

# NOTICE OF TWENTY-SECOND (22<sup>nd</sup>) ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-Second ("22<sup>nd</sup>") Annual General Meeting ("AGM") of APB Resources Berhad ("the Company") will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities at <https://apb-agm.digerati.com.my> (Domain registration number D1A19533) provided by Digerati Technologies Sdn. Bhd. in Malaysia at the Broadcast Venue at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia on Monday, 23 September 2024 at 10:30 a.m. or at any adjournment thereof for the following purposes:

## AGENDA

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|--|---|
| 1) To receive the Audited Financial Statements of the Company for the financial period ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.  | Please refer to Explanatory Note 1  |
| 2) To approve the payment of Directors' fees of an amount up to RM 575,800.00 to the Non-Executive Directors who had served the Company for the period from 1 October 2022 until the next AGM of the Company.  | Ordinary Resolution 1   |
| 3) To re-elect the following Directors who retire in accordance with Clause 123 of the Company's Constitution and being eligible, have offered themselves for re-election:<br>(i) Dato' Sri Abd Rahim Bin Jaafar<br>(ii) Mr. Liaw Way Gian<br>(iii) Mr. Kang Wei Luen<br>(iv) Mr. Ku Chong Hong<br>(v) Dr. Dang Nguk Ling<br>(vi) Mr. Tan Teik Hsiung<br>(vii) Mr. Chuah Seong Eng | Ordinary Resolution 2<br>Ordinary Resolution 3<br>Ordinary Resolution 4<br>Ordinary Resolution 5<br>Ordinary Resolution 6<br>Ordinary Resolution 7<br>Ordinary Resolution 8 |
| 4) To take note that Baker Tilly Monteiro Heng PLT has indicated their intention not to seek for re-appointment as Auditors of the Company.  | Please refer to Explanatory Note 4  |

## Special Business:

- To consider and, if thought fit, with or without modifications to pass the following Resolutions:
- 5) **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("THE ACT") AND WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE ACT**
- Ordinary Resolution 9

"THAT pursuant to Section 85 of the Act, read in conjunction with Clause 55 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from the allotment and issuance of shares.

THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company from time to time and upon such terms and conditions as for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher percentage as Bursa Malaysia Securities Berhad ("Bursa Securities") allowed for the time being 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 and that such authority shall continue to be in force until the conclusion of the next AGM of the Company.

THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company AND THAT, the Directors be and are empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Securities."

- 6) **PROPOSED RENEWAL OF SHARES BUY-BACK AUTHORITY FOR THE PURCHASE OF ITS OWN ORDINARY SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**
- Ordinary Resolution 10

"THAT subject always to the Act, the Company's Constitution, the Main Market Listing Requirements ("MMLR") of the Bursa Securities 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 authorised 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 Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company PROVIDED THAT:

- 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;
- 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);
- the authority conferred by this resolution of the Company shall commence immediately upon passing of this resolution until:
  - the conclusion of the next AGM of the Company following this AGM 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
  - the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

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 authorised to deal with the shares purchased in their absolute discretion in the following manner:

- cancel the Company's Shares so purchased; and/or
- 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
- retain part of the Company's Shares so purchased as treasury shares and cancel the remainder; and/or
- in any other manner as prescribed by the Act, the MMLR of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised 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, finalise or to effect the purchase(s) of the Company's Shares with full powers to amend to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities."

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

## BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482) (SSM PC No. 202208000250)  
 Thien Lee Mee (LS0010621) (SSM PC No. 201908002254)  
 Low Yen Sin (MAICSA 7076080) (SSM PC No. 202208000340)  
 Company Secretaries  
 Kuala Lumpur  
 31 July 2024

