



# AHB HOLDINGS BERHAD

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HERBY GIVEN** that an Extraordinary General Meeting of AHB Holdings Berhad ("AHB" or "Company") will be held at 10, Persiaran KLCC, Level 16, Naza Tower, Platinum Park, 50088 Kuala Lumpur on Tuesday, 4 September 2018 at 10.30 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the Twenty-Fifth (25th) Annual General Meeting of AHB which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

### ORDINARY RESOLUTION 1

**PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME ("SIS") OF UP TO 15% OF THE TOTAL NUMBER OF NEW ORDINARY SHARES IN AHB ("AHB SHARES") (EXCLUDING ANY TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE SIS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF AHB AND ITS NON-DORMANT SUBSIDIARIES ("PROPOSED SIS")**

"THAT, subject to the approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given for the Company to:

- establish and administer the Proposed SIS which involves the granting of options ("SIS Options") to all eligible employees of the Company and its subsidiaries ("AHB Group" or "the Group") including Directors of the Group (excluding AHB's subsidiaries which are dormant) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the By-Laws, a draft of which is set out in Appendix I of the circular to shareholders dated 8 August 2018 ("Circular") ("By-Laws");
- allot and issue such number of new AHB Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed SIS while this approval is in force provided that the aggregate number of AHB Shares to be allotted and issued shall not exceed 15% of the total number of issued AHB Shares (excluding any treasury shares) at any one time throughout the duration of the Proposed SIS;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new AHB Shares which may from time to time be allotted and issued pursuant to the Proposed SIS. Such new AHB Shares to be issued upon exercise of the SIS Options ("SIS Shares") shall, upon allotment, issuance and full payment, rank *pari passu* in all respects with the then existing AHB Shares, save and except that the SIS Shares will not be entitled to any dividends, rights, allotments or any other distributions that may be declared, made or paid, the entitlement date of which precedes the date of allotment of such SIS Shares and will be subject to all the provisions of the Constitution of the Company (previously known as Memorandum and Articles of Association) (including those relating to transfer and transmission);
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS; and
- extend the duration of the Proposed SIS for a maximum period of an additional 5 years (the duration of the Proposed SIS would then be for a total period of 10 years from the effective date of the Proposed SIS), if the Board deems fit;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

### ORDINARY RESOLUTION 2

**PROPOSED GRANTING OF SIS OPTIONS TO YONG YOKE KEONG**

"THAT subject to the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Yong Yoke Keong, being the Managing Director and Chief Executive Officer of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued AHB Shares (excluding any treasury shares), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares to Yong Yoke Keong pursuant to the exercise of such options under the Proposed SIS."

### ORDINARY RESOLUTION 3

**PROPOSED GRANTING OF SIS OPTIONS TO DR. FOLK JEE YOONG**

"THAT subject to the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dr. Folk Jee Yoong, being the Independent Non-Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued AHB Shares (excluding any treasury shares), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares to Dr. Folk Jee Yoong pursuant to the exercise of such options under the Proposed SIS."

### ORDINARY RESOLUTION 4

**PROPOSED GRANTING OF SIS OPTIONS TO HEE TECK MING**

"THAT subject to the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Hee Teck Ming, being the Independent Non-Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued AHB shares (excluding treasury shares), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares to Hee Teck Ming pursuant to the exercise of such options under the Proposed SIS."

### ORDINARY RESOLUTION 5

**PROPOSED GRANTING OF SIS OPTIONS TO AR. VINCENT LEE KON KEONG**

"THAT subject to the passing of Ordinary Resolution 1 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ar. Vincent Lee Kon Keong, being the Independent Non-Executive Director of the Company, options to subscribe for such number of SIS Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued AHB Shares of the Company (excluding any treasury shares), does not exceed 10% of the SIS Shares, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of SIS Shares to Ar. Vincent Lee Kon Keong pursuant to the exercise of such options under the Proposed SIS."

### By Order of the Board

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

Company Secretaries  
Kuala Lumpur

Date: 8 August 2018

### Notes:

- A member whose name appears in the Record of Depositors as at 24 August 2018 shall be entitled to attend and vote at the meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. A proxy may but need not be a member of the Company.
- Where a member appoints two (2) or more proxies, the appointment shall be invalid unless the proportions of the shareholdings to be represented by each proxy are specified.
- The Form of Proxy shall be signed by the appointor or his/her attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, Boardroom Corporate Services (KL) Sdn Bhd at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for the meeting or any adjournment thereof.
- Where a member of the Company is an authorised nominee as defined under the 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 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.