



ARK RESOURCES BERHAD

(393342-X)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at Sime Darby Convention Centre of 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan on Friday, 11 May 2018 at 11.15 a.m. for the following purposes:-

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**

As Ordinary Business

2. To re-elect Tunku Azlan Bin Tunku Aziz retiring under the provision of Article 83 of the Articles of Association of the Company, and who, being eligible, has offered himself for re-election. **Ordinary Resolution 1**
3. To re-elect Dato' Mohamad Zekri Bin Dato' Haji Ibrahim retiring under the provision of Article 90 of the Articles of Association of the Company, and who, being eligible, has offered himself for re-election. **Ordinary Resolution 2**
4. To re-elect Tan Wooi Chuon retiring under the provision of Article 90 of the Articles of Association of the Company, and who, being eligible, has offered himself for re-election. **Ordinary Resolution 3**
5. To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

As Special Business

To consider and if thought fit, to pass with or without modifications the following resolutions:-

6. To approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 of up to RM250,000 from 31 January 2017 until the next Annual General Meeting of the Company. **Ordinary Resolution 5**
7. **Authority to Issue Shares** **Ordinary Resolution 6**
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such authority shall be necessary, the Board of Directors be and is hereby authorised to issue and allot shares in the Company from time to time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued shall not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, and that the Board of Directors be and is also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities."
8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

Chew Siew Cheng (MAICSA 7019191)

Lim Choo Tan (LS 0008888)

Company Secretaries

Date: 12 April 2018

Penang

Note A

This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (but not more than two) to attend, participate, speak and vote instead of him. A member can appoint any person as his proxy. Where a member appoints two proxies to attend the same meeting, the member shall specify the proportion of his shareholdings 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 two (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 two (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 "✓" in the spaces provided to show how the votes are to be cast will also be accepted.

Explanatory Notes on Special Business

(i) To approve the payment of Directors' benefits

The proposed Ordinary Resolution 5, if passed, will authorise the payment of the Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 of up to RM250,000 from 31 January 2017 until the next Annual General Meeting of the Company.

(ii) Authority to Issue Shares

This general mandate for issue of shares ("the Mandate") was sought for in the preceding year and the Board did not carry out the Mandate since the last Annual General Meeting ("AGM") of the Company until the latest practicable date before the printing of this Annual Report. As the Mandate will expire on 11 May 2018, the Board is desirous of seeking a fresh general mandate at the forthcoming AGM.

The Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placing of shares, for the purpose of funding further investment project(s), working capital and/or acquisition.

This proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares (excluding treasury shares) 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 will, unless revoked or varied by the Company in general meeting, expire at the next Annual General Meeting of the Company.