

List of Group's Properties

As at 31 March 2024

Description and Existing Use	Location	Tenure	Floor Area (Sq. Ft.)	Age of Building (Years)	Net Book Value (RM'000)	Year of Acquisition	Registered / Beneficial Owner
4 ½ Storey Shop Office for office use	123, Jalan Raja Permaisuri Bainun (Jalan Kampar), 30250 Ipoh, Perak Darul Ridzuan	Freehold	8,027	43	298	1993	Yoon Lian Realty Sendirian Berhad / Hua Yang Berhad
1 unit of 3-Storey Shop Office and 1 unit of 8-Storey Shop Office for office use	C-21 & C-22, Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor Darul Ehsan	Leasehold 99 years, expiring on 10 April 2101	20,516	19	2,068	2005	Hua Yang Berhad
Car park bays, Medan Selayang	Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor Darul Ehsan	Leasehold 99 years, expiring on 10 April 2101	138,166	19	1,380	2005	Hua Yang Berhad
2 units 2-Storey Shop Office for office use	53 & 55, Jalan Besi, Taman Sri Putri, 81300 Skudai, Johor Darul Takzim	Freehold	6,544	13	615	2011	Grandeur Park Sdn Bhd
2 units Shop Office for office use	B-20-G & B-20-1, Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor Darul Ehsan	Leasehold 99 years, expiring on 10 April 2101	3,466	19	643	2015	Hua Yang Berhad

List of Group's Properties

As at 31 March 2024

Description and Existing Use	Location	Tenure	Land Area (Acres)	Remaining Land for Development (Acres)	Net Book Value (RM'000)	Year of Acquisition	Year of Commencement of Development	Registered / Beneficial Owner
Development land approved for mixed development	Geran 231624 Lot 5024 Mukim Senai, Daerah Kulajaya and Geran 95306 Lot 2742 Mukim Pulau, Daerah Johor Bahru, Johor Darul Takzim	Freehold	134.47	17.46	15,707	2009	2011	Grandeur Park Sdn Bhd
Development land approved for mixed development	H.S.(D) 45670 PTB 10964, H.S.(D) 79521 PTB 10965, H.S.(D) 496784 PTB 13738, H.S.(D) 124896 PTB 13739, H.S.(D) 116405 PTB 13721, H.S.(D) 116406 PTB 13722, Geran 24543 Lot 9917 Bandar and Daerah of Johor Bahru	Freehold	1.08	1.08	5,868	2012	N/A	Grandeur Park Sdn Bhd
Development land approved for mixed development	Lot 6022-6029, H.S.(D) 279-286, Mukim Plentong, Daerah Johor Bahru, Johor	Freehold	73.16	49.01	71,297	2016	2017	Grand View Realty Sdn Bhd
Development land approved for mixed development	H.S.(D) 325003 PT 83581, H.S.(D) 325004 PT 83582, H.S.(D) 321353 PT 83317, H.S.(D) 321354 PT 83318, H.S.(D) 321355 PT 83319, PN 95921 Lot 110502, PN 95922 Lot 110503 and PN 95923 Lot 110506 Mukim Petaling, Dearah Petaling, Selangor Darul Ehsan	Leasehold (Expiring December 2110)	26.81	26.81	244,370	2013	N/A	Bison Holdings Sdn Bhd
Development land approved for mixed development	H.S.(D) 190579 PT 88782, H.S.(D) 190580 PT 88783 and Geran 341987 Lot 53434, Mukim Pekan Kampung Sungai Tangkas and H.S.(D) 131583 PT 68248 and H.S.(D) 131584 PT 68249, Mukim Kajang, Daerah Ulu Langat, Selangor Darul Ehsan	Freehold	19.76	19.76	72,463	2018	N/A	Kajang Heights Development Sdn Bhd
Development land approved for mixed development	Lot 12670 (PT 1347) Mukim Bota, Daerah Tengah, Perak Darul Ridzuan	Leasehold (Expiring April 2103)	739	208.30	25,246	1991	2001	Agro-Mod Industries Sdn Bhd
Development land approved for commercial development	Lot 11329 (PT 2062-PT 2409, PT 2699-PT 2713 & PT 2715) Mukim Bota, Daerah Tengah, Perak Darul Ridzuan	Leasehold (Expiring 7 April 2102)	38	2	695	1996	2001	Agro-Mod Industries Sdn Bhd
Development land approved for commercial development	54 lots of commercial title, Lot 105147 – 105200 and 52 lots of commercial title, Lot 105837 – 105888 Mukim Hulu Kinta, Daerah Kinta, Perak Darul Ridzuan	Leasehold (Expiring 23 December 2080)	4	4	11,260	2013 and 2017	N/A	Agro-Mod Industries Sdn Bhd

