



AHB HOLDINGS BERHAD

(Company No. 274909-A)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of AHB Holdings Berhad (“**AHB**” or the “**Company**”) will be held at 17 Jalan Industri PBP 11, Pusat Bandar Puchong, 47100 Puchong, Selangor, on Wednesday, 16 July 2014 at 3.00 p.m. or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution, with or without any modifications:

ORDINARY RESOLUTION:

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 106,690,796 NEW ORDINARY SHARES OF RM0.20 EACH IN AHB HOLDINGS BERHAD (“AHB”) (“AHB SHARES”) (“RIGHTS SHARES”) ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) EXISTING AHB SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”), TOGETHER WITH UP TO 71,127,197 FREE DETACHABLE NEW WARRANTS (“NEW WARRANTS”) ON THE BASIS OF TWO (2) NEW WARRANTS FOR EVERY THREE (3) RIGHTS SHARES SUBSCRIBED BY THE ENTITLED SHAREHOLDERS (“PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS”)

“**THAT**, subject to the approvals of all relevant authorities including but not limited to, the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the admission of the New Warrants to the Official List of the Main Market of Bursa Securities and the listing and quotation for the Rights Shares and New Warrants and the new shares in the Company arising from the exercise of the New Warrants, approval be and is hereby given to the Directors of the Company to:-

- (i) provisionally allot and issue by way of renounceable rights issue of up to 106,690,796 Rights Shares at an issue price of RM0.20 per Right Share on the basis of two (2) Rights Share for every one (1) existing AHB Share held on an entitlement date to be determined later by the Board of Directors, together with up to 71,127,197 New Warrants on the basis of two (2) New Warrants for every three (3) Rights Shares subscribed by the Entitled Shareholders;
- (ii) deal with fractional entitlements under the Proposed Rights Issue of Shares with Warrants arising from any reason whatsoever as the Board of Directors may at its absolute discretion deem fit or expedient and in the best interest of the Company;
- (iii) allot the excess Rights Shares in a fair and equitable manner on a basis to be determined by the Board of Directors in its absolute discretion;
- (iv) utilise the proceeds to be derived from the Proposed Rights Issue of Shares with Warrants in the manner as set out in Section 3 of the Circular to Shareholders of AHB dated 1 July 2014 (“**Circular**”) and the Directors of the Company be and are hereby authorised to revise the manner and purpose of utilisation of proceeds as they may deem fit and in the interest of the Company subject (where required) to the approval of the relevant authorities;
- (v) create and issue the New Warrants based on the indicative principal terms as set out in Appendix II of the Circular and the terms and conditions of a deed poll to be executed by the Company constituting the New Warrants (“**Deed Poll**”);
- (vi) allot and issue such further New Warrants as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll;
- (vii) allot and issue new AHB Shares pursuant to the exercise of the New Warrants (including further New Warrants arising from any adjustments under the provisions of the Deed Poll);
- (viii) enter into and execute the Deed Poll constituting the New Warrants and to do all acts, deed and things as they may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll; and
- (ix) repay part of the amount owing by AHB and its subsidiaries companies to Dexx Technologies Sdn Bhd (“**Dexx**”) (a substantial shareholder of the Company) and Yong Yoke Keong (“**YYK**”) (a substantial shareholder who is the Managing Director and Chief Executive Officer of the Company) amounting to approximately RM3.74 million and RM2.62 million, respectively as at 16 June 2014 by utilising part of the proceeds from the Proposed Rights Issue of Shares with Warrants.

THAT, the Rights Shares as well as the new AHB Shares to be issued pursuant to the exercise of the New Warrants shall, upon allotment and issue, rank pari passu in all respects with the existing AHB Shares except that they will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment of the Rights Shares as well as the new AHB Shares to be issued pursuant to the exercise of the New Warrants;

AND THAT, the Directors of the Company be and are hereby empowered and authorised to do all such acts and things, take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings including but not limited to an underwriting agreement for the underwriting of the Proposed Rights Issue of Shares with Warrants with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Rights Issue of Shares with Warrants with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant authority or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company.”

By Order of the Board

WONG WEI FONG (MAICSA 7006751)

Company Secretary

Kuala Lumpur

1 July 2014

Notes:

- (i) For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 61(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 9 July 2014. Only depositor whose name appears on the Record of Depositors as at 9 July 2014 shall be entitled to attend this meeting or appoint proxies to attend and/or votes on his/her behalf.
- (ii) A member shall be entitled to appoint up to a maximum of two (2) proxies to attend and vote in his stead and where a member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the member specified the proportions of his shareholdings to be represented by each proxy.
- (iii) A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (iv) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
- (v) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) Securities Account (“**Omnibus Account**”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- (vi) The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notariably certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company situated at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting i.e. before 3 p.m., Monday, 14 July 2014, or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.