

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of APB Resources Berhad (“the Company”) will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 27 February 2019 at 10.00 a.m. to transact the following businesses:

Ordinary Business

- 1 To receive the Audited Financial Statements of the Company for the year ended 30 September 2018 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 5
- 2 To approve payment of Directors’ fees for the year ended 30 September 2018. Resolution 1
- 3 To re-elect the following Directors who are retiring in accordance with Article 84 of the Company’s Constitution:

(a) Ms. Mak Fong Ching Resolution 2
(b) Mr. Yap Kow @ Yap Kim Fah Resolution 3
- 4 To re-appoint Baker Tilly Monteiro Heng, having consented to act, as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. Resolution 4

Special Business

- 5 **Proposed Renewal of Shareholders’ Mandate for Existing Recurrent Related Party Transactions** Resolution 5

To consider and, if thought fit, to pass the following Ordinary Resolution:

“THAT the Company and /or its subsidiaries (the “Group”) be hereby authorized to enter into recurrent related party transactions of a revenue or trading nature as specified in Section XX of the Circular to Shareholders dated 29 January 2019, provided that such arrangements and/or transactions which are necessary for the Group’s day-to-day operations are undertaken in the ordinary course of business of the Group on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company AND THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which such mandate is passed at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or

- (b) the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

AND FURTHER THAT the Directors of the Company and its subsidiaries be hereby authorized to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Proposed Renewal of Shareholders' Mandate."

6

Proposed Renewable of Authority to the Company to Purchase its Own Shares

Resolution 6

To consider and, if thought fit, to pass the following Ordinary Resolution:

"THAT subject to the Companies Act 2016, the Company's Constitution, the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad (the "Bursa") and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant authorities, the Company be and is hereby authorized to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time on the market of the Bursa upon such terms and conditions as the Directors may deem fit in the interest of the Company PROVIDED THAT:

- (a) the aggregate number of ordinary shares in the Company (the "Company's Shares") which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company at any point of time;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing the Company's Shares shall not exceed the Company's audited retained profits at any point of time;
- (c) the authority conferred by this resolution of the Company shall commence immediately upon passing of this resolution until:
 - (i) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which such mandate is passed at which time it will lapse, unless by a resolution passed at such general meeting whereby the authority is renewed; or

- (ii) the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier; and

upon completion of the purchase(s) of the Company's Shares by the Company, the Directors of the Company be and are hereby authorized to cancel the Company's Shares so purchased or to retain the Company's Shares so purchased as treasury shares (of which may be distributed as dividends to shareholders and/or resold on the Bursa and/or subsequently cancelled), or to retain part of the Company's Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Companies Act 2016, the Main Market Listing Requirements of the Bursa and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorized and empowered to do all acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to implement, finalize or to effect the purchase(s) of the Company's Shares with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities."

7 **Retention of Independent Non-Executive Director**
Ms. Mak Fong Ching

Resolution 7

To consider and, if thought fit, to pass the following Ordinary Resolution:

"THAT pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance 2017, Ms. Mak Fong Ching who has served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be and is hereby retained as the Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."

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

BY ORDER OF THE BOARD

CHEOK KIM CHEE
MACS 00139
Secretary
Kuala Lumpur
29 January 2019

Notes to the Notice of Seventeenth Annual General Meeting:

1 A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may but need not be a member of the Company and/or a qualified legal practitioner, an approved company auditor or a person approved by the Registrar. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.

2 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, under the corporation's common seal or under the hand of an officer or attorney duly authorized.

3 The instrument appointing a proxy must be deposited at Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

4 Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.

5 Agenda 1

Agenda 1 is to table the Audited Financial Statements pursuant to the provision of Section 340(1)(a) of the Companies Act 2016 for discussion only. They do not require a formal approval and/or adoption by the shareholders of the Company and hence, will not put forward for voting.

6 Proposed ordinary resolution 1

Proposed ordinary resolution 1 is to approve the Directors' fees. Section 230(1) of the Companies Act 2016 provides that the fees payable to the directors of a public company; or of a listed company and its subsidiaries shall be approved at a general meeting.

7 Proposed Ordinary Resolution 2 and 3

The Nominating Committee of the Company has assessed the performance and contribution of Miss Mak Fong Ching and Mr. Yap Kow @ Yap Kim Fah and recommended for their re-appointment. The Board has endorsed the Nominating Committee's recommendation that they be re-appointed as Directors of the Company.

