

# NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

## AHB HOLDINGS BERHAD

Registration No. 199301020171 (274909-A)  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Eighth (28<sup>th</sup>) Annual General Meeting (“AGM”) of AHB Holdings Berhad (“the Company”) will be conducted 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 on Friday, 25 February 2022 at 9.00 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 September 2021 together with the Reports of the Directors and Auditors thereon. *Refer to Explanatory Note 1*
2. To approve the payment of Directors’ fees and other benefits payable of up to RM102,000 to be divided amongst the Directors in such manner as the Directors may determine for the period from 26 February 2022 until the conclusion of the next AGM of the Company. *Ordinary Resolution 1*
3. To re-elect Dr. Folk Jee Yoong who is retiring pursuant to Clause 105(1) of the Company’s Constitution and being eligible, has offered himself for re-election. *Ordinary Resolution 2*
4. To re-appoint Messrs. UHY as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. *Ordinary Resolution 3*

### **AS SPECIAL BUSINESS**

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

5. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** *Ordinary Resolution 4*

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issued by Bursa Securities on 16 April 2020 and its subsequent letter dated 23 December 2021 on the extension of implementation of the 20% General Mandate and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time (“20% General Mandate”); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated;

AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.”

6. To transact any other ordinary business for which due notice shall have been given pursuant to the Act.

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  
Dated: 27 January 2022

## NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

### Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/ her stead. A proxy may but need not be a member of the Company.
2. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/ she specifies the proportions of his/ her shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/ her attorney duly authorised in writing, or if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised.
5. 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 Company’s Share Registrars Office at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Section 13, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
6. For the purpose of determining a member who shall be entitled to attend the 28<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 17 February 2022. Only members whose name appears on the Record of Depositors as at 17 February 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
7. All the resolutions set out in this Notice of Meeting will be put to vote by poll.
8. In view of the COVID-19 pandemic and as part of the Company’s measures to curb the spread of COVID-19, the AGM 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 AGM in order to register, participate and vote remotely via the RPV facilities.

### **Explanatory Notes to Ordinary and Special Business: -**

#### **1. Audited Financial Statements for the financial year ended 30 September 2021**

*The Agenda item is meant for discussion only, as Section 340(1)(a) of the Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.*

#### **2. Ordinary Resolution 1 – Payment of Directors’ Fees and other benefits**

*Section 230(1) of the Act provides that the fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting.*

*Pursuant thereto, the total estimated amount of Director’s benefit payable is calculated based on the number of scheduled Board’s and Board’s Committee Meeting and other benefits from the conclusion of 28<sup>th</sup> AGM or at any adjournment thereof until the conclusion of the next AGM of the Company.*

*In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged board composition size), approval will be sought at the next AGM of the Company for additional fees to meet the shortfall.*

#### **3. Ordinary Resolution 2 - Re-election of Director under Clause 105(1) of the Constitution of the Company**

*The Board has undertaken an annual assessment of Dr. Folk Jee Yoong who is seeking for re-election pursuant to Clause 105(1) of the Constitution of the Company at the forthcoming 28<sup>th</sup> AGM.*

## NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

### 4. Ordinary Resolution 3 – Re-appointment of Auditors

*The Board, through the Audit Committee had reviewed and was satisfied with the performance and independence of Messrs. UHY (“UHY”) during the financial year under review. The Board has therefore recommended the re-appointment of UHY as external auditors of the Company of the financial year ending 30 September 2022.*

### 5. Special Business - Ordinary Resolution 4 – Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

*The proposed Ordinary Resolution 4, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 20% of the total number of issued share of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.*

*Bursa Securities has via their letter dated 23 December 2021 granted an extension to the temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being (“20% General Mandate”). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2022 and thereafter, the 10% general mandate will be reinstated.*

*Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, pursuant to Section 76(4) of the Companies Act, 2016 from its shareholders at the forthcoming 28<sup>th</sup> AGM of the Company.*

*The 20% General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/ or acquisitions. The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the 31 December 2022.*

*The Board of Directors of the Company, after due consideration, is of the opinion that in the face of unprecedented challenges to the Company brought by Covid-19 pandemic, this 20% General Mandate will enable the Company further flexibility to raise funds expeditiously other than incurring additional interest costs as compared to bank borrowings, thereby allowing the Company to preserve its cash flow and achieve a more optimal capital structure. Any funds raised from this 20% General Mandate is expected be used as working capital to finance day-to-day operational expenses, on-going projects or future projects/investments to ensure the long-term sustainability of the Company.*

*The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its subsidiaries.*

*As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Twenty-Seventh (27<sup>th</sup>) Annual General Meeting held on 26 February 2021 and which will lapse at the conclusion of the 28<sup>th</sup> Annual General Meeting.*

### STATEMENT ACCOMPANYING NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

*(Pursuant to Paragraph 8.27(2) of Bursa Securities’ Main Market Listing Requirements)*

1. The Director who is standing for re-election at the 28<sup>th</sup> Annual General Meeting of the Company is Dr. Folk Jee Yoong pursuant to Clause 105(1) of the Company’s Constitution.

