

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HERBY GIVEN that an Extraordinary General Meeting of AHB Holdings Berhad (“**AHB**” or “**Company**”) will be conducted on a fully virtual basis through live streaming and online remote voting via the remote participation and voting facilities using Vote2U at <https://web.vote2u.my> (Domain Registration No. with MYNIC - D6A471702) provided by Agmo Digital Solutions Sdn Bhd in Malaysia on Thursday, 29 July 2021 at 9.30 a.m. 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 PRIVATE PLACEMENT OF UP TO 111,440,000 NEW ORDINARY SHARES IN AHB HOLDINGS BERHAD (“AHB”) (“AHB SHARES”), REPRESENTING APPROXIMATELY 43% OF THE EXISTING NUMBER OF ISSUED AHB SHARES (EXCLUDING ANY TREASURY SHARES) AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)

“THAT, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue up to 111,440,000 Placement Shares at an issue price to be determined based on the 5-day volume weighted average market price (“**5D-VWAP**”) of AHB Shares immediately preceding the date on which the price of the Placement Shares will be fixed with a discount of not more than 20% to such persons and at such time as the Board deem fit, for such purpose and utilisation of proceeds as disclosed in the circular to shareholders dated 6 July 2021 (“**Circular**”).

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing AHB Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Private Placement.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF UP TO 55,720,000 PLACEMENT SHARES TO YONG YOKE KEONG AT AN ISSUE PRICE TO BE DETERMINED (“PROPOSED ALLOCATION”)

“THAT, subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to allot and issue up to 55,720,000 Placement Shares to Yong Yoke Keong, the Managing Director and Chief Executive Officer of the Company at an issue price to be determined based on the 5D-VWAP of AHB Shares immediately preceding the date on which the price of the Placement Shares will be fixed with a discount of not more than 20% as the Board deem fit, for such purpose and utilisation of proceeds as disclosed in the Circular.

THAT the Placement Shares under the Proposed Allocation shall, upon allotment and issuance, rank equally in all respects with the existing AHB Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Allocation.”

SPECIAL RESOLUTION

PROPOSED REDUCTION OF THE ISSUED SHARE CAPITAL OF AHB PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“THAT subject to and conditional upon the confirmation by the High Court of Malaya pursuant to Section 116 of the Act, approval be and is hereby given to the Board to reduce the share capital of the Company via the cancellation of the issued share capital of the Company of RM26,000,000 and the corresponding credit arising from such cancellation will be utilised to eliminate the accumulated losses of the Company and the balance will be credited to the retained earnings account of the Company which can be utilised to set-off future losses and such other matters as the Board deems fit and as permitted by the relevant and applicable laws and the Constitution of the Company;

AND THAT the Board be and is hereby empowered and authorised to do all such act, take such steps and execute all such documents in order to finalise, implement and/or give full effect to the Proposed Share Capital Reduction and assent to and accept any conditions, variations, modifications and/or amendments in any manner as may be required or imposed or permitted by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.”

By Order of the Board

Tan Tong Lang (MAICSA 7045482 / SSM PC No. 201908002253)

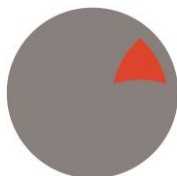
Thien Lee Mee (LS0009760 / SSM PC No. 201908002254)

Company Secretaries
Selangor

6 July 2021

Notes:

1. In view of the COVID-19 pandemic and as part of the Company's measures to curb the spread of COVID-19, the EGM will be conducted on a fully virtual basis through live streaming and online remote voting via the remote participation and voting (“RPV”) facilities using Vote2U at <https://web.vote2u.my> (Domain Registration No. with MYNIC - D6A471702) provided by Agmo Digital Solutions Sdn Bhd in Malaysia. Please read and follow the procedures as set out in the **Administrative Guide of the EGM** in order to register, participate and vote remotely via the RPV facilities.
2. A member entitled to attend and vote at the meeting may appoint more than one (1) proxy to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
3. When a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, such member 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.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Registered Office of the Company at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor or e-mail to boardroom@boardroom.com.my or by fax at 03-7890 1032 not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. If the appointor is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
8. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 69 of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue, a Record of Depositors as at 22 July 2021 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend, participate, speak and/or vote in his/her stead.
9. The resolutions as set out in this notice of EGM is to be voted by poll.



AHB HOLDINGS BERHAD
Registration No.: 199301020171 (274909-A)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

General Meeting	: Extraordinary General Meeting
Day, Date, and Time of Meeting	: Thursday, 29 July 2021 at 9.30 a.m.
Remote Participation and Voting Facilities	: https://web.vote2u.my
Meeting Venue	: Online Meeting Platform of Vote2U at https://web.vote2u.my
Domain Registration Numbers with MYNIC	: D6A471702

We continue to exercise prudence in this situation where COVID-19 outbreak is still ongoing and strictly complying to the decree of the Government of Malaysia (“**Government**”) and the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“**SC**”) (“**Guidance Note and FAQs**”).

