



# 新興發資源控股有限公司 SHH RESOURCES HOLDINGS BERHAD (304227-U)

Head Office : Lot PLO 1, KAWASAN PERINDUSTRIAN PAGOH, 84600 PAGOH, MUAR, JOHOR DARUL TAKZIM, MALAYSIA.  
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Date: 4 November 2024

To: All Shareholders of SHH RESOURCES HOLDINGS BERHAD ("SHH" or "The Company")

Dear Sir/Madam,

**RE: SHH RESOURCES HOLDINGS BERHAD**  
**- ADDENDUM TO NOTICE OF THIRTIETH ANNUAL GENERAL MEETING DATED 30 OCTOBER 2024**

Reference is made to the Company's announcement dated 29 October 2024 in relation to the Notice of Thirtieth Annual General Meeting ("30th AGM").

We wish to revise the following Explanatory Notes on Special Businesses of the Notice of 30<sup>th</sup> AGM as follows:

10. *The Ordinary Resolution proposed under Item 7 (Resolution 7) is to seek a renewal of the general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary 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 10% of the total number of issued shares of the Company at any point of time ("10% General Mandate").*

*As at the date of this Notice, the Company did not issue any new shares based on the previous mandate obtained at the last AGM.*

*This 10% General Mandate, unless revoked or varied at a general meeting, will expire at the next AGM. With this 10% General Mandate, the Company will be able to raise funds for the purpose of funding future investments, working capital and/or acquisitions. The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 10% General Mandate is in the best interest of the Company and its shareholders.*

Accordingly, please find enclosed the revised Notice of 30th AGM for your attention.

BY ORDER OF THE BOARD

Tiew Sze Hann (MAICSA 7058007) (CCM Practising Certificate No.: 201908000034)  
Tan Kok Siong (LS0009932) (CCM Practising Certificate No.: 202008001592)  
Yee Sek Ling (LS0010508) (CCM Practising Certificate No.: 202008004358)  
Company Secretaries

Kuala Lumpur



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## REVISED NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirtieth (30th) Annual General Meeting (“AGM”) of the Company will be conducted entirely through live streaming from the Broadcast Venue at 12th Floor, Menara Symphony, No 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan on Friday, 29th November 2024 at 10.30 a.m. or any adjournment thereof via online meeting platform at <https://meeting.boardroomlimited.my> for the transaction of the following businesses:-

### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30th June 2024 together with the Reports of the Directors and the Auditors thereon.  
(Please refer to Note A)
2. To approve the payment of Directors’ fees and allowances up to RM500,000 for the financial period commencing from the date of the current annual general meeting to the conclusion of the next annual general meeting, payable monthly in arrears after each month of completed service of the Directors.  
(Resolution 1)
3. To declare a first and final single-tier dividend of 1 sen per ordinary share in respect of the financial year ended 30th June 2024.  
(Resolution 2)
4. To re-elect the following Directors who retire in accordance with Clause 90 of the Company’s Constitution:-
  - (a) Dato’ Haji Obet Bin Tawil (Resolution 3)
  - (b) Lew Khim Khim (Ken Lew) (Resolution 4)
5. To re-elect the following Director who retires in accordance with Clause 98 of the Company’s Constitution:-
  - (a) Stephen Low Chee Weng (Resolution 5)
6. To re-appoint Messrs. PKF PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  
(Resolution 6)

### As Special Business

To consider, and if thought fit, to pass the following resolutions with or without modification as ordinary resolutions:

7. Authority to Issue Shares  
“THAT subject to the Companies Act, 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors 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 per centum (10%) of the total number of issued shares of the Company at any point in time (“10% General Mandate”);  
  
THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 9 of the Company’s Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over all new shares, such new shares when issued, to rank pari passu with the existing shares in the Company.  
  
AND THAT the Directors be hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 10% General Mandate on Bursa Securities; FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”  
(Resolution 7)



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## 8. Proposed Renewal of Share Buy-Back Mandate

“THAT subject always to the Companies Act, 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and all other applicable laws, regulations and guidelines, the Directors of the Company be hereby given full authority, to allocate an amount not exceeding the total available retained profits of the Company based on its latest audited financial statements available up to the date of the transaction for the purpose of and to purchase such amount of ordinary shares in the Company (“Shares”) as may be determined by the Directors from time to time through Bursa Securities as the Directors may deem fit and in the best interest of the Company provided that the aggregate number of Shares to be purchased and/ or held as treasury shares pursuant to this resolution does not exceed ten percentum (10%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time;

THAT upon the purchase by the Company of its own Shares, the Directors of the Company be hereby authorised to retain such Shares so purchased as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be hereby authorised to distribute the treasury shares as dividends to the shareholders of the Company and/or resell the treasury shares on Bursa Securities in accordance with the relevant rules of Bursa Securities or subsequently cancel the treasury shares or any combination thereof;

AND THAT such approval and authorisation shall be effective immediately upon the passing of this resolution and continue to be in force until:-

- a. the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- b. the expiration of the period within which the next Annual General Meeting is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c. revoked or varied by resolution passed by the shareholders in a general meeting;

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities;

FURTHER THAT the Directors of the Company be hereby authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give effect to this mandate.”

