

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of AHB Holdings Berhad (“AHB” or “Company”) will be conducted on a fully virtual basis through live streaming and online remote voting via 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 Tuesday, 8 October 2024 at 2.00 p.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 ESTABLISHMENT OF A NEW SHARE ISSUANCE SCHEME (“SIS”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED ORDINARY SHARES IN AHB HOLDINGS BERHAD (“AHB” OR “COMPANY”) (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SIS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF AHB AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) (“PROPOSED SIS”)

“THAT, subject to all approvals of the relevant authorities and/or parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the new ordinary shares in AHB (“AHB Shares”) to be issued pursuant to the exercise of the SIS Options (as defined herein) granted under the Proposed SIS having been obtained, approval be and is hereby given to the Board of Directors of AHB (“Board”) to establish the Proposed SIS from time to time for the eligible directors and employees of the Company and its subsidiaries (excluding dormant subsidiaries, if any), who fulfil the criteria of eligibility for participation in the Proposed SIS (“Eligible Person(s)”) under which options will be granted to the Eligible Persons to subscribe for new AHB Shares (“SIS Options”) in accordance with the draft by-laws governing the Proposed SIS as set out in Appendix I of the circular to the shareholders of the Company dated 23 September 2024 (“By-Laws”), and to adopt and approve the By-Laws, and the Board be and is hereby authorised to:

- (i) implement and administer the Proposed SIS in accordance with the By-Laws, and to give full effect to the Proposed SIS with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or required by the relevant authorities and/or parties or deemed necessary by the Board in the best interest of the Company;
- (ii) make the necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Securities for the listing of and quotation for the new AHB Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the SIS Options under the Proposed SIS;
- (iii) allot and issue from time to time such number of new AHB Shares as may be required to be issued pursuant to the exercise of the SIS Options granted under the Proposed SIS, provided that the aggregate number of new AHB Shares to be allotted and issued shall not exceed 15% of the total number of issued shares of AHB (excluding treasury shares, if any) at any one time during the duration of the Proposed SIS and such new AHB Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued capital of the Company except that the new AHB Shares so allotted and issued will not be entitled to any dividends, rights, allotments or other distributions, which may be declared, made or paid to shareholders, prior to the date of allotment and issuance of the new AHB Shares;
- (iv) amend and/or modify the Proposed SIS from time to time as may be required/permited by the relevant authorities or deemed to be necessary by the Board, provided that such amendments and/or modifications are effected in accordance with the provisions of the By-Laws relating to amendments and/or modifications, and to do all such acts, deeds and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate and to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed SIS and the provisions of the By-Laws; and
- (v) extend the duration of the Proposed SIS, provided always that the initial period and such extension of the Proposed SIS made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years from the effective date of the Proposed SIS as determined in accordance with the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”) and the provisions of the By-Laws without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting.”

ORDINARY RESOLUTIONS 2 TO 9

PROPOSED ALLOCATION OF SIS OPTIONS TO THE DIRECTORS OF THE COMPANY PURSUANT TO THE PROPOSED SIS (“PROPOSED ALLOCATION”)

“THAT, subject to the passing of Ordinary Resolution 1 above and all approvals from the relevant authorities and/or parties being obtained (if required), the Board (including the SIS Committee to be appointed and authorised by the Board to implement and administer the Proposed SIS) be and is hereby authorised, at any time and from time to time during the duration of the Proposed SIS, to offer and grant such number of SIS Options (as adjusted or modified from time to time pursuant to the By-Laws) under the Proposed SIS to each of the following directors of the Company:

YAM TUNKU KAMARIAH AMINAH MAIMUNAH ISKANDARIAH BINTI SULTAN ISKANDAR (Independent Non-Executive Chairwoman)	ORDINARY RESOLUTION 2
CHOW HUNG KEY (Executive Director)	ORDINARY RESOLUTION 3
FLAVIO PORRO (Executive Director)	ORDINARY RESOLUTION 4
DATO’ RIDZA ABDUH BIN HAJI SALLEH (Non-Independent Non-Executive Director)	ORDINARY RESOLUTION 5
DATO’ FIZAL BIN KAMARUDIN @ FAUZI (Independent Non-Executive Director)	ORDINARY RESOLUTION 6
DATUK DR ANUAR BIN MOHD NOH (Independent Non-Executive Director)	ORDINARY RESOLUTION 7
SIVA KUMAR A/L KALUGASALAM (Independent Non-Executive Director)	ORDINARY RESOLUTION 8
TERENCE CHEAH EU LEE (Independent Non-Executive Director)	ORDINARY RESOLUTION 9

