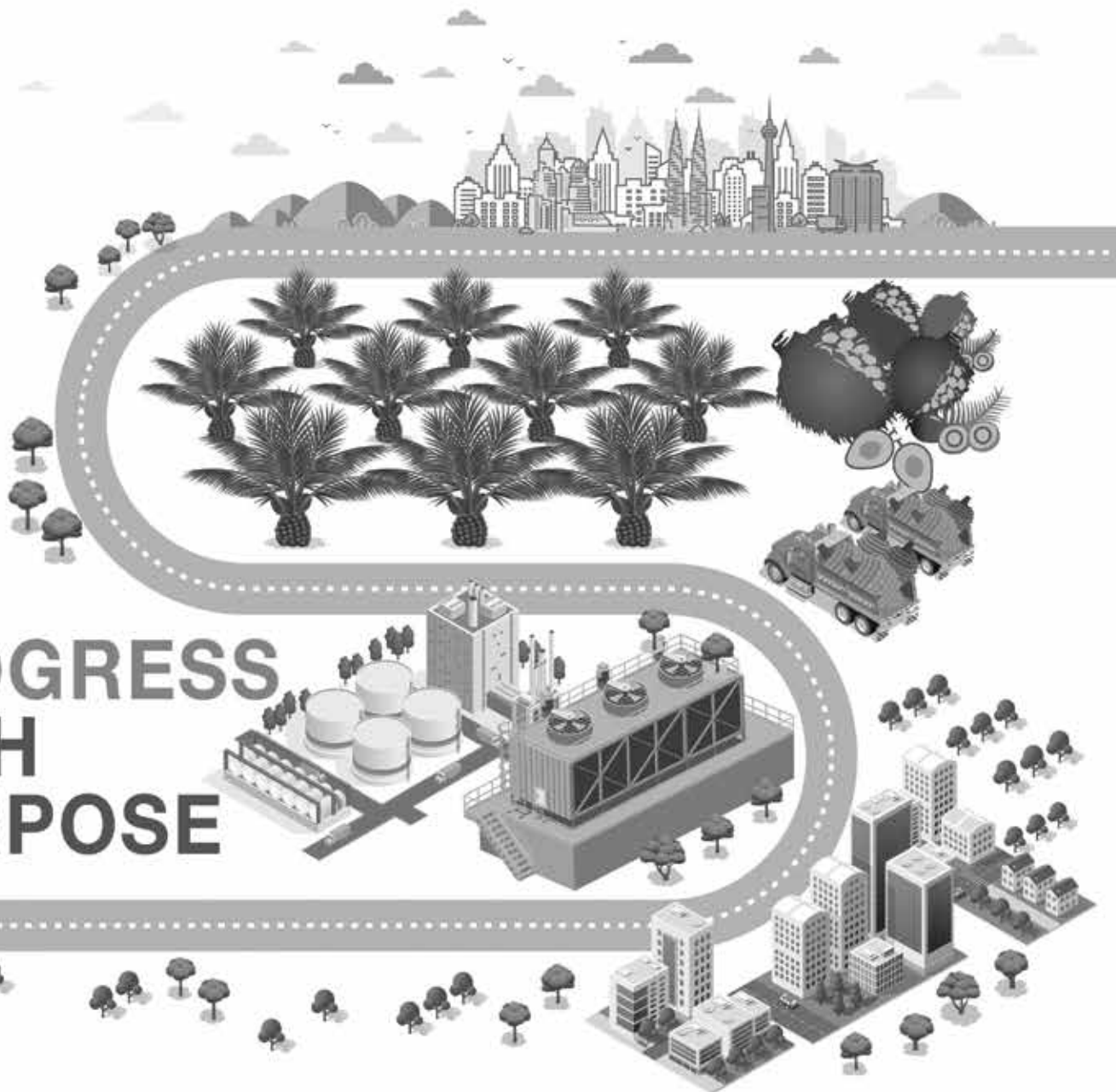




SIN HENG CHAN (MALAYA) BERHAD

Reg. No. 196201000185 (4690-V)

(Incorporated in Malaysia)