(Resolution 8)

9. To transact any other ordinary business of the Company for which due notice shall have been given.

## NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** the proposed first and final single-tier dividend of 1 sen per ordinary share in respect of the financial year ended 30th June 2024, if approved by shareholders at the forthcoming 30th AGM, will be paid on 15th January 2025 to depositors registered in the Record of Depositors of the Company at the close of business on 27th December 2024.

A depositor shall qualify for entitlement only in respect of: -

- a) Shares transferred into the Depositor’s Securities Account before 4.30 p.m. on 27th December 2024 in respect of ordinary transfers; or
- b) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.





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BY ORDER OF THE BOARD

**Tan Kok Siong (LS0009932)**  
**Tiew Sze Hann (MAICSA 7058007)**  
**Yee Sek Ling (LS0010508)**  
Company Secretaries  
Kuala Lumpur  
30th October 2024

## NOTES:-

(A) *This Agenda item is meant for discussion only as provision of Section 340(1)(a) of the Companies Act, 2016 ("the Act") does not require a formal approval of the shareholders and hence, is not put forward for voting.*

1. *A proxy may but need not be a member of the Company pursuant to Section 334 of the Act.*
2. *A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.*
3. *The Form of Proxy shall be executed under the hand of the appointer or his/her attorney duly authorised in writing or if such an appointer is a corporation, under its common seal or under the hand of its attorney. The Form of Proxy must be duly completed and deposited at Lot 506 & 507A, 5th Floor, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur, Wilayah Persekutuan or submitted via email to agm2024@shh.com.my or lodged electronically via "Boardroom Smart Investor Portal" at <https://investor.boardroomlimited.com>, not less than twenty-four (24) hours before the time set for holding of the 30th AGM or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") requires all resolutions set out in the Notice of the 30th AGM to vote by poll.*
4. *In the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the 30th AGM as his/her proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy, have been duly completed by the member(s).*
5. *Only members registered in the Record of Depositors as at 22nd November 2024 shall be eligible to attend the 30th AGM or appoint a proxy to attend and vote on his/her behalf.*
6. *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.*
7. *As the 30th AGM will be conducted entirely through live streaming from the Broadcast Venue, the members are advised to refer to the Administrative Notes on the registration and voting process for the 30th AGM.*
8. *Approval of Directors' fees and allowances for the financial year ending 30th June 2025. The proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and allowances from 29th November 2024 until the date of next Annual General Meeting ("the said period").*

*The Directors' fees and allowances proposed for the said period are calculated based on the number of scheduled Board and Committee Meetings and assuming that all Directors will hold office until the conclusion of the next Annual General Meeting.*

*In the event the Directors' fees proposed are insufficient (e.g., due to more meetings), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.*

9. *Re-election of Retiring Directors*

*The Nomination Committee ("NC") had assessed the performance and attributes of the Board, Board Committees and individual Directors in respect of their effectiveness and contribution to the Company, based on a set of prescribed criteria.*

*Based on this annual assessment conducted, the NC was of the view that the existing Board and each of its members have the requisite competence and capability to contribute to the needs of the Company and they had sufficiently demonstrated their commitment to the Group in terms of time and participation at meetings during the year under review.*

*Accordingly, the NC recommended to the Board the re-election of the retiring Directors, namely, Dato' Haji Obet Bin Tawil, Lew Khim Khim and Stephen Low Chee Weng at the 30th AGM. Based on the recommendation of the NC, the Board supports the re-election of the retiring Directors at the 30th AGM.*

*The profile of the Directors standing for re-election is set out in the Information on Directors in the Annual Report 2024.*



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## *Explanation Notes on Special Businesses:-*

10. The Ordinary Resolution proposed under Item 7 (**Resolution 7**) is to seek a **renewal of the** general mandate to empower the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot ordinary 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 10% of the total number of issued shares of the Company at any point of time ("10% General Mandate").

**As at the date of this Notice, the Company did not issue any new shares based on the previous mandate obtained at the last AGM.**

This 10% General Mandate, unless revoked or varied at a general meeting, will expire at the next AGM. With this 10% General Mandate, the Company will be able to raise funds for the purpose of funding future investments, working capital and/or acquisitions. The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 10% General Mandate is in the best interest of the Company and its shareholders.

11. The Ordinary Resolution proposed under Item 8 (**Resolution 8**), if passed, will empower the Directors of the Company to purchase Shares in the Company up to an amount not exceeding ten percentum (10%) of the total issued shares of the Company (excluding treasury shares) as they consider would be in the interest of the Company. Further details of the Proposed Share Buy-Back are provided in the Statement to Shareholders dated 30th October 2024.

## **12. Annual Report 2024**

The Annual Report 2024 can be accessed from the website of Bursa Securities at [www.bursamalaysia.com](http://www.bursamalaysia.com). It can also be downloaded from the Company's website at [www.shh.com.my](http://www.shh.com.my). Shareholders who wish to receive the printed Annual Report 2024, please contact Boardroom Share Registrars Sdn Bhd at Tel no. 03-7890 4700 (HelpDesk) or email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com).