



## ARK RESOURCES HOLDINGS BERHAD

(1241190-V)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting of the Company will be held at Room 1, Level 1, Vistana Hotel, 213 Jalan Bukit Gambir, 11950 Bukit Jambul, Penang on Thursday, 30 May 2019 at 1.15 pm for the following purposes:-

#### AGENDA

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **Please refer to Note A**

#### As Ordinary Business

2. To re-elect Mr Rashidi Aly Bin Abdul Rais retiring under the provision of Clause 85 of the Constitution of the Company, and who, being eligible, has offered himself for re-election. **Ordinary Resolution 1**
3. To re-elect Dato' Bong Yong Chuan retiring under the provision of Clause 92 of the Constitution of the Company, and who, being eligible, has offered himself for re-election. **Ordinary Resolution 2**
4. To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**

#### As Special Business

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

5. To approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 of up to RM250,000 from 29 June 2018 until the next Annual General Meeting of the Company. **Ordinary Resolution 4**

#### 6. Authority to Issue Shares

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and the Constitution of the Company and subject to 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."

**Ordinary Resolution 5**

#### 7. Proposed Alteration of the Existing Constitution by replacing with a New Constitution ("Proposed Alteration")

**Special Resolution 1**

"THAT the existing Constitution of the Company be hereby altered by replacing with a new Constitution attached hereto as Annexure A with effect from the date of passing this special resolution.

THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."

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: 30 April 2019

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 proxy may but need not be a Member of the Company nor an advocate, an approved company auditor or a person approved by the Registrar of Companies. Section 334 of the Act shall not apply to the Company.
2. To be valid, this proxy form duly completed must 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 of holding the meeting.
3. A Member shall be entitled to appoint more than one proxy to attend, speak and vote at the same meeting.
4. Where a Member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
5. If the appointer is a corporation, this proxy form must be executed under its common seal or under the hand of its attorney duly authorised.
6. Where a Member is an authorised nominee, it may appoint at least one proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
7. 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.
8. 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.
9. 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.
10. Depositors whose names appear in the Record of Depositors as at 23 May 2019 shall be entitled to attend and vote at the meeting, or appoint a proxy to attend, participate, speak and vote on his behalf.
11. 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 4, 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 29 June 2018 until the next Annual General Meeting of the Company.

##### (ii) Authority to Issue Shares

The Mandate will provide flexibility to the Company for any possible fundraising 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 5, 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.

##### (iii) Special Resolution 1 - Proposed Alteration of the Existing Constitution by replacing with a New Constitution ("Proposed Alteration")

This proposed Special Resolution, if passed, will enable the Company to alter its existing Constitution by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other provisions of laws and regulations that are applicable to the Company.

For further information on the Proposed Alteration, please refer to the Annexure A enclosed together with this Notice of Annual General Meeting of the Company dated 30 April 2019.