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As at 31 March 2024

Description and Existing Use	Location	Tenure	Land Area (Acres)	Remaining Land for Development (Acres)	Net Book Value (RM'000)	Year of Acquisition	Year of Commencement of Development	Registered / Beneficial Owner
Development land approved for commercial development	H.S.(D) 936563 PT 286899 Mukim Hulu Kinta, Daerah Kinta, Perak Darul Ridzuan	Freehold	5.95	5.95	35,756	2015	N/A	Agro-Mod Industries Sdn Bhd
Development land approved for residential development	Lot 320213 & 320214 (Geran 72080 & 72079), Mukim Hulu Kinta, Daerah Kinta, Perak Darul Ridzuan	Freehold	2.29	2.29	738	1994	2012	Yoon Lian Realty Sendirian Berhad
Development land approved for mixed development	H.S.(D) 204382 PT 245009 Mukim Hulu Kinta, Daerah Kinta, Perak Darul Ridzuan	Freehold	3.8	3.8	21,003	2017	N/A	Yoon Lian Realty Sendirian Berhad
Development land approved for mixed development	Lot 20328 & 20329, Mukim 13, Daerah Seberang Perai Tengah, Pulau Pinang	Freehold	9.50	9.50	29,590	2016	N/A	Tinggian Development Sendirian Berhad
Development land approved for mixed development	Lot 10415 & 10416, Mukim 6, Daerah Seberang Perai Tengah, Pulau Pinang	Freehold	6.78	3.96	18,005	2016	2016	G Land Development Sdn Bhd

Analysis of Shareholdings

As at 28 June 2024

SHARE CAPITAL

Issued and fully paid-up capital : RM440,000,000
 Class of shares : Ordinary Shares
 Voting rights : One vote per Ordinary Share

ORDINARY SHARE DISTRIBUTION SCHEDULE AS AT 28 JUNE 2024

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Capital
1 - 99	1,080	17.87	50,333	0.01
100 - 1,000	423	7.00	195,685	0.04
1,001 - 10,000	2,369	39.20	11,837,001	2.69
10,001 - 100,000	1,825	30.20	60,241,288	13.69
100,001 - 21,999,999*	344	5.70	233,364,181	53.04
22,000,000 and above**	2	0.03	134,311,512	30.53
Total	6,043	100.00	440,000,000	100.00

Remark:

* Less than 5% of issued shares

** 5% and above of issued shares

DIRECTORS' SHAREHOLDINGS AS AT 28 JUNE 2024

No.	Name of Directors	Direct Interest	%	Deemed Interest	%
1.	Tan Sri Dato' Seri Dr. Ting Chew Peh	-	-	1,216,818 ⁽²⁾	0.28
2.	Ho Wen Yan	2,255,550	0.51	150,978,178 ⁽¹⁾	34.31
3.	Choo Seng Choon	-	-	-	-
4.	Chew Po Sim	-	-	150,978,178 ⁽¹⁾	34.31
5.	Chew Hoe Soon	491,942	0.11	1,012,399 ⁽²⁾	0.23
6.	Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud	-	-	-	-
7.	Ho Wen Fan (Alternate Director)	-	-	150,978,178 ⁽¹⁾	34.31

Notes:

⁽¹⁾ Deemed interest by virtue of her/his substantial shareholdings in Heng Holdings Sdn Berhad.

⁽²⁾ Deemed interest by virtue of the shareholdings of his spouse and children.

Analysis of Shareholdings

As at 28 June 2024

SUBSTANTIAL SHAREHOLDERS AS AT 28 JUNE 2024

No.	Name	Direct Interest	%	Deemed Interest	%
1.	Heng Holdings Sdn Berhad	150,978,178	34.31	-	-
2.	Chew Po Sim	-	-	150,978,178 ⁽¹⁾	34.31
3.	Ho Min Yi	-	-	150,978,178 ⁽¹⁾	34.31
4.	Ho Wen Yan	2,255,550	0.51	150,978,178 ⁽¹⁾	34.31
5.	Ho Wen Han	-	-	150,978,178 ⁽¹⁾	34.31
6.	Ho Wen Fan	-	-	150,978,178 ⁽¹⁾	34.31

Notes:

⁽¹⁾ Deemed interest by virtue of his/her substantial shareholdings in Heng Holdings Sdn Berhad.

LIST OF 30 LARGEST SHAREHOLDERS AS AT 28 JUNE 2024

No.	Name of Shareholders	No. of Shares	%
1.	Heng Holdings Sdn Berhad	109,519,846	24.89
2.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for Heng Holdings Sdn Berhad (PB)	24,791,666	5.63
3.	HSBC Nominees (Tempatan) Sdn Bhd HBAP for Heng Holdings Sdn Bhd (PB-SGDIV)	16,666,666	3.79
4.	Citigroup Nominees (Tempatan) Sdn Bhd Employees Provident Fund Board (PHEIM)	12,512,200	2.84
5.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Fong Siling (CEB)	10,000,000	2.27
6.	UOB Kay Hian Nominees (Asing) Sdn Bhd Exempt an for UOB Kay Hian Pte Ltd (A/C Clients)	9,871,734	2.24
7.	Ho Khon Yok	8,551,333	1.94
8.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tan Kian Aik	6,783,200	1.54
9.	Goh Tze Ning	6,584,920	1.50
10.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ong Siew Eng @ Ong Chai (3000190)	5,917,400	1.35
11.	Maybank Nominees (Tempatan) Sdn Bhd Maybank Trustees Berhad for Dana Makmur PHEIM (211901)	5,552,600	1.26
12.	Ng Keat Siew	4,480,540	1.02
13.	Lim Khuan Eng	3,970,000	0.90
14.	Loh Kok Wai	3,871,866	0.88
15.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Tay Lek Heng (E-JAH)	3,375,290	0.77

Analysis of Shareholdings

As at 28 June 2024

LIST OF 30 LARGEST SHAREHOLDERS AS AT 28 JUNE 2024 (CONT'D)

