



## ARK RESOURCES BERHAD

(393342-X)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Nineteenth Annual General Meeting of ARK RESOURCES BERHAD will be held at the Royal Commonwealth Society, No. 4, Jalan Birah, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan on Tuesday, 16 June 2015 at 10.00 a.m. to consider the following business:-

#### As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors thereon.                  | <b>Please see Explanatory Note 1</b>       |
| 2. To re-elect the following Directors who are retiring under Article 83 of the Company's Articles of Association.<br>i) Rashidi Aly Bin Abdul Rais<br>ii) AR Gary Wong Wai Choong | <b>Resolution 1</b><br><b>Resolution 2</b> |
| 3. To approve payment of Directors Fees totaling RM72,000.00 for financial year ending 31 December 2015.   | <b>Resolution 3</b>                        |
| 4. To re-appoint Messrs. Adam & Co as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.                                       | <b>Resolution 4</b>                        |

#### As Special Business

5. To consider and, if thought fit, pass, with or without modifications, the following Ordinary Resolutions:-

##### ORDINARY RESOLUTION 1

**Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965** **Resolution 5**

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital 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 so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

##### ORDINARY RESOLUTION 2

##### Continuing In Office as Independent Non-Executive Director

"THAT authority be and is hereby given to Dato' Rosthman Bin Ibrahim who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years to continue to act as an Independent Non-Executive Director of the Company".

6. To transact any other business of which due notice shall have been given.

By order of the Board

**Cynthia Gloria Louis (MAICSA 7008306)**  
**Chew Mei Ling (MAICSA 7019175)**

Company Secretaries

Kuala Lumpur

21 May 2015

#### Notes:

##### Appointment of Proxy

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote in his stead and such a proxy need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two or more proxies in respect of each securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member 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. The appointment of two or more proxies in respect of each Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at Suite 3A.02, Level 3A, Wisma E&C, No. 2, Lorong Dungun Kiri, Damansara Heights, 50490 Kuala Lumpur not less than forty eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or if the appointer is a corporation, under the Common Seal or the hand of the attorney or an officer of the Corporation so authorized.

##### Members Entitled to Attend

- For purposes of determining a member who shall be entitled to attend the Annual General Meeting, the Company shall be requesting Bursa Depository, in accordance with Article 59(3) of the Company's Articles of Association and Section 34(1) of the Central Depositories Act, to issue a General Meeting Record of Depositors as at 10 June 2015. Only a depositor whose name appears on the General Meeting Record of Depositors as at 10 June 2015 shall be entitled to attend, speak and vote at the said meeting or appoint a proxy(ies) on his/her behalf.

#### Explanatory Notes:-

##### 1. Audited Financial Statements

This Agenda is meant for discussion only as the provisions of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence this Agenda is not put forward for voting.

##### 2. Authority to allot shares under Section 132D (Resolution 5)

The proposed Ordinary Resolution, if passed, will give a renewed mandate to the Directors of the Company, from the date of the forthcoming Annual General Meeting (AGM), to allot and issue ordinary shares from the unissued capital of the Company pursuant to Section 132D of the Companies Act, 1965.

As of the date of the Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 25 June 2014, which will lapse at the conclusion of the forthcoming AGM.

The proposed Ordinary Resolution, if passed, will empower the Directors to issue shares up to an aggregate 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.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares, funding future investment project(s), working capital and/or acquisitions.