**PROGRESS
WITH
PURPOSE**

ANNUAL REPORT 2023

NOTICE OF SIXTY-SECOND (62ND) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixty-Second (62nd) Annual General Meeting ("AGM") of Sin Heng Chan (Malaya) Berhad ("SHC" or the "Company") will be held virtually and entirely via remote participation and voting at the Broadcast Venue: Board Room of SHC, Level 3, Wisma E&C, No. 2, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 29 May 2024 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and Auditors' Reports thereon. **Please refer to Note 2**
2. To approve the payment of Directors' fees and benefits payable up to RM350,000.00 for the period from the conclusion of 62nd Annual General Meeting until the conclusion of 63rd Annual General Meeting. **Ordinary Resolution 1**
3. To re-elect YBHG. Tunku Azlan bin Tunku Aziz who retires in accordance with Article 94 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 2**
4. To re-elect Mr. Choo Kin Choong who retires in accordance with Article 100 of the Constitution of the Company and being eligible, has offered himself for re-election. **Ordinary Resolution 3**
5. To re-elect Puan Erna Syafina binti Abdul Rahman who retires in accordance with Article 100 of the Constitution of the Company and being eligible, has offered herself for re-election. **Ordinary Resolution 4**
6. To re-appoint Messrs Al Jafree Salihin Kuzaimi PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolutions:

7. **RETENTION OF INDEPENDENT DIRECTOR** **Ordinary Resolution 6**
To retain Mr. Mak Hon Weng who has served the Board for more than nine (9) years as Independent Non-Executive Director of the Company.
8. **AUTHORITY TO ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 7**

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Sections 75 and 76 of the Act."

NOTICE OF SIXTY-SECOND (62ND) ANNUAL GENERAL MEETING (Cont'd)

9. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **Ordinary Resolution 8**

"THAT the Company and/or its subsidiaries ('the Group') be and is/are hereby authorised to enter into all arrangements and/or transactions involving the interests of Directors, Major Shareholders or persons connected with Directors and/or Major Shareholders of the Group ('Related Parties') as specified in Section 2.2.1 of the Circular to Shareholders dated 30 April 2024 ('Circular'), provided that such arrangements and/or transactions are:

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Group's day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms not more favourable to the Related Parties than those generally available to the public; and
- (iv) not detrimental to the minority shareholders.

('Recurrent Related Party Transaction ("RRPT") Mandate');

AND THAT the RRPT Mandate, unless revoked or varied by the Company in general meeting, shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier;

AND FURTHER RESOLVED THAT the Directors be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the interest of the Company to give effect to the RRPT Mandate."

10. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By order of the Board,

LIM SECK WAH
(MAICSA 0799845)
(SSM PC No. 202008000054)

KONG MEI KEE
(MAICSA 7039391)
(SSM PC No. 202008002882)

Company Secretaries

Kuala Lumpur
Dated this: 30 April 2024

NOTICE OF SIXTY-SECOND (62ND) ANNUAL GENERAL MEETING

(Cont'd)

Notes:

1. The 62nd AGM will be conducted virtually through live streaming via a remote participation and voting facilities at the Broadcast Venue. The Broadcast Venue is strictly to comply with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. No shareholder(s)/proxy(ies) should be physically present at the Broadcast Venue on the day of this AGM.
2. This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act 2016, the Audited Financial Statements do not require formal approval of the shareholders. As such this item on the Agenda is not put forward for voting.
3. For the purpose of determining a member who shall be entitled to attend, speak and vote at the AGM, the Company shall be requesting the Record of Depositors as at 21 May 2024. Only a depositor whose name appears on the Record of Depositors as at 21 May 2024 shall be entitled to attend the said Meeting or appoint proxies to attend, speak and vote on his/her behalf.
4. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two (2) proxies to attend the same meeting provided that he/she specifies the proportion of his/her shareholding to be represented by each proxy. A proxy may but need not be a member of the Company.
5. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member is an exempt authorised nominee, it may appoint multiple proxies for each omnibus account it holds.
7. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney so authorised.
8. The Proxy Form must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to AGM-support.SHC@megacorp.com.my, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof. You also have the option to register directly at <https://vps.megacorp.com.my/PM6RQx> to submit the proxy appointment electronically not later than Monday, 27 May 2024 at 10.00 a.m. For further information on the electronic submission of Proxy Form, kindly refer to the Administrative Guide.
9. All resolutions set out in this Notice of AGM will be put to vote by way of poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities.
10. The 62nd AGM will be conducted virtually at the Broadcast Venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the Meeting.

