

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** THAT an Extraordinary General Meeting ("EGM") of ARK Resources Berhad ("ARK" or the "Company") will be held at Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Friday, 11 May 2018 at 11.30 a.m. or immediately following the conclusion of the Company's Annual General Meeting, which will be held at the same venue on the same day at 11.15 a.m., whichever is later, or at any adjournment thereof (as the case may be), for the purpose of considering and, if thought fit, passing the following resolutions:

**SPECIAL RESOLUTION 1**

**PROPOSED INTERNAL REORGANISATION**

"THAT subject to the sanction of the High Court of Malaya, the approval of the holders of warrants 2011/2021 in ARK ("ARK Warrants"), approval of Bursa Malaysia Securities Berhad ("Bursa Securities") and approval of all other relevant authorities (if any) being obtained, approval be and is hereby given to the board of directors of the Company ("Board") to implement the internal reorganisation by way of a members' scheme of arrangement under Section 366 of the Companies Act 2016 ("the Act") between ARK with its shareholders and ARK Warrant holders, details of which are set out in Section 2 of the Explanatory Statement/Circular to Shareholders dated 12 April 2018, which entails the following proposals:

- (i) Proposed exchange of:
  - (a) all existing ordinary shares in ARK ("ARK Shares") with new ordinary shares in a new investment holding company, ARK Resources Holdings Berhad ("ARK Holdings") ("ARK Holdings Shares") on a one-for-one basis; and
  - (b) all outstanding ARK Warrants with new warrants to be issued by ARK Holdings ("ARK Holdings Warrants") on a one-for-one basis;as at an entitlement date to be determined and announced by the Board ("Proposed Securities Exchange");
- (ii) Proposed transfer of ARK's listing status to ARK Holdings, followed by the admission of ARK Holdings to and withdrawal of ARK from the Official List of Bursa Securities, and the listing of and quotation for the new ARK Holdings Shares and ARK Holdings Warrants on the Main Market of Bursa Securities; and
- (iii) Proposed transfer of ARK's entire shareholdings in its subsidiaries to ARK Holdings. Following the Proposed Securities Exchange, all of ARK's shareholdings in ARK Hartanah Sdn. Bhd. ARK Engineering & Construction Sdn. Bhd. and ARK Development Sdn. Bhd. will be transferred to ARK Holdings. The transfer will be done in the form of a distribution of assets in specie, by way of a reduction in ARK's capital under Sections 116 or 117 of the Act or in any manner the parties deem necessary or expedient;

(collectively referred to as the "Proposed Internal Reorganisation")

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Internal Reorganisation with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, and to Internal Reorganisation deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Internal Reorganisation.

**ORDINARY RESOLUTION 1**

**PROPOSED PRIVATE PLACEMENT OF UP TO 14,602,000 NEW ORDINARY SHARES IN ARK HOLDINGS ("PLACEMENT SHARES") TO INDEPENDENT THIRD PARTY INVESTOR(S) TO BE IDENTIFIED ("PROPOSED PRIVATE PLACEMENT")**

"THAT, subject to the passing of Special Resolution 1 and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company to increase the share capital of ARK Holdings by way of private placement of up to 14,602,000 new ARK Holdings Shares, representing approximately 30% of its issued shares, to independent investor(s) to be identified, in one or several tranches, at an issue price for each tranche to be determined and fixed by the Board, which shall be determined later after all the relevant approvals have been obtained. In any event, the issue price shall not be at a discount of more than 10% from the 5-day volume weighted average market price of ARK Holdings Shares immediately preceding the price-fixing date;

**THAT** such Placement Shares will, upon allotment and issuance, rank equally with the existing ARK Holdings Shares, except that holders of the Placement Shares will not be entitled to any dividends, rights, allotments or other forms of distributions, that may be declared to the shareholders of the Company, which the entitlement date (namely the date as at the close of business on which the shareholders must be registered in order to be entitled to any dividends, rights, allotments or other distributions) is prior to the date of allotment of the Placement Shares;

**AND THAT**, the Board be and is hereby authorised to do all such acts and things that are necessary to give full effect to the Proposed Private Placement with full powers to assent to any conditions, modifications, variations and/or amendments deemed necessary or expedient in the interest of the Company and/or as may be required by the relevant authorities and to take all steps and actions they consider necessary or as may be required to give full effect to and complete the Proposed Private Placement."

**ORDINARY RESOLUTION 2**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF ARK HOLDINGS AND ITS SUBSIDIARIES (EXCLUDING ITS DORMANT SUBSIDIARIES) ("PROPOSED ESOS")**

"THAT, subject to the passing of Special Resolution 1 and the approvals of all relevant authorities (if any), the approval be and is hereby given for the Company to:

- (a) establish, implement and administer the employees' share option scheme of up to 15% of the total issued share capital of ARK Holdings for the benefit of all eligible employees and directors of ARK Holdings and all its subsidiaries (excluding its dormant subsidiaries) ("ARK Holdings Group") ("Eligible Employees"), in accordance with the provisions of the By-Laws of the Proposed ESOS as set out in **Appendix III ("By-Laws")** of the Explanatory Statement/Circular, under which, the options will be granted to such Eligible Employees to subscribe for new ARK Holdings Shares ("Options").  
Any new ARK Holdings Shares to be allotted and issued upon any exercise of the Options granted under the Proposed ESOS will, upon such allotment, issuance and full payment, rank equally in all respects with the then existing issued ARK Holdings Shares except that the new ARK Holdings Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date (namely the date as at the close of business on which the names of shareholders must appear on the Record of Depositors, in order to be entitled to such dividends, rights, allotments and/or other distributions) of which is prior to the date of allotment and issuance of the new ARK Holdings Shares and will be subject to all the provisions of the Constitution of ARK Holdings relating to transfer, transmission and otherwise of the ARK Holdings Shares;
- (b) amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or any committee of the Proposed ESOS established or appointed by it provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to the modifications and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;
- (c) allot and issue and/or procure from time to time such a number of new ARK Holdings Shares as may be required to be issued pursuant to the exercise of the Options under the Proposed ESOS provided that the aggregate number of new ARK Holdings Shares to be offered pursuant to the Proposed ESOS and any other schemes involving new issuance of ARK Holdings Shares to be implemented by ARK Holdings shall not at any point in time in aggregate exceed 15% of the total issued share capital of the Company (excluding treasury shares) that may be permitted by Bursa Securities or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS; and
- (d) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws.

**AND THAT** the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

**AND FURTHER THAT** the proposed draft By-Laws of the Proposed ESOS, as set out in **Appendix III** of the Explanatory Statement/Circular, be and is hereby approved."

**ORDINARY RESOLUTION 3**

**PROPOSED GRANTING OF ESOS OPTIONS TO DATO' MOHD SALLEH BIN YEOP ABD RAHMAN**

"THAT, contingent upon the passing of Special Resolution 1 and Ordinary Resolution 2 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dato' Mohd Salleh Bin Yeop Abd Rahman, being the Non-Independent Non-Executive Chairman of the Company, Options to subscribe for such number of ordinary shares of ARK Holdings under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new ordinary shares of ARK Holdings available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of ARK Holdings;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 4**

**PROPOSED GRANTING OF ESOS OPTIONS TO RASHIDI ALY BIN ABDUL RAIS**

"THAT, contingent upon the passing of Special Resolution 1 and Ordinary Resolution 2 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Rashidi Aly Bin Abdul Rais, being the Group Managing Director of the Company, Options to subscribe for such number of ordinary shares of ARK Holdings under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new ordinary shares of ARK Holdings available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of ARK Holdings;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 5**

**PROPOSED GRANTING OF ESOS OPTIONS TO DATO' MOHAMAD ZEKRI BIN DATO' HAJI IBRAHIM**

"THAT, contingent upon the passing of Special Resolution 1 and Ordinary Resolution 2 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Dato' Mohamad Zekri Bin Dato' Haji Ibrahim, being the Executive Director of the Company, Options to subscribe for such number of ordinary shares of ARK Holdings under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new ordinary shares of ARK Holdings available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of ARK Holdings;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 6**

**PROPOSED GRANTING OF ESOS OPTIONS TO TUNKU AZLAN BIN TUNKU AZIZ**

"THAT, contingent upon the passing of Special Resolution 1 and Ordinary Resolution 2 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Tunku Azlan Bin Tunku Aziz, being Senior Independent Non-Executive Director of the Company, Options to subscribe for such number of ordinary shares of ARK Holdings under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new ordinary shares of ARK Holdings available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of ARK Holdings;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 7**

**PROPOSED GRANTING OF ESOS OPTIONS TO DATUK HAJI LIAKAT ALI BIN MOHAMED ALI**

"THAT, contingent upon the passing of Special Resolution 1 and Ordinary Resolution 2 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datuk Haji Liakat Ali Bin Mohamed Ali, being the Independent Non-Executive Director of the Company, Options to subscribe for such number of ordinary shares of ARK Holdings under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new ordinary shares of ARK Holdings available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of ARK Holdings;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**ORDINARY RESOLUTION 8**

**PROPOSED GRANTING OF ESOS OPTIONS TO TAN WOOL CHUON**

"THAT, contingent upon the passing of Special Resolution 1 and Ordinary Resolution 2 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Tan Wool Chuon, being the Independent Non-Executive Director of the Company, Options to subscribe for such number of ordinary shares of ARK Holdings under the Proposed ESOS **PROVIDED THAT** not more than 10% of the new ordinary shares of ARK Holdings available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him/her, holds 20% or more of the issued share capital of ARK Holdings;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS."

**BY ORDER OF THE BOARD OF ARK RESOURCES BERHAD**

Chew Siew Cheng (MAICSA 7019191)  
Lim Choo Tan (LS 0008888)  
Company Secretaries  
Penang  
12 April 2018

**Notes:**

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (but not more than 2) to attend, participate, speak and vote instead of him. A member can appoint any person as his proxy. Where a member appoints 2 proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- (2) 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 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 2 or more proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (3) 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. The appointment of 2 or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (4) The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- (5) The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than 48 hours before the time appointed for holding the meeting.
- (6) Depositors whose names appear in the Record of Depositors as at 7 May 2018 shall be entitled to attend and vote at the Meeting, or appoint a proxy to attend, participate, speak and vote on his behalf.
- (7) Those proxy forms which are indicated with "i" in the spaces provided to show how the votes are to be cast will also be accepted.