No.	Name of Shareholders	No. of Shares	%
16.	Ho Mook Leong	3,299,406	0.75
17.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Yeo Ann Seck	2,562,900	0.58
18.	Erica Madeleine Ee Mein Martin	2,388,805	0.54
19.	Apex Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lee Chee Keong (STA 5)	2,312,500	0.53
20.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ho Wen Yan	2,255,550	0.51
21.	Sa Chee Peng	2,216,300	0.50
22.	Ten Kin Kok	2,053,200	0.47
23.	Ng Sim Tang @ Wong Seng Tong	2,045,300	0.47
24.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ong Siew Eng @ Ong Chai (M04)	2,042,500	0.46
25.	Lee Ah Har @ Lee Kong Yip	2,001,253	0.46
26.	Loo Hooi Eng	1,968,554	0.45
27.	Ho Chon Yin	1,799,665	0.41
28.	Yap Nyok Lian	1,760,200	0.40
29.	Lee Tock Loe	1,736,700	0.40
30.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Wong Chee Boon (E-IMO)	1,700,000	0.39

Analysis of Warrant Holdings

As at 28 June 2024

SHARE CAPITAL

No. of Warrants 2022/2027 issued	:	88,000,000
Exercise Price	:	RM0.30 for one ordinary share
Exercise Rights	:	Each warrant entitles the holder to subscribe for one new ordinary share at the Exercise Price shall be satisfied fully in cash
Exercise Period	:	31 October 2022 to 25 October 2027
No. of Warrants exercised	:	Nil
No. of Warrants unexercised	:	88,000,000

WARRANT DISTRIBUTION SCHEDULE AS AT 28 JUNE 2024

Size of Holdings	No. of Holders	% of Holders	No. of Warrants Held	% of Warrants Issued
1 - 99	39	7.40	1,974	0.01
100 - 1,000	52	9.86	34,999	0.04
1,001 - 10,000	182	34.54	793,216	0.90
10,001 - 100,000	172	32.64	6,426,205	7.30
100,001 - 4,399,999*	80	15.18	45,188,055	51.35
4,400,000 and above**	2	0.38	35,555,551	40.40
Total	527	100.00	88,000,000	100.00

Remark:

* Less than 5% of warrant issued

** 5% and above of warrant issued

DIRECTORS' WARRANT HOLDINGS AS AT 28 JUNE 2024

No.	Name of Directors	Direct Interest	%	Deemed Interest	%
1.	Tan Sri Dato' Seri Dr. Ting Chew Peh	-	-	233,319 ⁽²⁾	0.27
2.	Ho Wen Yan	451,110	0.51	38,888,884 ⁽¹⁾	44.19
3.	Choo Seng Choon	-	-	-	-
4.	Chew Po Sim	-	-	38,888,884 ⁽¹⁾	44.19
5.	Chew Hoe Soon	98,388	0.11	202,479 ⁽²⁾	0.23
6.	Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud	-	-	-	-
7.	Ho Wen Fan (Alternate Director)	-	-	38,888,884 ⁽¹⁾	44.19

Notes:

⁽¹⁾ Deemed interest by virtue of her/his substantial shareholdings in Heng Holdings Sdn Berhad.

⁽²⁾ Deemed interest by virtue of the shareholdings of his spouse and children.

Analysis of Warrant Holdings

As at 28 June 2024

SUBSTANTIAL SHAREHOLDERS AS AT 28 JUNE 2024

No.	Name	Direct Interest	%	Deemed Interest	%
1.	Heng Holdings Sdn Berhad	38,888,884	44.19	-	-
2.	Chew Po Sim	-	-	38,888,884 ⁽¹⁾	44.19
3.	Ho Min Yi	-	-	38,888,884 ⁽¹⁾	44.19
4.	Ho Wen Yan	451,110	0.51	38,888,884 ⁽¹⁾	44.19
5.	Ho Wen Han	-	-	38,888,884 ⁽¹⁾	44.19
6.	Ho Wen Fan	-	-	38,888,884 ⁽¹⁾	44.19

Notes:

⁽¹⁾ Deemed interest by virtue of his/her substantial shareholdings in Heng Holdings Sdn Berhad.

LIST OF 30 LARGEST WARRANT HOLDERS AS AT 28 JUNE 2024

No.	Name of Shareholders	No. of Warrants	%
1.	Heng Holdings Sdn Berhad	30,597,218	34.77
2.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB for Heng Holdings Sdn Berhad (PB)	4,958,333	5.63
3.	HSBC Nominees (Tempatan) Sdn Bhd HBAP for Heng Holdings Sdn Bhd (PB-SGDIV)	3,333,333	3.79
4.	Wong Mei San	3,136,800	3.57
5.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Fong Siling (CEB)	3,000,000	3.41
6.	Tan Kheak Geai	2,500,000	2.84
7.	Chang Kian Lee	2,079,000	2.36
8.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lee Chong Han	1,934,700	2.20
9.	Beh Hui Xue	1,550,000	1.76
10.	Affin Hwang Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ong Siew Eng @ Ong Chai (M04)	1,403,600	1.60
11.	Chan Chok Kin	1,354,500	1.54
12.	CGS International Nominees Malaysia (Tempatan) Sdn Bhd Pledged Securities Account for Lee Hau Ghee (MP0433)	1,287,700	1.46
13.	CGS International Nominees Malaysia (Tempatan) Sdn Bhd Pledged Securities Account for Siau Boon Fei (MY3582)	1,254,500	1.43
14.	Chew Cheong Kin	1,080,000	1.23
15.	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ong Siew Eng @ Ong Chai (3000190)	1,003,000	1.14

Analysis of Warrant Holdings

As at 28 June 2024

LIST OF 30 LARGEST WARRANT HOLDERS AS AT 28 JUNE 2024 (CONT'D)