PROVIDED ALWAYS THAT:

- (i) the abovementioned persons must not participate in the deliberation, voting or discussion in respect of their own allocation of the SIS Options and the allocation(s) to any persons connected with them under the Proposed SIS;
- (ii) not more than 80% of the SIS Options shall be allocated, in aggregate, to the abovementioned persons; and
- (iii) not more than 10% of the total number of new AHB Shares to be allotted or issued upon the exercise of the SIS Options under the Proposed SIS shall be allocated to any one of the abovementioned persons, either singly or collectively through persons connected with him/her, holds 20% or more of the total number of AHB Shares (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements and/or any prevailing guidelines, rules and/or regulations issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT the Board be and is hereby authorised to allot and issue, following the provisions of the By-Laws from time to time such number of new AHB Shares to the abovementioned directors of the Company as may be required pursuant to the exercise of the SIS Options at any one time during the duration of the Proposed SIS and to take such steps as are necessary or expedient to implement, finalise or give full effect to the Proposed Allocation, with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or required by the relevant authorities and/or parties or deemed necessary by the Board in the best interest of the Company, and to do all such acts, deeds and things, and to execute all such documents and to enter into all such transactions, arrangements, agreements, deeds and undertakings with any party or parties as the Board may deem fit, necessary or expedient or appropriate to give full effect to the Proposed Allocation.”

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482/ SSM PC No.: 202208000250)
THIEN LEE MEE (LS0010621/ SSM PC No.: 201908002254)
Company Secretaries

Kuala Lumpur
23 September 2024

Notes:

- (i) Members are to participate, speak via real-time submission of typed texts only and vote remotely. Please refer to the Administrative Guide on registration, participation and voting at the EGM.
- (ii) A member of the Company entitled to attend and vote at the EGM 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.
- (iii) 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.
- (iv) Where a member of the Company is an authorised nominee falling under the Securities Industry (Central Depositories) Exemption Order 2005 and therefore exempted from compliance with section 25A(1) of the Securities Industry (Central Depositories) Act 1991, such exempt authorised nominee may hold ordinary shares in the Company for multiple beneficial owners in one Securities Account (“**omnibus account**”). There is no limit to the number of proxies that the exempt authorised nominee may appoint with respect to each omnibus account it holds.
- (v) 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.
- (vi) The appointment of a proxy may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this EGM at which the person named in the appointment proposes to vote:
 - a) In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited at the Company’s Share Registrar’s Office at 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.
 - b) By electronic means
The proxy form can be electronically submitted to the Share Registrar of the Company at admin@aldpro.com.my.
- (vii) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar’s Office of the Company at 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 less than forty-eight (48) hours before the time appointed for holding this EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (viii) For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the Share Registrar’s Office of the Company at 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. The certificate of appointment of authorised representative should be executed in the following manner:
 - a) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - b) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - i. at least two (2) authorised officers, of whom one shall be a director; or
 - ii. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- (ix) For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 30 September 2024. Only members whose name appears on the Record of Depositors as at 30 September 2024 shall be entitled to attend the said EGM or appoint proxies to attend and/or vote on his/her behalf.
- (x) The resolutions set out in this Notice of EGM will be put to vote by poll.
- (xi) The Personal Data Protection Act 2010, which regulates the processing of personal data in commercial transactions, applies to the Company. By providing to us or our agents your personal data which may include your name, contact details and mailing address, you hereby consent, agree and authorise the processing and/or disclosure of any personal data of or relating to you for the purposes of issuing this Notice of EGM and convening the EGM, including but not limited to preparation and compilation of documents and other matters, whether or not supplied by you. You further confirm to have obtained the consent, agreement and/or authorisation of all persons whose personal data you have disclosed and/or processed, in connection with the foregoing.