whose name appear in the Record of Depositors as at 22 September 2021 will be entitled to attend the Annual General Meeting or appoint proxy/proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and vote on his/her stead.
  - A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead.
  - 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 it holds.
  - Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act, 1991 ("SICDA"), it may appoint up to two (2) proxies in respect of each securities account it may hold with ordinary shares of the Company standing to the credit of the said securities account.
  - The Securities Commission Malaysia had on 16 July 2021, revised the Guidance Note and Frequently Asked Questions ("FAQ") on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 ("the Revised Guidance Note and FAQ"), to require all meeting participants of a fully virtual general meeting including the Chairperson of the meeting, board members, senior management and shareholders to participate in the meeting online during the Phase 1 of the National Recovery Plan. Physical gatherings no matter how small are prohibited. According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. Please follow the procedures as stipulated in the Administrative Details for the Meeting in order to register, participate and vote virtually.
  - The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy must be deposited at the Registered Office of the Company at C-21, Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor Darul Ehsan or via electronic means through Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> (Please follow the procedures as stipulated in the Administrative Details) not less than forty-eight (48) hours before the time appointed for the Meeting or any adjournment thereof.
  - Shareholders and proxies would need to register as a user on the Boardroom Smart Investor Portal first before they can request for the Remote Participant User ID and password to virtually attend, participate, speak and vote at the above Meeting, in accordance with Administrative Details.
  - Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 42nd AGM will be put to vote by poll. Poll administrators and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
  - On agenda 2, the benefits relates to the provision of a driver for use by the Company's Chairman.
  - On agenda 4, for the purpose of determining the eligibility of the Directors to stand for re-election at the 42nd AGM, the Board through its Nomination Committee had assessed Mr Ho Wen Yan and Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud (collectively "the Retiring Directors"). The Retiring Directors were assessed on their performance and understanding of the Group's business. Their active participation at the Board meetings showed that they were prepared and were effective in the discharge of their responsibilities. The Board also noted that no circumstances have arisen in the past year to impair the independent judgement of Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud on matters brought for Board discussion. The Retiring Directors have always acted in the best interest of the Company as a whole.
- Based on the above, the Board supports the re-election of the Retiring Directors.

#### Explanatory Note on Special Business:

##### Resolutions 6 & 7

The proposed Resolutions, if passed, will enable Tan Sri Dato' Seri Dr. Ting Chew Peh and Dato' Tan Bing Hua to continue in office as Independent Non-Executive Directors of the Company.

The Nomination Committee and the Board have assessed the independence of Tan Sri Dato' Seri Dr. Ting Chew Peh and Dato' Tan Bing Hua at its meetings held on 24 May 2021 and have recommended that they continue to act as Independent Non-Executive Directors of the Company based on the following justifications:

- They have completed the forms of declaration affirming their independence as per the definition of the Listing Requirements.
- They have actively participated in board discussion and provided an independent voice on the Board.
- They provide a check and balance and bring an element of objectivity to the Board of Directors.
- They continue to be scrupulously independent in their thinking and in their effectiveness as constructive challengers of the Chief Executive Officer.

##### Resolution 8

The proposed Resolution 8 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the total number of issued shares of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The Company did not utilize the mandate sought for issue of new shares that was approved by the shareholders on 29 September 2020 which will lapse at the conclusion of the forthcoming Annual General Meeting.

The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

#### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company hereby agree and consent that any of your personal data in our possession shall be processed by us in accordance with our Personal Data Protection Notice set out in [www.huayang.com.my](http://www.huayang.com.my). Further, you hereby warrant that relevant consent has been obtained for us to process any third party's personal data provided by you in accordance with our said Personal Data Protection Notice.