No.	Name of Shareholders	No. of Warrants	%
16.	UOB Kay Hian Nominees (Asing) Sdn Bhd Exempt an for UOB Kay Hian Pte Ltd (A/C Clients)	873,500	0.99
17.	Chong Yeh Mei	831,000	0.94
18.	Yap Moi Eng	828,200	0.94
19.	Ngoi Leong Ee	800,000	0.91
20.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Sin Heng Lee Trading Sdn Bhd (E-BPT)	800,000	0.91
21.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lee Chong Han	795,400	0.90
22.	Mew You Leong	691,000	0.79
23.	Thang Choy Leen	530,000	0.60
24.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Jitu Impiana Sdn Bhd (E-BPT)	520,000	0.59
25.	Chow Yong Xian	517,400	0.59
26.	Toh Chin Chai	491,500	0.56
27.	Beh Guan Siah	490,000	0.56
28.	Ong Eng Joo	474,400	0.54
29.	RHB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Ho Wen Yan	451,110	0.51
30.	Chow Tak @ Chow Tat Sang	399,000	0.45

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Fifth 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 Thursday, 5 September 2024 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 2024 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM658,288 and benefits for the financial year ended 31 March 2024. (Resolution 1)
3. To approve the payment of meeting attendance allowance of RM1,000 per meeting day for each Non-Executive Director from August 2024 till July 2025. (Resolution 2)
4. To re-elect the following Directors retiring pursuant to the Company's Constitution:-
 - 4.1 Ho Wen Yan (Article 97(1)) (Resolution 3)
 - 4.2 Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud (Article 97(1)) (Resolution 4)
 - 4.3 Choo Seng Choon (Article 104) (Resolution 5)
5. To re-appoint TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Board of Directors to fix their remuneration. (Resolution 6)

As Special Business

To consider and, if thought fit, pass the following ordinary resolutions:

6. **Authority to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act 2016** (Resolution 7)

"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 10% of the total number of issued shares of the Company ("New Shares") for the time being without first offering the New Shares to the holders of the existing issued shares 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."

Notice of Annual General Meeting

7. **Proposed renewal of authority for the Company to purchase its own shares of up to 10% of the issued and paid-up share capital ("Proposed Share Buy-Back")**

(Resolution 8)

THAT subject to the provisions under the Companies Act 2016 ("Act"), the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and all prevailing laws, rules, regulations, orders and guidelines as well as the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("Hua Yang Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of Hua Yang Shares purchased pursuant to this resolution or held as treasury shares does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of purchase;

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Share Buy-Back shall not exceed the Company's retained profits account;

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion, as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders and guideline and requirements issued by any relevant authorities for the time being in force to deal with any Hua Yang Shares so prescribed by the Company in the following manner:-

- (i) to cancel the Hua Yang Shares so purchased;
- (ii) to retain the Hua Yang Shares so purchased as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently;
- (iii) to transfer as share award or share consideration; or
- (iv) combination of (i), (ii) and (iii) above;

THAT the authority conferred by this resolution will be effective immediately from the passing of this Ordinary Resolution until:-

- (i) the conclusion of the Company's next Annual General Meeting following the general meeting at which such resolution was passed at which time the authority would lapse unless renewed by ordinary resolution;
- (ii) the passing of the date on which the Company's next Annual General Meeting is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution that the shareholders pass in general meeting;

whichever occurs first.

AND THAT the Directors be and are hereby authorised to take all steps as are necessary and/or to do all such acts and things as the Directors deem fit and expedient in the interest of the Company to give full effect to the aforesaid Proposed Share Buy-Back with full powers to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities."

8. 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
31 July 2024

Notice of Annual General Meeting

Notes:

1. Only members whose name appear in the Record of Depositors as at 30 August 2024 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.
2. 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.
3. 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.
4. 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.
5. 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 not less than forty-eight (48) hours before the time appointed for the Meeting or any adjournment thereof.
6. 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 45th 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.
7. On agenda 2, the benefits relates to the provision of a driver for use by the Company's Chairman.
8. On agenda 4, for the purpose of determining the eligibility of the Directors to stand for re-election at the 45th AGM, the Board through its Nomination Committee had assessed Ho Wen Yan, Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud and Choo Seng Choon (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 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.

Notice of Annual General Meeting

Explanatory Note on Special Business:

Resolution 7

The proposed Ordinary Resolution 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 ("New Shares") for such purposes as the Directors would consider in the best interest of the Company ("General Mandate"). 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 General Mandate is to provide flexibility to the Company to issue new securities 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 or the issuance of shares as consideration for the acquisition of assets.

The Company did not utilise the mandate sought for issue of new shares that was approved by the shareholders on 30 August 2023 which will lapse at the conclusion of the forthcoming Annual General Meeting.

In accordance with Article 15 of the Company's Constitution, the passing of the Ordinary Resolution No. 7 shall be taken as the members agreement for the New Shares to be issued to such persons as the Director may deem fit without first offer to holders of existing shares.

Resolution 8

Please refer to the Statement of Share Buy-Back enclosed.

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. 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.

