

NOTICE OF TWENTY-FOURTH ANNUAL GENERAL MEETING

AHB HOLDINGS BERHAD

(Company No: 274909-A)

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth (24th) Annual General Meeting ("AGM") of AHB Holdings Berhad ("the Company") will be held at 17, Jalan PBP 11, Pusat Bandar Puchong, 47100 Puchong, Selangor Darul Ehsan on Friday, 25 August 2017 at 10.00 a.m. for the following purposes:-

As Ordinary Business		
1	To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon.	Please refer to Explanatory Note 1
2	To approve the payment of Directors' fees and other benefits payable of up to RM 114,000.00 to the directors of the Company for the financial year ending 31 March 2018;	Ordinary Resolution 1
3	To re-elect Mr. Hee Teck Ming who is retiring pursuant to Article 85 of the Company's Constitution.	Ordinary Resolution 2
4	To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.	Ordinary Resolution 3
As Special Business		
To consider and if thought fit, with or without modifications to pass the following Ordinary Resolutions:-		
5	CONTINUATION OF TERM OF OFFICE AS INDEPENDENT DIRECTOR That approval be and is hereby given to Mr Hee Teck Ming who has served as an Independent Non-Executive Director of the Company for a cumulative term of office of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.	Ordinary Resolution 4
6	AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016 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 Section 75 and 76 of the Act, to allot 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 10% of the total number of issued shares of the Company for the time being 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 FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.	Ordinary Resolution 5
7	To transact any other ordinary business for which due notice have been given.	

BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482)
Chong Voon Wah (MAICSA 7055003)
Company Secretaries

Kuala Lumpur
Date : 31 July 2017

Notes:

- 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 Constitution to issue a General Meeting Record of Depositors as at 18 August 2017. Only depositor whose name appears on the Record of Depositors as at 18 August 2017 shall be entitled to attend this meeting or appoint proxies to attend and/or votes on his/her behalf.
- 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.
- A proxy may but need not be a shareholder of the Company and a shareholder may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the shareholder to speak at the Meeting.
- 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.
- 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.
- The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially 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 10.00 a.m., Wednesday, 23 August 2017, 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.

Explanatory Notes to Ordinary and Special Business:-

- Audited Financial Statements for the financial year ended 31 March 2017**
The Agenda No. 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 4 – Continuation of Term of Office as Independent Director**
The Nomination Committee has assessed the independence of Mr Hee Teck Ming, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-
 - He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would able to function as a check and balance, bring an element of objectivity to the Board;
 - His vast experience in the industry and background would enable him to provide the Board with a diverse set of experience, expertise and independent judgment to better manage and run the Group;
 - He was previously served the Board as Independent Non-Executive Director between the period from year 1996 to 2007 before he left and re-joined the Company in year 2013 until todate, therefore familiar with the Company's business operations; and
 - He has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.
- Ordinary Resolution 5 – Authority to Allot Shares pursuant to Section 75 and 76 of the Companies Act, 2016**
The Proposed Ordinary Resolution 5, if passed, is a renewal of General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.
This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.
The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions.
As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Twenty-Third (23th) Annual General Meeting held on 28 July 2016 and which will lapse at the conclusion of the Twenty-Fourth (24th) Annual General Meeting.