

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting ("AGM") of APB Resources Berhad ("the Company") will be conducted fully virtual through live streaming from the Broadcast Venue at Lot 9-11 Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur on Thursday, 25 February 2021 at 2.30 p.m. to transact the following businesses:

Ordinary Business

- 1 To receive the Audited Financial Statements of the Company for the year ended 30 September 2020 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note 10
- 2 To approve payment of Directors' fees for the year ended 30 September 2020. Resolution 1
- 3 To re-elect Mr. Tan Teng Khuan, the Director who retires in accordance with Article 119 of the Company's Constitution and, being eligible, offers himself for re-election. Resolution 2
- 4 To re-elect Datuk Yap Kau @ Yap Yeow Ho, the Director who retires in accordance with Article 119 of the Company's Constitution and, being eligible, offers himself for re-election. Resolution 3
- 5 To re-elect Ms. Lim Kwee Yong, the Director who retires in accordance with Article 123 of the Company's Constitution and, being eligible, offer herself for re-election. Resolution 4
- 6 To re-appoint Baker Tilly Monteiro Heng PLT 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 5

Special Businesses

- 7 **Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions** Resolution 6
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 2.4 of the Circular to Shareholders dated 27 January 2021, 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."

- 8 **Proposed Renewable of Authority to the Company to Purchase its Own Shares** Resolution 7
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") or any other regulatory authorities and all other prevailing laws, rules, regulations and orders issued and/or amended from time to time by the relevant authorities, the Directors 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 as treasury shares shall not exceed ten percent (10%) of the total issued and paid-up share capital of the Company for the time being;
(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 total audited retained profits at the time of the said purchase(s).
(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

AND THAT 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 deal with the shares purchased in their absolute discretion in the following manner:

- (i) cancel the Company's Shares so purchased and/or
- (ii) retain the Company's Shares so purchased as treasury shares for distribution as dividend to the shareholders or resell on the market of Bursa and/or
- (iii) retain part of the Company's Shares so purchased as treasury shares and cancel the remainder and/or
- (iv) in any other manner as prescribed by the Companies Act 2016, the Bursa Main Market Listing Requirements 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."

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

BY ORDER OF THE BOARD

CHEOK KIM CHEE
MACS 00139
SSM PC No. 201908001023
Secretary
Kuala Lumpur
27 January 2021

Notes to the Notice of Nineteenth Annual General Meeting:

- 1 The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia which require the Chairman of the meeting to be present at the main venue of the meeting.
- 2 Members/proxies/corporate representatives WILL NOT BE ALLOWED to attend the Nineteenth AGM in person at the Broadcast Venue on the day of the meeting.
- 3 Members are to attend, speak (including posing questions to the Board via real time submission of typed text(s) and vote (collectively, "participate") remotely at the Nineteenth AGM via the Remote Participation and Voting Facilities ("RPV") provided by Dvote Services Sdn. Bhd. via its Online website at <https://Dvote.my> Please follow the procedures for RPV provided in the Administrative Guide for the Nineteenth AGM.
- 4 The instrument appointing a proxy must be deposited to the Company's Poll Administrator, Dvote Services Sdn. Bhd. at Lot 9-7, Menara Sentral Vista, No. 150 Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.
- 5 A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy may but need not be a member of the Company. There shall be no restriction as 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.
- 6 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.
- 7 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.
- 8 A member who has appointed a proxy or attorney or corporate representative to attend and vote at this AGM must request his/her proxy or attorney or corporate representative to register himself/herself for RPV at Dvote Online website at <https://Dvote.my> Please follow procedures for RPV in the Administrative Guide of this AGM.
- 9 Last date and time for lodging proxy form is Tuesday, 23 February 2021 at 2.30 p.m.

- 10 **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.
- 11 **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.
- 12 **Proposed Ordinary Resolution 2, 3 and 4**
The Nominating Committee of the Company has assessed the performance and contribution of Mr. Tan Teng Khuan, Datuk Yap Kau @ Yap Yeow Ho and Ms. Lim Kwee Yong and recommended for their re-appointment. The Board has endorsed the Nominating Committee's recommendation that they be re-appoint as Directors of the Company.
- 13 **Proposed Ordinary Resolution 5**
The Audit Committee undertook an annual assessment of the suitability and independence of Baker Tilly Monteiro Heng PLT, 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 PLT 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 Nineteenth Annual General Meeting. The Board approved the Audit Committee's recommendation.

Explanatory notes on Special Business:-

- 14 **Ordinary Resolution 6 - Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature**
Please refer to the Circular to Shareholders dated 27 January 2021.
- 15 **Ordinary Resolution 7 - Proposed Renewable of Authority to the Company to Purchase its Own Shares**
Please refer to the Circular to Shareholders dated 27 January 2021.