Share Buy-Back Statement

PROPOSED RENEWAL OF AUTHORITY FOR HUA YANG BERHAD (“HUA YANG”) TO PURCHASE ITS OWN SHARES OF UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL (“PROPOSED RENEWAL OF SHARE BUY-BACK”)

DISCLAIMER STATEMENT

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Statement prior to its issuance as it is an exempted pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Securities. Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

1. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK

The Board of Hua Yang had, during the AGM held on 30 August 2023 obtained its shareholders’ approval on the Proposed Share Buy-Back exercise, to purchase up to 10% of its total number of issued shares as quoted on Bursa Securities as at the point of purchase. In accordance with the Listing Requirements governing the purchase of own shares by a listed company, the aforesaid approval will lapse at the conclusion of the forthcoming AGM unless a new mandate is obtained from the shareholders.

In connection thereto, the Company had on 25 July 2024 announced its intention to seek approval of its shareholders on the Proposed Renewal of Share Buy-Back at the forthcoming AGM of the Company which will be held on 5 September 2024.

The Board proposes to seek approval from the shareholders for a renewal of authorisation to enable Hua Yang to purchase up to 10% of its total number of issued shares as quoted on Bursa Securities as at the point of purchase.

The Proposed Renewal of Share Buy-Back shall be effective upon the passing of the resolution at the forthcoming AGM and shall continue to remain in force until:

- (i) the conclusion of the next AGM of the Company in 2025 at which time such authority would lapse unless renewed by ordinary resolution passed at that meeting, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

2. MAXIMUM LIMIT

The maximum aggregate number of shares which may be purchased by the Company shall not exceed 10% of the total number of issued shares of the Company at any point of time.

The Company may purchase up to 44,000,000 Hua Yang shares based on total number of issued shares of the Company of 440,000,000 shares as at 28 June 2024, being the latest practicable date (“LPD”).

The actual number of shares to be purchased and the timing of such purchase will depend on (among others) the prevailing equity market conditions and sentiments of the stock market as well as the retained profits and financial resources available to the Company at the time of the purchase(s).

Share Buy-Back Statement

3. TREATMENT OF SHARES PURCHASED

If the Company purchases its own shares using external borrowings, the Board will ensure that the Group has sufficient funds to repay the external borrowings and that the repayment would not have any material effect on the cash flow of the Group.

Hua Yang may only purchase its own shares at a price which is not more than 15% above the weighted average market price of the Hua Yang shares for the 5 market days immediately prior to the date of the purchase.

The Company may only resell the purchased shares held as treasury shares at a price, which is:-

- (a) not less than the weighted average market price of the shares for the 5 market days immediately prior to the date of the resale; or
- (b) a discounted price of not more than 5% to the weighted average market price of the shares for the 5 market days immediately prior to the date of the resale, provided that:
 - (i) the resale or transfer takes place no earlier than 30 days from the date of the purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

The Company shall, upon each purchase or re-sale of shares, make the necessary announcements to Bursa Securities.

The purchased Hua Yang shares held as treasury shares may be dealt with by the Board, in the following manner:-

- (i) to cancel the purchased shares;
- (ii) to retain the purchased shares as treasury shares for distribution as share dividends to the shareholders and/or resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently;
- (iii) transfer as purchase consideration;
- (iv) sell, transfer or otherwise use as the Minister may prescribe; or
- (v) a combination of (i), (ii), (iii) and (iv) above.

The decision whether to retain the purchased shares as treasury shares, to cancel the purchased shares, distribute the treasury shares as share dividends or to resell the treasury shares on Bursa Securities will be made by the Board at the appropriate time. The distribution of treasury shares as share dividends may be applied as a reduction of the retained profits of the Company.

While the purchased shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in any distribution and otherwise are suspended. The treasury shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

The Company will make an immediate announcement to Bursa Securities of any purchase and resale of the shares and whether the purchased shares will be cancelled or retain as treasury shares or a combination of both.

The Proposed Renewal of Share Buy-Back will be carried out in accordance with the prevailing laws at the time of the purchase including compliance with the 25% public shareholding spread as required by the Listing Requirements of Bursa Securities.

Share Buy-Back Statement

4. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK

In addition to the advantages as set out in Section 5 below, the Proposed Renewal of Share Buy-Back, if implemented, will provide the Group with an additional option to utilise its surplus financial resources more efficiently by purchasing Hua Yang shares from the open market to help stabilise the supply and demand for Hua Yang shares traded on the Main Market of Bursa Securities, and thereby support its fundamental value.

The purchased shares can be held as treasury shares and resold on Bursa Securities at a higher price with the intention of realising a potential gain without affecting the Company's total issued and paid-up share capital. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of Hua Yang.

5. ADVANTAGES AND DISADVANTAGES

The potential advantages of the Proposed Renewal of Share Buy-Back, if implemented, are as follows:-

- (i) allows the Company to take preventive measures against excessive speculation, in particular when the Company's shares are undervalued;
- (ii) the earnings per share of the Hua Yang shares and the return on equity, assuming all other things being equal, would be enhanced resulting from the smaller issued and paid-up share capital of the Company. This is expected to have a positive impact on the market price of Hua Yang shares which will benefit the shareholders of Hua Yang;
- (iii) to stabilise a downward trend of the market price of the Company's shares;
- (iv) allows the Company the flexibility in achieving the desired capital structure, in terms of its debt and equity composition and the size of its equity;
- (v) treasury shares can be treated as long-term investments. It makes business sense to invest in our own Company as the Board is confident of Hua Yang's future prospects and performance in the long term; and
- (vi) if the treasury shares are distributed as dividends by the Company, it may then serve to reward the shareholders of the Company.