## Notes to the Notice of 22<sup>nd</sup> AGM:

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act 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 meeting.
- Members/proxies/corporate representatives **WILL NOT BE ALLOWED** to attend the 22<sup>nd</sup> AGM in person at the Broadcast Venue on the day of the meeting.
- 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 22<sup>nd</sup> AGM via the Remote Participation and Voting Facilities ("RPV") via <https://apb-agm.digerati.com.my> (Domain registration number D1A19533) provided by Digerati Technologies Sdn. Bhd. Please follow the procedures for RPV provided in the Administrative Guide for the 22<sup>nd</sup> AGM.
- A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than 2(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.
- 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 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised 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 authorised.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding this meeting.
  - In hard copy form  
 In the case of an appointment made in hard copy form, the original Proxy Form must be deposited at the Poll Administrator's office, Aldpro Corporate Services Sdn. Bhd. at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan.
  - By electronic means  
 The Proxy Form can be electronically lodged via online website at <https://apb-agm.digerati.com.my>. Please follow the procedure for the electronic lodgement of proxy form as set out in the Administrative Guide for the 22<sup>nd</sup> AGM.
- For the purpose of determining a member who shall be entitled to attend and vote at the forthcoming 22<sup>nd</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 13 September 2024. Only a depositor whose name appears on the Record of Depositors as at 13 September 2024 shall be entitled to attend and vote at the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, 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(ies) and/or representative(s) to attend, participate, speak and vote at this meeting, a member of the Company (i) consents 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 this meeting and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) 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 (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## Explanatory Notes to Ordinary Resolutions and Special Business:

### 1. Item 1 of the Agenda – Audited Financial Statements for the Financial Period Ended 31 March 2024

This Agenda item no. 1 is meant for discussion only as Sections 248(2) and 340(1)(a) of the Act do not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward to the shareholders for voting.

### 2. Ordinary Resolution 1 – Payment of Directors' fees

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting.

### 3. Ordinary Resolutions 2 to 8 – Re-election of retiring Directors

Clause 123 of the Company's Constitution states that an election of Directors shall take place if the Company, at the meeting at which a Director retires by rotation, does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting, it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost. All Directors who retire from office shall be eligible for re-election.

Dato' Sri Abd Rahim Bin Jaafar, Mr. Liaw Way Gian, Mr. Kang Wei Luen, Mr. Ku Chong Hong, Dr. Dang Nguk Ling, Mr. Tan Teik Hsiung and Mr. Chuah Seong Eng are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

For the purpose of determining the eligibility of the Directors to stand for re-election at the 22<sup>nd</sup> AGM, the Nomination Committee has considered and recommended Dato' Sri Abd Rahim Bin Jaafar, Mr. Liaw Way Gian, Mr. Kang Wei Luen, Mr. Ku Chong Hong, Dr. Dang Nguk Ling, Mr. Tan Teik Hsiung and Mr. Chuah Seong Eng for re-election as Directors pursuant to Clause 123 of the Company's Constitution.

### 4. Item 4 of the Agenda – Re-appointment of Auditors

Baker Tilly Monteiro Heng PLT has indicated their intention not to seek for re-appointment as Auditors of the Company at 22<sup>nd</sup> AGM. The Company is taking the necessary step to appoint new auditors as soon as practicable. Further announcement will be released in due course once the proposed appointment has been confirmed.

### 5. Ordinary Resolution 9 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act and waiver of Pre-emptive Rights pursuant to Section 85 of the Act

The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to issue and allot shares up to an amount not exceeding 10% 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. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company ("General Mandate").

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

### 6. Ordinary Resolution 10 – Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution 10, if passed, will renew the authority given to the Directors of the Company to purchase its own ordinary shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total amount of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Company's shares. This authority, unless renewed or revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM after that date is required by the law to be held, whichever occurs first.

Further information on the Proposed Renewal Share Buy-Back Authority is set out in the Share Buy-Back Statement to Shareholders dated 31 July 2024.

## STATEMENT ACCOMPANYING NOTICE OF AGM

### 1. Details of persons who are standing for election as Directors

No individual is seeking election as a Director at the 22<sup>nd</sup> AGM of the Company.

### 2. Statement relating to General Mandate for issue of securities

Please refer to Explanatory Note 5 of the Notice of 22<sup>nd</sup> AGM for information relating to General Mandate for issue of securities.



**RESOURCES**

**APB RESOURCES BERHAD**

Registration No.: 200101029080 (564838-V)  
(Incorporated in Malaysia)

## 22ND ANNUAL GENERAL MEETING

### ADMINISTRATIVE GUIDE

<u>Day, Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
Monday, 23 September 2024	10.30 a.m. or at any adjournment thereof	22 <sup>nd</sup> AGM will be conducted on a virtual basis through live streaming and online remote voting via the Remote Participation and Voting (“RPV”) Facilities at <a href="https://apb-agm.digerati.com.my">https://apb-agm.digerati.com.my</a> (Domain registration number D1A119533) provided by Digerati Technologies Sdn Bhd in Malaysia from the Broadcast Venue at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan.

### MODE OF MEETING

All shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to attend the 22<sup>nd</sup> AGM will have to register to attend remotely by using the Remote Participation and Voting (“RPV”) Facilities, the details of which is set out below.