11. Explanatory Notes:

Ordinary Resolution 1 on Directors' Fees and Benefits

Section 230(1) of the Companies Act 2016 provides that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, shareholders' approval shall be sought at the 62nd AGM on the Directors' fees and benefits under resolution 1.

The Directors' benefits comprise travelling, meeting allowance and benefits in-kind.

NOTICE OF SIXTY-SECOND (62ND) ANNUAL GENERAL MEETING (Cont'd)

11. Explanatory Notes: (Cont'd)

Ordinary Resolution 6 on Retention of Independent Director

The Board of Directors has vide the Nomination and Remuneration Committee conducted an assessment of independence of Mr. Mak Hon Weng who has served as Independent Non-Executive Director for a cumulative term of more than nine (9) years and recommended him to continue to act as Independent Non-Executive Director based on the following justifications:

- (a) He fulfilled the criteria under the definition of an Independent Director, as stipulated in the Main Market Listing Requirements of Bursa Securities and thus, he would be able to function as check and balance, provides a broader view and brings an element of objectivity to the Board;
- (b) His years of experience in banking industry enabled him to provide the Board with a diverse set of experience, expertise, and independent judgement; and
- (c) He has performed his duty diligently and in the best interest of the Company and provides a broader view, independent and balanced assessment of proposal from the Management.

Pursuant to the Malaysian Code on Corporate Governance, the Company would apply the two-tier voting process in seeking shareholders' approval to retain Independent Director beyond nine (9) years of tenure.

Ordinary Resolution 7 on Authority to Issue Shares by the Company pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 7 is to seek mandate from its members to waive the pre-emptive right pursuant to Section 85 of the Companies Act 2016 and to give flexibility to the Board of Directors to issue and allot shares at any time in their absolute discretion and for such purposes as they consider would be in the interest of the Company without convening a general meeting.

The Company continues to consider opportunities to broaden its earnings potential. If any of the expansion/diversification proposals involves the issue of new shares, the Directors, under certain circumstance when the opportunity arises, would have to convene a general meeting to approve the issue of new shares even though the number involved may be less than ten percent (10%) of the total number of the issued shares.

In order to avoid any delay and costs involved in convening a general meeting to approve such issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company, up to any amount not exceeding in total ten percent (10%) of the total number of issued shares of the Company. The authority will provide flexibility to the Company for the issuance of shares for the purpose of the possible fund-raising activities for the purpose of funding future project/investment, working capital and/or acquisitions. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company.

The Company did not issue any ordinary shares during the financial year ended 31 December 2023.

Ordinary Resolution 8 on Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

This resolution is primarily to give flexibility to the Board of Directors to enter into recurrent related party transactions of revenue or trading nature with the Directors/Major Shareholders or persons connected with the Directors/Major Shareholders ("Renewal RRPT Mandate").

Further information of Renewal RRPT Mandate is contained in the Circular to Shareholders dated 30 April 2024.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

Details of the Directors who are standing for re-election at this AGM can be found on pages 4 and 5 Profile of Directors in the Company's Annual Report 2023.

YBHG. Tunku Azlan bin Tunku Aziz, the Director is retiring in accordance with Article 94 of the Constitution of the Company and eligible for re-election at the forthcoming 62nd AGM.

Mr. Choo Kin Choong and Puan Erna Syafina binti Abdul Rahman, the Directors are retiring in accordance with Article 100 of the Constitution of the Company and eligible for re-election at the forthcoming 62nd AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

ADMINISTRATIVE GUIDE

FOR THE 62ND ANNUAL GENERAL MEETING ("AGM") or ("the Meeting")

Day/Date : Wednesday, 29 May 2024
Time : 10.00 a.m.
Broadcast Venue : Board Room of SHC, Level 3, Wisma E&C,
No. 2, Lorong Dungun Kiri,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan.