The potential disadvantages of the Proposed Renewal of Share Buy-Back, if implemented, are as follows:-

- (i) it will reduce the financial resources of the Company which may otherwise be retained and used for the businesses of the Group. Nevertheless, the Board will be mindful of the interests of the Group and its shareholders in undertaking the Proposed Renewal of Share Buy-Back; and
- (ii) as the Proposed Renewal of Share Buy-Back can only be made out of retained earnings, it may result in the reduction of financial resources available for distribution as dividends and bonus issues to the shareholders of the Company.

Share Buy-Back Statement

6. FUNDING

In accordance with the Listing Requirements, the Proposed Renewal of Share Buy-Back must be made wholly out of retained profits of the Company. The maximum amount of funds to be utilised for the Proposed Renewal of Share Buy-Back will be limited to the amount of retained profits based on the latest audited and/or unaudited financial statements of the Company. As at 31 March 2024, being the latest available audited financial statements, the audited retained profit of the Company amounted to RM32,321,302.

The Proposed Renewal of Share Buy-Back is expected to be financed by internally generated funds of the Group or external borrowings. In the event that the Company intends to purchase its own shares using borrowings, the Board will ensure that the Company shall have sufficient funds to repay the borrowings and that the repayment will not adversely affect the operations and cash flows of the Company. In addition, the Board will ensure that the Company satisfy the solvency test as stated in the Section 112(2) of the Act before execution of the Proposed Renewal of Share-Buy Back. Depending on the quantum and the purchase price, the Proposed Renewal of Share Buy-Back may reduce the working capital of the Hua Yang Group.

7. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK

The effects of the Proposed Renewal of Share Buy-Back on the share capital, shareholding structure, net assets, earnings and working capital of the Company are set out below based on the following scenarios:-

7.1 Share Capital

The effects of the Proposed Renewal of Share Buy-Back on the total issued and paid-up share capital of the Company as at LPD assuming the Hua Yang shares so purchased are cancelled is illustrated below based on the two (2) scenarios set out below:-

Minimum Scenario:

Assuming none of the 88,000,000 Outstanding Warrants-A as at LPD are exercised into new Hua Yang Shares before the implementation of the Proposed Renewal of Share Buy-Back.

Maximum Scenario:

Assuming that all of the 88,000,000 Outstanding Warrants-A as at LPD are exercised into new Hua Yang Shares before the implementation of the Proposed Renewal of Share Buy-Back.

	Minimum Scenario No. of shares	Maximum Scenario No. of shares
Issued and paid-up share capital as at LPD	440,000,000	440,000,000
Assuming full Exercise of the Outstanding Warrants-A	-	88,000,000
Enlarged share capital	440,000,000	528,000,000
Maximum number of purchased shares to be cancelled pursuant to the Proposed Renewal of Share Buy-Back	44,000,000	52,800,000
Upon completion of the Proposed Renewal of Share Buy-Back	396,000,000	475,200,000

Share Buy-Back Statement

7. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK (CONT'D)

7.2 Substantial Shareholders' and Directors' Shareholdings

The proforma effects of the Proposed Renewal of Share Buy-Back on the substantial shareholdings of the Company are set out below based on the Register of Substantial Shareholders as at LPD:-

7.2.1 Minimum Scenario

Assuming none of the 88,000,000 Outstanding Warrants-A as at LPD are exercised into new Hua Yang Shares before the implementation of the Proposed Renewal of Share Buy-Back.

Substantial shareholders	As at LPD				After the full implementation of Proposed Renewal of Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares*	%*	No. of shares	%	No. of shares*	%*
Heng Holdings Sdn Berhad	150,978,178	34.31	-	-	150,978,178	38.13	-	-
Chew Po Sim	-	-	150,978,178	34.31	-	-	150,978,178	38.13
Ho Min Yi	-	-	150,978,178	34.31	-	-	150,978,178	38.13
Ho Wen Yan	2,255,550	0.51	150,978,178	34.31	2,255,550	0.57	150,978,178	38.13
Ho Wen Han	-	-	150,978,178	34.31	-	-	150,978,178	38.13
Ho Wen Fan	-	-	150,978,178	34.31	-	-	150,978,178	38.13

* Deemed interested by virtue of substantial shareholding in Heng Holdings Sdn Berhad pursuant to the Companies Act 2016

7.2.2 Maximum Scenario

Assuming that all of the 88,000,000 Outstanding Warrants-A as at LPD are exercised into new Hua Yang Shares before the implementation of the Proposed Renewal of Share Buy-Back.

Substantial shareholders	As at LPD				After the full implementation of Proposed Renewal of Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares*	%*	No. of shares	%	No. of shares*	%*
Heng Holdings Sdn Berhad	150,978,178	34.31	-	-	189,867,062	39.96	-	-
Chew Po Sim	-	-	150,978,178	34.31	-	-	189,867,062	39.96
Ho Min Yi	-	-	150,978,178	34.31	-	-	189,867,062	39.96
Ho Wen Yan	2,255,550	0.51	150,978,178	34.31	2,706,660	0.57	189,867,062	39.96
Ho Wen Han	-	-	150,978,178	34.31	-	-	189,867,062	39.96
Ho Wen Fan	-	-	150,978,178	34.31	-	-	189,867,062	39.96

* Deemed interested by virtue of substantial shareholding in Heng Holdings Sdn Berhad pursuant to the Companies Act 2016

Share Buy-Back Statement

7. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK (CONT'D)

7.2 Substantial Shareholders' and Directors' Shareholdings (Cont'd)

The proforma effects of the Proposed Renewal of Share Buy-Back on the Directors' shareholdings of the Company are set out below based on the Register of Directors' Shareholding as at LPD:-

7.2.3 Minimum Scenario

Assuming none of the 88,000,000 Outstanding Warrants-A as at LPD are exercised into new Hua Yang Shares before the implementation of the Proposed Renewal of Share Buy-Back.

