



NOTICE IS HEREBY GIVEN that the Fiftieth Annual General Meeting ("AGM") of Grand Hoover Berhad ("GHB" or the "Company") will be held at Courtyard, Space U8, No. 6, Persiaran Pasak Bumi, Taman Bukit Jelutong, Seksyen U8, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 28 December 2021 at 9:00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2021 together with the Reports of the Directors and the Auditors thereon.
[Please refer to Explanatory Note (i)]
- To approve the payment of Directors' fees payable to the Directors up to an aggregate amount of RM86,000 for the financial year ended 30 June 2021.
(Ordinary Resolution 1)
- To approve the payment of Directors' fees and benefits payable to the Directors up to an aggregate amount of RM198,000 for the period from 1 July 2021 until the next AGM of the Company to be paid quarterly in arrears.
(Ordinary Resolution 2)
- To re-elect the following Directors, who are due to retire in accordance with Clause 95 of the Company's Constitution and being eligible, have offered themselves for re-election:
(Ordinary Resolution 3)
(Ordinary Resolution 4)
(Ordinary Resolution 5)
(Ordinary Resolution 6)
(Ordinary Resolution 7)
(Ordinary Resolution 8)
(Ordinary Resolution 9)
(Ordinary Resolution 10)
 - Dato' Abd Rahim Bin Jaafar;
 - Mr. Teo Swee Phin;
 - Dato' Mahamed Bin Hussain;
 - Datuk Ir. Ruslan Bin Abdul Aziz;
 - Dato' Paul Lim Tau Ern;
 - Mr. Teo Swee Leng;
 - Tuan Sr. Hj. Mohd Farid Bin Naim; and
 - Mr. Toh Seng Thong.
- To re-appoint Messrs. Moore Stephens Associates PLT as the Company's Auditors for the ensuing year, and to authorise the Directors to fix their remuneration.
(Ordinary Resolution 11)

AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION**
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016
(Ordinary Resolution 12)
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit, always provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being;
AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities;
AND FURTHER THAT such authority shall commence immediately upon passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."
- ORDINARY RESOLUTION**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE
(Ordinary Resolution 13)
"THAT subject to Bursa Securities Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("the Group") to enter into and to give effect to the category of the recurrent related party transactions of a revenue or trading nature from time to time with the Related Parties as specified in Section 2.5 of the Circular to Shareholders dated 29 October 2021, provided that such 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 which are not more favourable to the Related Parties than those generally available to the public; and
(iv) not detrimental to the minority shareholders of the Company.
(the "Mandate");
AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-
(i) the conclusion of the next AGM of the Company following this AGM at which the Mandate was passed, at which time it will lapse unless, by an ordinary resolution passed at the next AGM, the authority is renewed;
(ii) the expiration of the period within which the next AGM of the Company after that date it 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
(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;
whichever is the earlier;
AND FURTHER THAT the Directors be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate."
- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board of Directors

CHUA SIEW CHUAN (MAICSA 0777689/ SSM PC NO.: 201908002648)
Company Secretary

29 October 2021

NOTES:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 December 2021 shall be eligible to attend, participate, speak and vote at the Meeting or appoint proxy(ies) to attend, participate, speak and vote in his stead.
- A member entitled to attend and vote at the Meeting may appoint more than one (1) proxy to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy to attend, participate, speak and vote at the same Meeting, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the member to attend, participate, speak and vote at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing, or if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof. All resolutions set out in this notice of Meeting are to be voted by poll.

Please refer to the Administrative Guide on the Conduct of a Physical General Meeting available for download at <http://www.hoover.com.my/investor.html> for further details.

Explanatory Notes to Ordinary and Special Business

- Audited Financial Statements for the financial year ended 30 June 2021
This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Payment of Directors' Fees and Benefits
Section 230(1) of the Companies Act 2016 provides, amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company shall be approved at a general meeting.

The Board wishes to seek shareholders' approval at the Fiftieth AGM on the two (2) separate resolutions as below:

- Ordinary Resolution 1 on payment of Directors' fees payable to the Directors of the Company for the financial year ended 30 June 2021; and
- Ordinary Resolution 2 on payment of Directors' fees and benefits, which comprise of meeting allowance payable for attendance of Directors at Board and/or Board Committees' meetings from 1 July 2021 until the next AGM of the Company to be held in the year 2022.

In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged size of the Board of Directors, approval will be sought at the next AGM for additional Directors' fees and benefits to meet the shortfall.

(iii) Ordinary Resolution 12 - Authority to Issue Shares

The Company had been granted a general mandate by its shareholders at the Forty-Ninth AGM held on 24 December 2020 ("Previous Mandate").

As of the date of this Notice, the Company has not issued any new ordinary shares pursuant to the Previous Mandate granted by the shareholders. Hence, no proceeds were raised therefrom.

The Company wishes to renew the mandate on the authority granted to the Directors to issue and allot shares pursuant to the Companies Act 2016 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 ten per centum (10%) of the total number of issued shares of the Company for the time being.

The proposed Ordinary Resolution 12, if passed, will provide flexibility to the Company's Directors to undertake any possible fundraising activities, including but not limited to placement of shares to fund the Company's current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or such other purposes as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

(iv) Ordinary Resolution 13 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 13, if passed, will give a mandate to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, details of which are set out in Section 2.5 of the Circular to Shareholders dated 29 October 2021.

The aforesaid mandate from shareholders is on an annual basis and is subject to renewal at the next AGM of the Company.

The details of the proposal are set out in the Circular to Shareholders dated 29 October 2021.