*The profile of the Director who is seeking re-election at the 28<sup>th</sup> Annual General Meeting of the Company is set out in the Board of Directors’ Profile disclosed in the Annual Report 2021.*

2. Statement relating to general mandate for issue of securities in accordance with Paragraph 6.03(3) of the Main Market Listing Requirements of Bursa Securities.

*Details of the general mandate to allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016 are set out in the Explanatory Note of the Notice of the 28<sup>th</sup> AGM.*

# ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

## AHB HOLDINGS BERHAD – 28<sup>th</sup> Annual General Meeting

<b>Date</b>	:	Friday, 25 February 2022
<b>Time</b>	:	9.00 a.m. or at any adjournment thereof
<b>Virtual Meeting accessible at</b>	:	<a href="https://web.vote2u.my">https://web.vote2u.my</a> as provided by Agmo Digital Solutions Sdn Bhd in Malaysia (Domain Registration No. with MYNIC-D6A471702)

In light of the Coronavirus Disease 2019 (COVID-19) pandemic and as part of the safety measures and control for the well-being of the shareholders of AHB as well as the employees and Directors of AHB, the Company's forthcoming 28th AGM will be conducted virtually from the Broadcast Venue by using Remote Participation and Voting ("RPV") Facilities, as the safety of our shareholders, Directors, staff and other stakeholders who will attend the 28th AGM is of paramount importance to us. This is in line with the Guidance Note on Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 and subsequent updates from time to time.

We strongly encourage our shareholders whose names appear on the Record of Depositors as at 17 February 2022 and holders of proxy for those shareholders to participate in the virtual AGM and vote remotely at this AGM. In line with the Malaysian Code on Corporate Governance Practice 12.3, this virtual AGM will facilitate greater shareholder's participation (including posting questions to the Board of Directors and/or Management of the Company) and vote at the AGM without being physically present at the venue. For shareholders who are unable to participate in this virtual AGM, you may appoint proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. ("**AGMO**") via its **Vote2U Online** website at <https://web.vote2u.my>

## PROCEDURES TO PARTICIPATE IN RPV

Please follow the Procedure to Participate in RPV as summarized below:

### BEFORE AGM DAY

#### A: REGISTRATION

#### Individual Shareholders

	Description	Procedure
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none"><li>Access website at <a href="https://web.vote2u.app">https://web.vote2u.app</a></li><li>Click "<b>Sign Up</b>" to sign up as a user.</li><li>Read the 'Privacy Policy' and 'Terms &amp; Conditions' and indicate your acceptance of the 'Privacy Policy' and 'Terms &amp; Conditions' on a small box <input type="checkbox"/>. Then click "<b>Next</b>".</li><li>*Fill-in your details (note: create your own password). Then click "<b>Continue</b>".</li><li>Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).</li><li>Click "<b>Submit</b>" to complete the registration</li><li>Your registration will be verified and an email notification will be sent to you. Please check your email.</li></ol> <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>

## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

### B: REGISTER PROXY

#### Individual Shareholder / Corporate Shareholder / Nominees Company

	Description	Procedure
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at <b>9.00am, Wednesday, 23 February 2022</b>.</p> <p>a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:</p> <ul style="list-style-type: none"> <li>o MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy</li> <li>o *Email address of the Proxy</li> </ul> <p>b. Submit/Deposit the hardcopy Form of Proxy to {insert address}</p> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>

Shareholders who appoint Proxy(ies) to participate the virtual AGM must ensure that the hardcopy Form of Proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

### ON AGM DAY

#### A: WATCH LIVE STREAMING

#### Individual Shareholders & Proxies

	Description	Procedure
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from <b>8.00 a.m., Friday 25 February 2022</b>, one (1) hour before the commencement of the AGM.</p> <p>a. Login with your email and password</p> <p>b. Select the General Meeting event (for example, "AHB AGM").</p> <p>c. Check your details.</p> <p>d. Click "<b>Watch Live</b>" button to view the live streaming.</p>

#### B: ASK QUESTION

#### Individual Shareholders & Proxies

	Description	Procedure
i.	Ask Question during AGM (real-time)	<p>Questions submitted online using typed text will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <p>a. Click "<b>Ask Question</b>" button to post question(s).</p> <p>b. Type in your question and click "<b>Submit</b>".</p> <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.</p>

## ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

### C: VOTING REMOTELY

#### Individual Shareholders & Proxies

	Description	Procedure
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none"><li>Click “<b>Confirm Details &amp; Start Voting</b>”.</li><li>To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click “<b>Next</b>” to continue voting for all resolutions.</li><li>To change your vote, click “<b>Back</b>” and select another voting choice.</li><li>After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click “<b>Confirm</b>” to submit your vote.</li></ol> <p>[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]</p>

#### ADDITIONAL INFORMATION

##### Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

##### No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this AGM.

##### Enquiry

- If you have enquiry relating to the AGM Administrative Guide for Shareholders, please contact our **Investor Relation** during office hours:

Email: [ir@artwright.com](mailto:ir@artwright.com)

- If you have enquiry relating to the RPV or encounters issues with the log in, steps to connect to live streaming and online voting:

Email: [vote2u@agmostudio.com](mailto:vote2u@agmostudio.com)