Directors	As at LPD				After the Proposed Renewal of Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Tan Sri Dato' Seri Dr. Ting Chew Peh	-	-	1,216,818 ⁽²⁾	0.28	-	-	1,216,828 ⁽²⁾	0.31
Ho Wen Yan	2,255,550	0.51	150,978,178 ⁽¹⁾	34.31	2,255,550	0.57	150,978,178 ⁽¹⁾	38.13
Choo Seng Choon	-	-	-	-	-	-	-	-
Chew Po Sim	-	-	150,978,178 ⁽¹⁾	34.31	-	-	150,978,178 ⁽¹⁾	38.13
Chew Hoe Soon	491,942	0.11	1,012,399 ⁽²⁾	0.23	491,942	0.12	1,012,399 ⁽²⁾	0.26
Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud	-	-	-	-	-	-	-	-
Ho Wen Fan (Alternate Director)	-	-	150,978,178 ⁽¹⁾	34.31	-	-	150,978,178 ⁽¹⁾	38.13

Notes:-

⁽¹⁾ Deem interested by virtue of his substantial shareholding in Heng Holdings Sdn Berhad

⁽²⁾ Deem interested by virtue of the shareholdings of his spouse and children.

7.2.4 Maximum Scenario

Assuming that all of the 88,000,000 Outstanding Warrants-A as at LPD are exercised into new Hua Yang Shares before the implementation of the Proposed Renewal of Share Buy-Back.

Directors	As at LPD				After the Proposed Renewal of Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Tan Sri Dato' Seri Dr. Ting Chew Peh	-	-	1,216,818 ⁽²⁾	0.28	-	-	1,450,137 ⁽²⁾	0.31
Ho Wen Yan	2,255,550	0.51	150,978,178 ⁽¹⁾	34.31	2,706,660	0.57	189,867,062 ⁽¹⁾	39.96
Choo Seng Choon	-	-	-	-	-	-	-	-
Chew Po Sim	-	-	150,978,178 ⁽¹⁾	34.31	-	-	189,867,062 ⁽¹⁾	39.96
Chew Hoe Soon	491,942	0.11	1,012,399 ⁽²⁾	0.23	590,330	0.12	1,214,878 ⁽²⁾	0.26
Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud	-	-	-	-	-	-	-	-
Ho Wen Fan (Alternate Director)	-	-	150,978,178 ⁽¹⁾	34.31	-	-	189,867,062 ⁽¹⁾	39.96

Notes:-

⁽¹⁾ Deem interested by virtue of his substantial shareholding in Heng Holdings Sdn Berhad

⁽²⁾ Deem interested by virtue of the shareholdings of his spouse and children.

Share Buy-Back Statement

7. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK (CONT'D)

7.3 Net Assets

The consolidated net assets of the Company may increase or decrease depending on the number of shares purchased under the Proposed Renewal of Share Buy-Back, the purchase prices of the shares, the effective cost of funding and the treatment of the shares so purchased.

The Proposed Renewal of Share Buy-Back will reduce the consolidated net assets per share when the purchase price exceeds the consolidated net assets per share of the Company at the time of purchase. On the contrary, the consolidated net assets per share will increase when the purchase price is less than the consolidated net assets per share of the Company at the time of purchase.

If the shares purchased under the Proposed Renewal of Share Buy-Back are held as treasury shares and subsequently resold on Bursa Securities, the consolidated net assets per share would increase if the Group realise a gain from the resale or vice versa. If the treasury shares are distributed as share dividends, it will decrease the consolidated net assets by the cost of the treasury shares redistributed.

7.4 Earnings

The effect of the Proposed Renewal of Share Buy-Back on the consolidated earnings per share of the Company will depend on the purchase prices paid for the shares, the effective funding cost to the Group to finance the purchase of the shares or any loss in interest income to the Group if internally generated funds are utilised to finance the purchase of the shares.

Assuming that any shares so purchased are retained as treasury shares as per Companies Act 2016 and resold on Bursa Securities, the effects on the consolidated earnings of the Company will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising from the exercise.

7.5 Working Capital

The implementation of the Proposed Renewal of Share Buy-Back is likely to reduce the working capital of the Group, the quantum being dependent on the number of the purchased shares, the purchase price(s) and the amount of financial resources to be utilised for the purchase of the shares.

For the purchased shares retained as treasury shares as per Companies Act 2016 upon its resale, the working capital of the Company will increase. Again, the quantum of the increase in the working capital will depend on the actual selling price of the treasury shares resold, the effective gain or interest saving arising and the gain or loss from the disposal.

8. APPROVAL REQUIRED

The Proposed Renewal of Share Buy-Back is subject to the approval being obtained from the shareholders of Hua Yang.

9. PUBLIC SHAREHOLDING SPREAD

Pursuant to the Listing Requirements, the Proposed Renewal of Share Buy-Back will be carried out in accordance with the prevailing laws at the time of the purchase including compliance of twenty-five (25%) public shareholdings spread. As at LPD, the public shareholding spread of the Company was 64.6%. The Board will endeavour to ensure that the Company complies with the public shareholding spread requirements and shall not buy back the Company's own shares if the purchase would result in the public shareholding spread requirements not being met.

