



HUA YANG BERHAD  
Registration No 19780100789 (44094-M)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-First Annual General Meeting of Hua Yang Berhad will be held at the Head Office of the Company at 4th Floor, C-21 Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor on Tuesday, 29 September 2020 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 2020 together with the Reports of the Directors and Auditors thereon.	
2.	To approve the payment of Directors' fees of RM594,970 and benefits for the financial year ended 31 March 2020.	(Resolution 1)
3.	To approve the payment of meeting attendance allowance of RM1,000 per meeting day for each Non-Executive Director from August 2020 till July 2021.	(Resolution 2)
4.	To re-elect the following Directors retiring pursuant to Article 97(1) of the Company's Constitution:- 4.1 Chew Hoe Soon 4.2 Chew Po Sim	(Resolution 3) (Resolution 4)
5.	To re-appoint KPMG PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors 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  
28 August 2020

#### 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 23 June 2020 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 twenty per centum (20%) 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 28 August 2019 which will lapse at the conclusion of the forthcoming Annual General Meeting.

Bursa Securities had vide its letter dated 16 April 2020 granted greater flexibility for listed issuers to raise fund quickly and efficiently through an increased general mandate limit for new issue of securities from the existing 10% to not more than 20% of the total number of issued shares (excluding treasury shares) ("20% General Mandate") to assist and support listed issuers in these trying and challenging times due to the COVID-19 pandemic. The Board of Directors is of the view that the 20% General Mandate is in the best interest of the Company and its shareholders as the authority will facilitate any possible fundraising activities, including but not limited to placement of shares for purpose of funding working capital, capital expenditures, settlement of trade and non-trade creditors, repayment of banking facilities or as consideration for strategic investments.

#### Notes:

- Only members whose name appear in the Record of Depositors as at 22 September 2020 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 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 at least forty-eight (48) hours before the time appointed for the Meeting or any adjournment thereof.
- 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 41st AGM will be put to vote by poll.
- On agenda 2, the benefits relates to the provision of a driver for use by the Company's Chairman.
- In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our 41st AGM at short notice. Kindly check Bursa Malaysia Securities Berhad's and the Company's website at [www.huayang.com.my](http://www.huayang.com.my) for the latest updates on the status of the said meeting.

#### 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.

#### Administrative Guide:

The health and safety of our members and staff who will attend the 41st AGM are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 41st AGM:

- As a precautionary measure to contain the spread of the COVID-19 and to accommodate the venue's limited space, the meeting will be based on first-come-first serve basis.
- Members or proxies are encouraged to abide by regulations in place and enforced by the Ministry of Health and Government of Malaysia at the time deciding on whether or not to attend the 41st AGM in person.
- Members are encouraged to appoint the Chairman of the meeting (or any other person) to act as proxy to attend and vote at the 41st AGM on their behalf by submitting the proxy form with predetermined voting instruction.
- Members or proxies who are feeling unwell or have been placed on quarantine orders or stay-at home notices are advised to refrain from attending the 41st AGM.
- Members or proxies who had been in physical contact with a person infected with COVID-19 are advised to refrain from attending the 41st AGM in person.
- In the interest of the public health including the well-being of our members, members must cooperate with the precautionary measures put in place by the Company should members (or proxies) wish to attend the 41st AGM in person.
- Members/proxies must sanitise their hands and are strongly advised to wear a face mask if they are attending the meeting in person.
- Members or proxies are advised to observe/maintain social distancing throughout the meeting.
- No door gift will be provided to the Members or proxies.
- No breakfast/lunch will be provided to the Members or proxies.