Members Entitled to Attend Nineteenth Annual General Meeting

For the purpose of determining a member who shall be entitled to attend and vote at the forthcoming Nineteenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 17 February 2021. Only a depositor whose name appears on the Record of Depositors as at 17 February 2021 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 2020

The Annual Report 2020 is available on the Company's website at www.apb-resources.com and able to view from the Bursa Malaysia Securities Berhad's website at www.bursamalaysia.com.

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 2020 in printed form kindly send the duly completed form to the Company's Share Registrar at Boardroom Share Registrars Sdn. Bhd., 11th Floor, Menara Symphony, No.5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.

Voting

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of a poll. Poll Administrator and Independent Scrutineer will be appointed respectively to conduct polling voting process and to verify the results of the poll.

Personal Data Privacy

By submitting an instrument appointing a proxy/proxies and/or representative(s) to attend, speak and vote at the forthcoming Nineteenth 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/proxies and/or representative(s) to the Company (or its agents) the member has obtained the prior consent of such proxy/proxies and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy/proxies 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.



RESOURCES

APB RESOURCES BERHAD

Registration No. 200101029080 (564383-V)

Incorporated in Malaysia

**ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL
NINETEENTH (19TH) ANNUAL GENERAL MEETING**

Date	:	Thursday, 25 February 2021
Time	:	2.30 p.m.
Broadcast Venue	:	Lot 9-11 Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur.
Meeting Platform	:	Dvote Online website at https://Dvote.my
Depository of Form of Proxy	:	Dvote Services Sdn. Bhd. Lot 9-7 Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur.

MODE OF MEETING

Due to the unprecedented circumstances arising from the measures that have been implemented nationally to limit the spread of the COVID-19, and in particular, the Government of Malaysia's official guidance for practising social distancing, the 19th Annual General Meeting ("**19th AGM**") will be conducted on a fully virtual basis through live streaming from the Broadcast Venue and online remote voting using the Remote Participation and Voting ("**RPV**") Facilities (collectively referred hereinafter as "**Virtual 19th AGM**").

The above decision is made pursuant to Section 327 of the Companies Act 2016 and Article 61 of the Constitution of the Company.

In line with the Malaysian Code on Corporate Governance Practice 12.3, conducting a Virtual 19th AGM would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the Virtual 19th AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 19th Virtual AGM.

BROADCAST VENUE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires that the Chairman of the meeting to be present at the main venue. Shareholders or proxies are **not allowed** to be physically present at the Broadcast Venue as the venue is only meant to facilitate the conduct of the Virtual 19th AGM. Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the **Record of Depositors as at 17 February 2021** (General Meeting Record of Depositors) shall be eligible to participate the Virtual 19th AGM or appoint proxy/proxies to participate and/or vote on his/her behalf.

FORM(S) OF PROXY

Shareholders who are unable to participate in our Virtual 19th AGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy.

Please take note that you must complete the Form of Proxy for the Virtual 19th AGM should you wish to appoint a proxy/proxies.

Please deposit your Original Form of Proxy at the Company's Poll Administrator, Dvote Services Sdn. Bhd. at Lot 9-7 Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

Administrative Guide for the Fully Virtual Nineteenth (19th) Annual General Meeting

(cont'd)

VOTING PROCEDURE

The voting at the Virtual 19th AGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Company has appointed Dvote Services Sdn. Bhd. ("**Dvote**") as Poll Administrator to conduct the poll by way of electronic voting or online remote voting ("**e-voting**").

Kindly refer to item (2) below of the Procedures for RPV Facilities for guidance on how to vote remotely from Dvote Online website at <https://Dvote.my>.

During the Virtual 19th AGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chairman of the Meeting calls for the poll to be opened and until such time when the Chairman of the Meeting announces the closure of the poll.

For the purposes of the Virtual 19th AGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

Upon the conclusion of the poll session, the Scrutineers will verify the poll results followed by the declaration by the Chairman of the Meeting whether the resolutions put to vote were successfully carried or not.

Kindly follow the steps below on how to register, request for login ID and password:-

1 REMOTE PARTICIPATION AND E-VOTING FACILITIES

Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "**Participate**") remotely at the Virtual 19th AGM using RPV Facilities provided by Dvote via its **Dvote Online** website at <https://Dvote.my>. Please refer to Procedure for RPV Facilities.