### RPV Facilities

1. The 22<sup>nd</sup> AGM will be conducted entirely through live streaming and online remote voting. Should you wish to attend the 22<sup>nd</sup> AGM you will be required to do so by registering yourself using the RPV Facilities in accordance with the instructions set out under Section 4 below.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions) to the Board of Directors (“**Board**”) and vote at the 22<sup>nd</sup> AGM.

2. If a shareholder is unable to attend the 22<sup>nd</sup> AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.
3. For proxies or corporate representatives / authorised nominees / exempt authorised nominees who wishes to use the RPV Facilities at the 22<sup>nd</sup> AGM, please ensure the duly executed proxy form or the original certificate of appointment of its corporate representative are submitted to Company Share Registrar’s office, Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia not later than Saturday, 21 September 2024 at 10.30 a.m.

4. The procedures for the RPV in respect of the live streaming and remote voting at the 22<sup>nd</sup> AGM is as follows:

Step	Action	Procedure
A	To register as a user at website: <a href="https://apb-agm.digerati.com.my">https://apb-agm.digerati.com.my</a> 	<ul style="list-style-type: none"> <li>● Click 'Register' to sign up as a new user.</li> <li>● Upload your identity documents.</li> <li>● Complete and submit your registration.</li> <li>● Verify your email in your mailbox to complete the registration.</li> <li>● You will be notified upon successful or rejected registration.</li> <li>● You may pose any questions to the Chairman/Board using the website.</li> <li>● Within three (3) days before the 22<sup>nd</sup> AGM, you will receive login credentials to join the meeting upon approval.</li> </ul> <p>*Note:</p> <ul style="list-style-type: none"> <li>❖ Please check your spam mailbox if you do not receive emails from us.</li> <li>❖ Registered users and proxies may skip this step.</li> <li>❖ Identity documents will be deleted after registration.</li> </ul>
B	To appoint proxy or corporate representative at website (optional)	<ul style="list-style-type: none"> <li>● Log in to your registered account on the website.</li> <li>● Select "APB 22ND AGM"</li> <li>● Fill in the information to appoint proxy(s).</li> <li>● Closing time for appointment is 48 hours prior to the meeting. No request will be entertained after closing time.</li> <li>● Within three (3) days before the 22<sup>nd</sup> AGM, you and your proxy(s) will be notified upon the approval or rejection of RPV.</li> </ul>
C	On the day of 22 <sup>nd</sup> AGM	<ul style="list-style-type: none"> <li>● Access the meeting through the link on the website or received in the email.</li> <li>● Use alternate link if you face audio issue during the meeting.</li> <li>● If you have any questions for the Chairman/Board, utilize the Q&amp;A section to submit your questions.</li> <li>● Submit your vote within a specified period once the Chairman announces that the voting is open.</li> <li>● Voting will close upon the expiry of the voting period.</li> <li>● The broadcast will terminate upon the Chairman's announcement of the poll results.</li> </ul>

#### **Revocation of Proxy**

Please note that if a Shareholder has submitted his/her Proxy Form prior to the 22<sup>nd</sup> AGM and subsequently decides to personally attend and participate in the 22<sup>nd</sup> AGM via RPV Facilities, the Shareholder must contact Aldpro Corporate Services Sdn Bhd to revoke the appointment of his/her proxy no later than 10.30 a.m. on Saturday, 21 September 2024.

### **Poll Voting**

The voting at the 22<sup>nd</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Aldpro Corporate Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and CSC Securities Services Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting. The Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed or otherwise.

The results of the voting for all resolutions will be announced at the 22<sup>nd</sup> AGM and on Bursa Malaysia website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

### **No Recording or Photography**

Strictly NO recording or photography of the proceedings of the 22<sup>nd</sup> AGM is allowed.

### **No Breakfast/Lunch Packs, Door Gifts or Food Vouchers**

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers.

### **Enquiry**

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

#### **For Registration, logging in and system related:**

**Digerati Technologies Sdn. Bhd.**  
Telephone No: 011-6338 8316  
Email: [support@digerati.com.my](mailto:support@digerati.com.my)

#### **For Proxy matters:**

**Aldpro Corporate Services Sdn. Bhd.**  
Name: Ms. Wong Fui Sin / Ms. Christine Cheng  
Telephone No: +603 9770 2200  
Email: [admin@aldpro.com.my](mailto:admin@aldpro.com.my)