VIRTUAL ANNUAL GENERAL MEETING

The 62nd AGM of the Company will be held virtually. No shareholders/proxies should be physically present at the Broadcast Venue on the day of the Meeting.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

You may email your questions related to matters of discussion in the AGM in advance to the Company.

REGISTRATION AND DIGITAL BALLOT FORM ("DBF") VOTING PROCEDURES

Shareholders/Proxies who wish to participate at the AGM will have to register online and participate remotely. Kindly follow the steps below to ensure that you can obtain your DBF and details to log in to the Webinar session to participate at the AGM online:

1. Open this link <https://vps.megacorp.com.my/PM6RQx> or scan the QR code above and submit all the details requested at least forty-eight (48) hours before the Meeting.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Proxy Form at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. ("MegaCorp") at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or email AGM-support.SHC@megacorp.com.my not less than forty-eight (48) hours before the Meeting or adjourned meeting at which the person named in the instrument proposed to vote or, and in default the instrument of proxy shall not be treated as valid.

ADMINISTRATIVE GUIDE

FOR THE 62ND ANNUAL GENERAL MEETING (“AGM”) OR (“the Meeting”) (Cont’d)

4. For corporate shareholders / Nominee Accounts, please follow Step 3 above.
5. The Poll Administrator will email a copy of your DBF to you to participate and vote at the Meeting once they have verified your details.
6. Registered shareholders/proxies would receive two (2) emails:
 - i. Webinar session link (to join the virtual meeting); and
 - ii. DBF (for remote voting purposes).

POLL VOTING

The voting will be conducted by a poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed MegaCorp as the Poll Administrator to conduct the poll by way of electronic voting and Cygnus Technology Solutions Sdn. Bhd. as the Scrutineers to verify the poll results.

For the purpose of the Meeting, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory. Please carefully read the instructions on the email from Webinar Master to familiarise yourself with the steps needed to exercise your rights at the Meeting.

Shareholders/Proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon the voting session is closed, the Scrutineers will verify the poll results after which the Chairman of the Meeting will announce the results of the resolutions.

RECORD OF DEPOSITORS FOR THE AGM

The date of Record of Depositors for the Meeting is 21 May 2024. As such, only members whose names appear in the Record of Depositors shall be eligible to participate and vote at the Meeting.

ENQUIRY

If you have any enquiries prior to the Meeting, please contact the following persons during office hours:

Poll Administrator

Mega Corporate Services Sdn. Bhd.

Email : AGM-support.SHC@megacorp.com.my
Benjamin Teow : 60 (17) 611 9666
Vinoos : 60 (16) 969 9220
Telephone No. : 60 (3) 2692 4271 / 2694 8984

SIN HENG CHAN (MALAYA) BERHAD

Telephone No. : 60 (3) 2094 7992
Facsimile No. : 60 (3) 2094 7996
Email : cosec@shcm.com.my

**SIN HENG CHAN (MALAYA) BERHAD**Registration No. 196201000185 (4690-V)
(Incorporated in Malaysia)**PROXY FORM**

(Before completing this form, please refer to the notes)

CDS Account No.	:	
No. of Shares Held	:	

I/We* _____ NRIC/Passport/Registration No.* _____
 of _____ (Full name in block)
 _____ (Address)
 with email address _____ mobile phone no. _____

being a member/members* of **SIN HENG CHAN (MALAYA) BERHAD** ("the Company") hereby appoint(s):

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings %
Address		
Email Address		
Mobile Phone No.		

and/or*

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings %
Address		
Email Address		
Mobile Phone No.		

or failing him/her, the Chairman of the Meeting as *my/our proxy to attend, speak and vote for *my/our behalf at the Sixty-Second (62nd) Annual General Meeting of the Company to be held virtually through live streaming via a remote participation and voting facilities at the Broadcast Venue: Board Room of SHC, Level 3, Wisma E&C, No. 2, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 29 May 2024 at 10.00 a.m. or any adjournment thereof in the manner as indicated below:

