

# Notice of Twenty - Fifth Annual General Meeting

## AHB HOLDINGS BERHAD

(Company No: 274909-A)  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Fifth (25 th) Annual General Meeting ("AGM") of AHB Holdings Berhad ("the Company") will be held at 10, Persiaran KLCC, Level 16, Naza Tower, Platinum Park, 50088 Kuala Lumpur on Tuesday, 4 September 2018 at 10.00 am for the following purposes:-

AS ORDINARY BUSINESS		
1	To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon	Please refer to Explanatory Note 1
2	To approve the payment of Director's fees and other benefits payable of up to RM114,000 to be divided amongst the Directors in such manner as the Directors may determine for the period from 1 April 2018 until the conclusion of the next AGM of the Company.	Ordinary Resolution 1
3	To re-elect Dr Folk Jee Yoong who is retiring pursuant to Article 85 of the Company's Articles of Association.	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 Resolutions:-		
5	<b>CONTINUATION OF TERM OF OFFICE AS INDEPENDENT DIRECTOR</b> 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	<b>AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT, 2016</b> 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	<b>PROPOSE ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY</b> THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 31 July 2018 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.	Special Resolution
8	To transact any other ordinary business for which due notice shall have been given pursuant to the Companies Act, 2016.	

BY ORDER OF THE BOARD

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

Kuala Lumpur  
Dated: 31 July 2018

#### 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 to make available to the Company, a Record of Depositors as at 24 August 2018. Only depositor whose name appears on the Record of Depositors as at 24 August 2018 shall be entitled to attend this meeting or appoint proxies to attend and/or votes on his/her behalf.
- A member entitled to attend and vote is entitled to appoint not more than two (2) proxies to attend, vote and speak instead of him. A proxy may but need not be a member of the Company.
- A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, may appoint 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.
- 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.
- Where a member or authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and 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 appointed for holding the meeting or adjourned meeting i.e. before 10.00 a.m., Sunday, 2 September 2018.

#### Explanatory Notes to Ordinary and Special Business:-

- Audited Financial Statements for the financial year ended 31 March 2018**  
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 be able to function as a check and balance, bringing 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 previously served the Board as an Independent Non-Executive Director between the period from year 1996 to 2007 before he left and re-joined the Company in year 2013 until today, 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, the Company issued 16,003,600 new ordinary shares at issued price of RM 0.30 per share by way of private placement pursuant to the General Mandate granted to the Directors at the 24th Annual General Meeting held on 25 August 2017 and which lapse at the conclusion of the 25th Annual General Meeting.  
(Please refer to page AR 40 of the Annual Report 2018- Additional Compliance Information in respect of the total proceeds raised from previous mandate and the details and status of the utilisation of proceeds as at 31 March 2018.
- Special Resolution**  
**Proposed Adoption of the New Constitution of the Company**  
The proposed Special Resolution, if passed, will align the Company's Constitution with the Companies Act, 2016 which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Securities and the prevailing laws, guidelines or requirements of the relevant authorities, to enhance administrative efficiency and provide greater clarity. Proposed Adoption of a New Constitution of the Company is set out in the Circular to Shareholders dated 31 July 2018.