Share Buy-Back Statement

10. IMPLICATION OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS, 2016 ("CODE")

Pursuant to the Code, a person and/or any person acting in concert with him will be required to make a mandatory offer for the remaining shares not already owned by him/them if his and/or their holding of voting shares in a company is increased beyond 33% or, if his and/or their holding of voting shares is more than 33% but less than 50%, his and/or their holding of voting shares is increased by more than 2% in any 6 months period.

The Board takes cognisance of the requirements of the Code and will be mindful of the requirements when making any purchases of shares pursuant to the Proposed Renewal of Share Buy-Back.

11. HISTORICAL SHARE PRICE

The monthly highest and lowest prices of the Company's shares traded on Bursa Securities for the past twelve (12) months are as follows:-

Month	Highest (RM)	Lowest (RM)
2023		
July	0.300	0.235
August	0.375	0.295
September	0.360	0.285
October	0.315	0.280
November	0.290	0.265
December	0.285	0.250
2024		
January	0.335	0.270
February	0.330	0.295
March	0.355	0.290
April	0.345	0.305
May	0.425	0.320
June	0.385	0.335

The last transacted price of the Company's Shares on 28 June 2024, being the LPD, was RM0.345.
(Source: Yahoo! Finance)

Share Buy-Back Statement

12. PURCHASE, RESALE AND CANCELLATION OF ITS OWN SHARES IN THE PRECEDING 12 MONTHS

There were no purchase, cancelled, resale and/or transfer of treasury shares in the previous twelve (12) months up to LPD.

13. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the Proposed Renewal of Share Buy-Back and after careful deliberation, is of the opinion that the Proposed Renewal of Share Buy-Back is in the best interest of the Company. Accordingly, the Board recommends that you vote IN FAVOUR of the resolution in relation to the Proposed Renewal of Share Buy-Back to be tabled at the forthcoming AGM.

14. RESPONSIBILITY STATEMENT

This Statement has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the accuracy of the information given in this Statement insofar as it relates to Hua Yang Group and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

15. DOCUMENTS FOR INSPECTION

The following documents are available for inspection during normal business hours at the Registered Office of the Company at C-21, Jalan Medan Selayang 1, Medan Selayang, 68100 Batu Caves, Selangor Darul Ehsan from the date of this Statement up to and including the date of the AGM:-

- (i) the Constitution of Hua Yang; and
- (ii) the audited financial statements of the Hua Yang Group for the past two (2) financial years ended 31 March 2023 and 31 March 2024.

Yours faithfully

For and on behalf of the Board

HUA YANG BERHAD

TAN SRI DATO' SERI DR. TING CHEW PEH

Non-Independent Non-Executive Chairman

Proxy Form



HUA YANG BERHAD
Registration No. 197801007059 (44094-M)
(Incorporated in Malaysia)

*I/We _____
Company No./NRIC No. (new) _____ (old) _____ of
_____ being a
member of **HUA YANG BERHAD** do hereby appoint Mr./Ms. _____ of
NRIC No. (new) _____ (old) _____ or
failing whom _____ NRIC No. (new) _____ (old) _____
or failing whom the Chairman of the meeting as *my/*our proxies to vote for *me/*us and on *my/*our behalf at the Forty-Fifth Annual General Meeting of the Company to 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 Thursday, 5 September 2024 at 10.30 a.m. and at any adjournment thereof.

*My/*Our proxy(ies) is / are to vote as indicated below:-

	Resolutions	For	Against
	ORDINARY BUSINESSES		
Resolution 1	To approve the payment of Directors' fees of RM658,288 and benefits for the financial year ended 31 March 2024		
Resolution 2	To approve the payment of meeting attendance allowance of RM1,000 per meeting day for each Non-Executive Director from August 2024 till July 2025		
Resolution 3	To re-elect Ho Wen Yan as Director		
Resolution 4	To re-elect Y.A.M. Tengku Dato' Rahimah Binti Al-Marhum Sultan Mahmud as Director		
Resolution 5	To re-elect Choo Seng Choon as Director		
Resolution 6	To re-appoint TGS TW PLT as the Auditors of the Company and authorise the Directors to fix their remuneration		
	SPECIAL BUSINESSES		
Resolution 7	To approve the authority to issue shares pursuant to Sections 75 & 76 of the Companies Act 2016		
Resolution 8	Proposed renewal of authority for the Company to purchase its own shares of up to 10% of the issued and paid-up share capital		

[Please indicate with (X) how you wish your vote to be casted. If no specific direction as to voting is given, your proxy will vote or abstain at his discretion].

Dated this _____ day of _____ 2024

Number of shares held	CDS Account No.

[Signature(s) / Common Seal of Shareholder(s)]
[*Delete if not applicable]

For appointment of two proxies, percentage of shareholdings to be represented by proxies:		
	No. of shares	Percentage
1st proxy		
2nd proxy		
Total		100%

Fold this flap to seal

NOTES:

1. Only members whose name appear in the Record of Depositors as at 30 August 2024 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.
2. 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.
3. 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.
4. 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.
5. 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 not less than forty-eight (48) hours before the time appointed for the Meeting or any adjournment thereof.
6. All the resolutions sets out in this Notice of Meeting will be put to vote by poll.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 31 July 2024.

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HUA YANG BERHAD

Registration No. 197801007059 (44094-M)

C-21, Jalan Medan Selayang 1
Medan Selayang,
68100 Batu Caves
Selangor Darul Ehsan

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