



# SINO HUA-AN INTERNATIONAL BERHAD

[Registration No. 200601012477 (732227-T)]  
(Incorporated in Malaysia)

## NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fourteenth Annual General Meeting ("AGM") of the Company will be held on a fully virtual basis via Securities Services e-Portal at <https://www.sshsb.net.my> to be broadcasted from the main venue at Meeting Room, Securities Services (Holdings) Sdn. Bhd., Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Monday, 6 July 2020 at 10:00 a.m. for the following purposes:

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. *(Please refer to Explanatory Note (a))*
- To approve the payment of Directors' Fees to the Non-Executive Directors for the financial year ended 31 December 2019. *(Ordinary Resolution 1)*
- To approve the payment of Directors' allowances and other benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM100,000 from 7 July 2020 until the next AGM of the Company. *(Ordinary Resolution 2)*
- To re-elect Y.A.M. Tunku Naquiyuddin Ibni Tuanku Ja'afar who retires by rotation pursuant to Clause 118 of the Company's Constitution and being eligible, has offered himself for re-election. *(Ordinary Resolution 3)*
- To re-elect the following Directors who retire pursuant to Clause 117 of the Company's Constitution, and being eligible, have offered themselves for re-election: -  
(a) Datuk Lim Chih Li @ Lin ZhiLi; and *(Ordinary Resolution 4)*  
(b) Balraj Singh Pannu A/L Gajjan Singh. *(Ordinary Resolution 5)*
- To re-appoint Morison AAC PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. *(Ordinary Resolution 6)*

### As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary Resolutions:

- ORDINARY RESOLUTION** *(Ordinary Resolution 7)*  
**AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**  
"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Malaysia Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this Resolution does not exceed twenty percent (20%) of the total number of issued shares of the Company for the time being as empowered by Bursa Malaysia Securities pursuant to Bursa Malaysia Securities's letter dated 16 April 2020 to grant additional temporary relief measures to listed issuers;  
**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 Bursa Malaysia Securities; **AND FURTHER THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company."
- ORDINARY RESOLUTION** *(Ordinary Resolution 8)*  
**RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT approval be and is hereby given to Ms. Lim See Tow who has served as an Independent Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company."
- To transact any other ordinary business of which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)  
CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243)  
Company Secretaries

Kuala Lumpur  
4 June 2020

### Explanatory Note (a)

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

### Explanatory Note to Ordinary and Special Business:

- Ordinary Resolution 2 - Approval for the payment of Directors' allowances and other benefits (excluding Directors' fees) to the Non-Executive Directors**  
The Directors' allowances and other benefits (excluding Directors' fees) to the Non-Executive Directors envisaged to be payable from 7 July 2020 until the next AGM of the Company are as follows:

Description	Non-Executive Directors
Allowances	Up to RM100,000
Other Benefits	Nil

- Ordinary Resolution 7 - Authority to Issue Shares pursuant to the Act**

The proposed Ordinary Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Thirteenth AGM of the Company held on 24 May 2019 ("Previous Mandate") to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 20% of the total number of issued shares of the Company for the time being ("20% General Mandate").

As part of the initiative from Bursa Malaysia Securities to aid and facilitate listed issuers in sustaining their business or easing their compliance with Bursa Malaysia Securities' rules, amid the unprecedented uncertainty surrounding the recovery of the COVID-19 outbreak and Movement Control Order imposed by the Government, Bursa Malaysia Securities had vide a letter dated 16 April 2020 allows a listed issuer to seek a higher general mandate under Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities of not more than 20% of the total number of issued shares for the general issue of new securities.

The 20% General Mandate will provide flexibility to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be time consuming to organise a general meeting. The 20% General Mandate will also provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to working capital, operational expenditures, investment project(s), and/or acquisition(s).

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the 20% General Mandate is in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate and accordingly, no proceed were raised.

- Ordinary Resolution 8 - Retention of Independent Non-Executive Director**

The Nomination Committee had assessed the independence of Ms. Lim See Tow, who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years. The Board has recommended that the approval of the shareholders be sought through a two-tier voting process as described in the Guidance to Practice 4.2 of the Malaysian Code on Corporate Governance to re-appoint Ms. Lim See Tow as an Independent Non-Executive Director based on the following justification: -

- had fulfilled the criteria under the definition of Independent Director pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities;
- had ensured effective check and balance in the proceedings of the Board and the Board Committees;
- had actively participated in the Board deliberations, provided objectivity in decision making and an independent voice to the Board and contributed in preventing Board domination by any single party;
- had devoted sufficient time and attention to her responsibilities as an Independent Non-Executive Director of the Company; and
- had exercised her due care in the interest of the Company and shareholders during her tenure as an Independent Non-Executive Director of the Company.

### Notes:

- In respect of deposited security, only members whose names appear in the Record of Depositors on 30 June 2020 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to attend, participate, speak and vote at the Meeting. As guided by the Securities Commission's Guidance and FAQs on the Conduct of General Meetings for Listed Issuers that was issued on 18 April 2020 and subsequently revised on 14 May 2020, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all shareholders and proxies shall communicate with the main venue of the Meeting via real time submission of typed texts through a text box within Securities Services e-Portal's platform during the live streaming of the Meeting as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to [eservices@sssb.com.my](mailto:eservices@sssb.com.my) during the Meeting. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant adviser during the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing, or if the member is a corporation, either executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds 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 which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Appointment of proxy and registration for remote participation and voting**  
The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted via fax at 03-2094 9940 and/or 03-2095 0292 or emailed to [info@sssb.com.my](mailto:info@sssb.com.my), not less than forty-eight (48) hours before the time for holding the meeting or adjournment thereof. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshsb.net.my/>. All resolutions set out in this notice of Meeting are to be voted by poll.

Should you wish to personally participate at the Fourteenth AGM remotely, please register electronically via Securities Services e-Portal at <https://www.sshsb.net.my/> by the registration cut-off date and time.

Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting available for download at <http://sinohuan.listedcompany.com/agm.html> for further details.

- The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us your personal data which may include your name and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing the notice of this Meeting and convening the Meeting, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and authorisation of all persons whose personal data you have disclosed and/or processed in connection with the foregoing.