RESOLUTIONS RELATING TO:	FIRST PROXY		SECOND PROXY	
	FOR	AGAINST	FOR	AGAINST
ORDINARY RESOLUTION				
1. Approval of payment of Directors' fees and benefits payable up to RM350,000.00 for the period from the conclusion of 62 nd Annual General Meeting until the conclusion of 63 rd Annual General Meeting.				
2. Re-election of YBHG. Tunku Azlan bin Tunku Aziz as a Director retiring under the Constitution of the Company.				
3. Re-election of Mr. Choo Kin Choong as a Director retiring under the Constitution of the Company.				
4. Re-election of Puan Erna Syafina binti Abdul Rahman as a Director retiring under the Constitution of the Company.				
5. Re-appointment of Messrs Al Jafree Salihin Kuzaimi PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.				
SPECIAL BUSINESS				
ORDINARY RESOLUTION				
6. Retention of Mr. Mak Hon Weng as an Independent Non-Executive Director.				
7. Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.				
8. Proposed renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature.				

Please indicate with a "√" or "X" in the space provided how you wish your vote to be cast. If no instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Signature of Shareholder(s)/Common Seal

Signed this _____ day of _____ 2024

* Strike out whichever is not desired.



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Notes:

1. The 62nd AGM will be conducted virtually through live streaming via a remote participation and voting facilities at the Broadcast Venue. The Broadcast Venue is strictly to comply with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue of the Meeting. **No shareholder(s)/proxy(ies)** should be physically present at the Broadcast Venue on the day of this AGM.
2. For the purpose of determining a member who shall be entitled to attend, speak and vote at the AGM, the Company shall be requesting the Record of Depositors as at 21 May 2024. Only a depositor whose name appears on the Record of Depositors as at 21 May 2024 shall be entitled to attend the said Meeting or appoint proxies to attend, speak and vote on his/her behalf.
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A member may appoint up to two (2) proxies to attend the same meeting provided that he/she specifies the proportion of his/her shareholding to be represented by each proxy. A proxy may but need not be a member of the Company.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member is an exempt authorised nominee, it may appoint multiple proxies for each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the Corporation's Common Seal or under the hand of an officer or attorney so authorised.
7. The Proxy Form must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to AGM-support.SHC@megacorp.com.my not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof. You also have the option to register directly at <https://vps.megacorp.com.my/PM6RQx> to submit the proxy appointment electronically not later than Monday, 27 May 2024 at 10.00 a.m. For further information on the electronic submission of Proxy Form, kindly refer to the Administrative Guide.
8. All resolutions set out in this Notice of AGM will be put to vote by way of poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
9. By submitting the duly executed Proxy Form, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this Meeting and any adjournment thereof.

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AFFIX
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The Poll Administrator

SIN HENG CHAN (MALAYA) BERHAD
REGISTRATION NO. 196201000185 (4690-V)
C/O MEGA CORPORATE SERVICES SDN. BHD.

Level 15-2, Bangunan Faber Imperial Court,
Jalan Sultan Ismail,
50250 Kuala Lumpur,
Wilayah Persekutuan.

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SIN HENG CHAN (MALAYA) BERHAD

Registration No. 196201000185 (4690-V)
(Incorporated in Malaysia)

TO : Sin Heng Chan (Malaya) Berhad
Level 3, Wisma E&C,
No. 2, Lorong Dungun Kiri,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan.

Contact Person : Ms. Shahira/Ms. Shew

Email : cosec@shcm.com.my

Tel No. : 60 (3) 2094 7992

Fax No. : 60 (3) 2094 7996

Please send me a copy of the following report(s) of Sin Heng Chan (Malaya) Berhad which is/are ticked on the relevant box(es) below:

Annual Report 2023

Circular To Shareholders In Relation To Proposed Renewal of Existing Shareholders' Mandate For Recurrent Related Party Transactions of A Revenue or Trading Nature

Particulars of Shareholder

Name of Shareholder : _____

Mailing Address : _____

NRIC/Passport/Registration No. : _____

CDS Account No. : _____

Email Address : _____

Contact No. : _____

Signature

Date :

Note:

We shall forward a printed copy of the Annual Report 2023 and/or Circular to Shareholders on RRPT as soon as reasonably practicable upon receipt of your written request.



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Sin Heng Chan (Malaya) Berhad

Level 3, Wisma E&C,
No. 2, Lorong Dungun Kiri,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan.

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