8 Proposed Ordinary Resolution 4

The Audit Committee undertook an annual assessment of the suitability and independence of Baker Tilly Monteiro Heng, the Independent Auditors. In the assessment, the Audit Committee considered several factors including the following:

- (a) their performance and quality of work;
- (b) experience and competency of professional staff assigned to the audit;
- (c) adequacy of resources;
- (d) independence
- (e) level of non-audit services rendered to the Group

The Audit Committee is satisfied with the suitability of Baker Tilly Monteiro Heng in term of quality of audit, performance, competency, sufficiency of resources and independence and recommend to the Board to seek the approval of the shareholders at the forthcoming Seventeenth Annual General Meeting. The Board approved the Audit Committee's recommendation.

Explanatory notes on Special Business:-

9 **Ordinary Resolution 5 - Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions**

Please refer to the Circular to Shareholders dated 29 January 2019.

10 **Ordinary Resolution 6 - Proposed Renewable of Authority to the Company to Purchase its Own Shares**

Please refer to the Circular to Shareholders dated 29 January 2019.

11 **Ordinary Resolution 6 - Retention of Independent Non-Executive Directors, Ms. Mak Fong Ching**

The proposed Ordinary Resolution 6, if passed, will enable Ms. Mak Fong Ching to continue in office as Independent Non-Executive Director of the Company.

Practice 4.2 of the Malaysian Code on Corporate Governance 2017 ("MCCG 2017") provides that approval of shareholders be sought in the event that the Company would like an independent director who has served in that capacity for more than twelve (12) years to continue in office as an independent director.

The Company shall use the two-tier voting process in seeking shareholders' approval.

The Board recognises that independence should not be determine solely based on tenure of service. There are significant advantages to be gained from the long-servicing director who possesses tremendous insight and knowledge of the Group's business operations and affairs. The ability of a director to serve effectively as an independent non-executive director is very much depend on his or her calibre, qualification, experience, personal qualities, integrity and objectivity in discharging his or her responsibilities in the best interest of Company and the minority shareholders.

The Nominating Committee and the Board has assessed the performance and independence of Ms. Mak Fong Ching, who had served the Board as Independent Non-Executive Director for more than twelve (12) years and determined that she remain objective and continue to bring independence and of objective judgement, based on the following justifications:

- (i) She met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and is able to bring independent and objective judgement to the Board.
- (ii) She has been with the Company for fourteenth (14) years and understands the Group's business operations which enable her to participate actively in deliberations/discussions at the Audit Committee, Nominating Committee, Remuneration Committee and Board Meetings.
- (iii) She has contributed sufficient time and efforts in her capacity as Independent Non-Executive Director. She has attended all the meetings of the Audit Committee, Nominating Committee, Remuneration Committee and Board of Directors for informed and balanced decision making and providing an independent voice to the Board.
- (iv) She challenge Management in an effective and constructive manner, providing a check and balance, and bringing independent and objective judgement to the Board deliberation. Perform her duties as Independent Non-Executive Director without being subject to influence of Management.
- (v) She has exercised due care during her tenure as the Independent Non-Executive Director and carried out her professional duty in the best interest of the Group and its shareholders.

- (vi) She is free from any conflict of interest with the Company and has not hold any shares in the Company.

- (vii) She has not established or maintained any significant personal or social relationship, whether direct or indirect with the executive directors or substantial shareholders and/or persons connected with them other than the normal engagements and interactions on professional level consistent with her duties and expected of her to carry out her duties as Independent Non-Executive Director.

Members Entitled to Attend Seventeenth Annual General Meeting

For the purpose of determining a member who shall be entitled to attend and vote at the forthcoming Seventeenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 20 February 2019. Only a depositor whose name appears on the Record of Depositors as at 20 February 2019 shall be entitled to attend and vote at the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Annual Report 2018

The Company issues to shareholders its Annual Report 2018 in CD-ROM. A full version of the Annual Report in print form shall be provided to shareholders within four (4) market days from the date of receipt of the written request. Shareholders who wish to receive the full version of the Annual Report 2018 in printed form kindly send the duly completed form to the Company's Share Registrar at Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan.

Voting

Voting at the forthcoming Seventeenth Annual General Meeting of the Company will be conducted by poll. Poll Administrator and Independent Scrutineer will be appointed respectively to conduct polling voting process and to verify the results of the poll.

Registration

Registration of members/proxies attending the meeting will start from 8.30 a.m. and shall remain open until 10.00 a.m. on the day of the Meeting. At the close thereof, no person will be allowed to register for the Meeting nor enter the Meeting venue. Members/proxies are required to produce identification documents for registration.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the forthcoming Seventeenth Annual General Meeting and/or any adjournment thereof, a member of the Company:

- 1 consent to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");

- 2 warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents) the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and

- 3 agrees that the member will indemnify the Company in respect of any penalties, claims, demands, losses and damages as a result of the member's breach of warranty.