2 PROCEDURES FOR RPV FACILITIES

Member(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate in the Virtual 19th AGM remotely using the RPV Facilities are to follow the requirements and procedures as summarized below:

BEFORE MEETING DAY

A. USER REGISTRATION

	Procedure	Action
(a)	Sign-up as a user with Dvote Online	<p><i>Note:</i> <i>If you are already an user with Dvote Online, you are not required to sign-up again. You may proceed to sign-in using your email address and password.</i></p> <ul style="list-style-type: none">• Access the website at https://Dvote.my.• Click on [Sign up] to register as a new user with Dvote Online.• Complete registration and up load soft copy of Malaysia Identification Card (front and back) or passport (foreigner(s)). <p>You will be notified via email once your user registration is accepted/rejected by Dvote Online.</p>

**Administrative Guide for the Fully Virtual
Nineteenth (19th) Annual General Meeting**
(cont'd)

VOTING PROCEDURE (continued)

2 PROCEDURES FOR RPV FACILITIES (continued)

BEFORE MEETING DAY (continued)

A. USER REGISTRATION (continued)

	Procedure	Action
(b)	Register Meeting with Dvote Online	<ul style="list-style-type: none"> • Registration for Remote Participation will remain open from 18 February 2021 until the commencement of the polling during the Virtual 19th AGM. • Log in to https://Dvote.my/user-login with your user ID (i.e.: email address) and password. • Select event: APB RESOURCES BERHAD – 19th Annual General Meeting and click [Register]. • You will receive an email notifying on your registration for the remote participation and verification. • Once your registration has been verified against the Record of Depositors as at 17 February 2021 you will be notified via email whether your request for remote participation is approved/rejected. • If approved, you will receive an invitation email together with the meeting link to “<i>Join Meeting</i>”.

B. PRE MEETING SUBMISSION OF QUESTIONS(S) TO THE BOARD OF DIRECTORS

(c)	Post Question	<ul style="list-style-type: none"> • If you have any question(s) for the Board of Directors, you may use the “Post Question” box to transmit your question(s).
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ON THE DAY OF VIRTUAL 19th AGM

	Procedure	Action
(a)	Join the Live Stream Meeting	<ul style="list-style-type: none"> • Click on “Join Meeting” link in the invitation email and you will be directed to the live streaming room. • You are advised to log in early, at least 20 minutes, before the Meeting time.
(b)	Post Questions during Live Streaming	<ul style="list-style-type: none"> • If you have any question(s) for the Board of Directors, you may use the “Post Question” box to transmit your question(s).
(c)	Online Voting during Live Streaming	<ul style="list-style-type: none"> • Click on [Proceed to Vote], to cast your votes for each resolution(s). • Review your casted votes, confirm and submit your votes.
(d)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the Virtual 19th AGM, the live streaming room will end.

Administrative Guide for the Fully Virtual Nineteenth (19th) Annual General Meeting

(cont'd)

VOTING PROCEDURE (continued)

2 PROCEDURES FOR RPV FACILITIES (continued)

Notes to users of the RPV Facilities:

- (a) The quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at the location of the user and the device of the user.
- (b) Users are advised to afford themselves ample time to complete the log in process in advance of the meeting.
- (c) In the event you encounter any issues with logging-in, connection to live streamed meeting or online voting on the meeting day, kindly call 603-22766138 and email to Dvoteservice@gmail.com for assistance.

3 APPOINTMENT OF PROXY(IES)/CORPORATE REPRESENTATIVE(S)/ATTORNEY(S)

A member who has appointed a proxy(ies)/authorized representative(s)/attorney(s) to participate in the Virtual 19th AGM via RPV Facilities must request his/her proxy(ies)/authorized representative(s)/attorney(s) to register himself/herself for RPV Facilities via Dvote Online website at <https://Dvote.my>.

4 NO DOOR GIFTS OR FOOD VOUCHERS

There will be no distribution of food vouchers or door gifts during the Virtual 19th AGM as the meeting is conducted on a fully virtual basis.

5 NO RECORDING OR PHOTOGRAPHY

Strictly no recording or photography of the Virtual 19th AGM proceedings is allowed.

ENQUIRY

If you have any enquiry(ies) relating to the meeting, 19th AGM Administrative Guide for the Fully Virtual 19th AGM, RPV Facilities or encounters issues with the log in, steps to connect to live streaming and online voting, you may send them in advance or contact our Poll Administrator during office hours from Monday to Friday (except for public holiday):-

DVOTE SERVICES SDN. BHD.

Lot 9-7, Menara Sentral Vista
No. 150, Jalan Sultan Abdul Samad
Brickfield, 50470 Kuala Lumpur

Contact Person : Ms. Sangetha / Mr. Hugo
Telephone No. : 603-2276 6138
Email : Dvoteservice@gmail.com

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate and comply with any requirements or recommendation of any government agencies from time to time.

Kindly check the Company's website or announcements from time to time for the latest updates on the status or changes to the Virtual 19th AGM's arrangement.

The Company seeks the understanding and cooperation of all Shareholders to minimize the risk of community spread of COVID-19.

The administrative guide can be viewed and downloaded from our Company's website at www.apb-resources.com.