Pursuant to the implementation of total lockdown announced by the Government and in accordance with the revised SC Guidance Note and FAQs, during the total lockdown period beginning 1 June 2021 (“**FMCO**”), all general meetings shall be conducted online and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online platform. Hence, AHB Holdings Berhad (“**AHB**” or the “**Company**”) meeting will be held as fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided by Vote2U at <https://web.vote2u.my>

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

Entitlement to Participate and Vote Remotely

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 22 July 2021 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the procedures to participate in RPV facilities as summarised below:

⌘ BEFORE MEETING DAY ⌘

A:	REGISTRATION	
	Description	Procedure
i.	Shareholders to Register with Vote2U ☐ Individual Shareholders	a. Access website at https://web.vote2u.my b. Select “ Sign Up ” to sign up as user. c. Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’. Then select “ Next ”. d. Fill-in your details – (i) ensure your email address is valid & (ii) create your own password. Then select “ Continue ”. e. Upload a clear copy of your MyKAD for Malaysian (front only) or passport for non-Malaysian (page with photo). f. Registration as user completed. g. An email notification will be sent to you.

		<i>Note: If you have already signed up/registered as a user with Vote2U previously, you are not required to register again.</i>
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B: REGISTRATION OF PROXY		
	Description	Procedure
i.	Submit Proxy Form (hard copy) <ul style="list-style-type: none"> ☐ Individual Shareholders ☐ Corporate Shareholders ☐ Authorised Nominee ☐ Exempt Authorised Nominee 	a. Fill-in the details on the hard copy Proxy Form by providing the following information: <ul style="list-style-type: none"> ○ Proxy(ies) & Corporate Representative <ul style="list-style-type: none"> ● Name ● Number of MyKAD for Malaysian or passport for non-Malaysian ● Address and email address – ensure email address is valid b. Corporate Representative only – deposit the hard copy of Proxy Form together with the following document to the address as stated on the Proxy Form: <ul style="list-style-type: none"> ● A copy of Certificate of Appointment as corporate representative c. Individual shareholders, authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the address as stated on the Proxy Form. d. Submitted Proxy Form will be verified. e. After verification, proxy(ies) and corporate representative will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.

⌘ REVOCATION OF PROXY ⌘

	Description	Procedure
i.	Revoke a Proxy <ul style="list-style-type: none"> ☐ Individual Shareholders ☐ Corporate Shareholders ☐ Authorised Nominee ☐ Exempt Authorised Nominee 	a. Email to the Registered Office of the Company at boardroom@boardroom.com.my to revoke the appointment of your proxy(ies). <i>Note: Applicable to individual shareholders/ corporate shareholders/ authorised nominee/ exempt authorised nominee who have appointed proxy(ies)/ corporate representative using hard copy Proxy Form.</i>

⌘ ON GENERAL MEETING DAY ⌘

1.	Log in to https://web.vote2u.my with your registered email address and password.
	For proxy(ies) and corporate representative, log in with the temporary credentials in the email which you have received from Vote2U.
2.	Vote2U will be opened for log in one (1) hour before the commencement of the general meeting you are attending.
3.	When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

	Description	Procedures
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i.	Live Streaming	a. Select “ Watch Live ” button to view the live streaming.
ii.	Ask Question (real-time)	a. Select “ Ask Question ” button to pose a question. b. Type in your question and select “ Submit ”. <i>Note:</i> <i>The Chairman of the general meeting/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the meeting.</i>
iii.	Remote Voting	a. On the main page, scroll down and select “ Confirm Details & Start Voting ”. b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “ Next ” to continue voting for all resolutions. c. After you have completed voting, a Voting Summary page appears to show all the resolutions with you voting choices. Select “ Confirm ” to submit your vote. <i>Note:</i> <i>Once you have confirmed and submitted your votes, you are <u>not able</u> to change your voting choices.</i>
iv.	View Voting Results	a. On the main page, scroll down and select “ View Voting Results ”.
v.	End of RPV	a. Upon the announcement by the Chairman of the general meeting on the closure of the said meeting, the live streaming will end. b. You may log out from Vote2U.

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as the poll administrator to conduct the polling process and Messrs. KW Ng & Co as the independent scrutineers to verify the results of the poll.

Meeting Venue

As a result of the implementation of the FMCO by the Government on 28 May 2021 as well as the revised SC Guidance Note and FAQs, when a listed issuer conducts its general meeting during FMCO, the listed issuer is only allowed to conduct a fully virtual general meeting where all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited. Therefore, there shall be no broadcast venue to air the general meeting.

According to the revised SC Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

No e-Voucher, Gift, and Food Voucher

There will be no e-Voucher, gift, and food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

Enquiry

- a. In view of the Enhanced Movement Control Order (“EMCO”) imposed from 3 July 2021 to 16 July 2021, for enquiries relating to the general meeting and proxy form, please email us at boardroom@boardroom.com.my or by fax at 03-7890 1032, the Registered Office of the Company during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays).
- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : 03-7664 8520 / 03-7664 8521
Email : vote2u@agmostudio.com