

**NOTICE OF THIRTY-FIRST (31<sup>st</sup>) ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Thirty-First (31<sup>st</sup>) Annual General Meeting ("AGM") of AHB Holdings Berhad ("AHB" or "the Company") will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan, Malaysia on Monday, 30 March 2026 at 10.30 a.m. or any adjournment thereof for the purpose of transacting the following businesses:

**AS ORDINARY BUSINESS**

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| 1. To receive the Audited Financial Statements for the financial period ended 30 September 2025 together with the Reports of the Directors and Auditors thereon.  | <i>Refer to<br/>Explanatory Note 1</i>                 |
| 2. To approve the payment of Directors' fees and other benefits payable of up to RM700,000 to be divided amongst the Directors in such manner as the Directors may determine for the period from 31 March 2026 until the conclusion of the next AGM of the Company. | <i>Ordinary Resolution 1</i>                           |
| 3. To re-elect the following retiring Directors who are retiring by rotation in accordance with Clause 105 of the Company's Constitution:<br>i) Dato' Faisal Bin Kamarudin @ Fauzi<br>ii) Terence Cheah Eu Lee  | <i>Ordinary Resolution 2<br/>Ordinary Resolution 3</i> |
| 4. To re-appoint Messrs. UHY Malaysia PLT (AF 1411) as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.   | <i>Ordinary Resolution 4</i>                           |

**AS SPECIAL BUSINESS**

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

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| <b>5. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016</b> | <i>Ordinary Resolution 5</i> |
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"THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Clause 61 of the Company's Constitution.

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 shares in the capital of the Company from time to time 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 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 Annual General Meeting of the Company.

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

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| 6. To transact any other ordinary business for which due notice shall have been given pursuant to the Act. |  |
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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  
Dated: 30 January 2026

**Notes:**

- 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.
- 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.
- 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 ("ombibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombibus account it holds.
- 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.
- 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 AGM at which the person named in the appointment proposes to vote:  
(i) **In hard copy form**  
In the case of an appointment made in hard copy form, this form of proxy may be deposited with the Company's Share Registrar, 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.  
(ii) **By electronic form**  
The form of proxy may be received either via electronically at [admin@aldpro.com.my](mailto:admin@aldpro.com.my) or via facsimile at 03-2201 7774.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's Share Registrar, 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 AGM 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.
- For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Company's Share Registrar, 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 AGM at which the person named in the appointment proposes to vote. The certificate of appointment of authorised representative should be executed in the following manner:  
(i) 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.  
(ii) 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:  
(a) at least two (2) authorised officers, of whom one shall be a director; or  
(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated
- For the purpose of determining a member who shall be entitled to attend the 31<sup>st</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at **18 March 2026**. Only members whose name appears on the Record of Depositors as at **18 March 2026** shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- All the resolutions set out in this Notice of Meeting will be put to vote by poll.
- 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 the notice of this meeting and convening the meeting, 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.

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

- Audited Financial Statements for the financial period ended 30 September 2025**  
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.
- 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 31<sup>st</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.
- Ordinary Resolutions 2 to 3 – Re-election of Directors under Clause 105 of the Constitution of the Company**  
Clause 105(1) of the Company's Constitution provides that an election of Directors shall take place each year at the annual general meeting of the Company, where one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third shall retire from office and be eligible for re-election, PROVIDED ALWAYS that Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.  
The Board has therefore recommended i) Dato' Faisal Bin Kamarudin @ Fauzi ii) Terence Cheah Eu Lee who are standing for re-election as Director of the Company in accordance with Clause 105 of the Company's Constitution and being eligible, has offered himself for re-election at the 31<sup>st</sup> AGM of the Company. The profile of the retiring Director is set out in the Board of Directors' Profile in this Annual Report.  
For the purpose of determining the eligibility of the Director to stand for re-election at the 31<sup>st</sup> AGM, the Nomination Committee has considered and recommended Mr. Chow Hung Keey for re-election as Director pursuant to Clause 105 of the Company's Constitution.
- Ordinary Resolution 4 – Re-appointment of Auditors**  
The Board, through the Audit Committee had reviewed and was satisfied with the performance and independence of Messrs. UHY Malaysia PLT (AF 1411) ("UHY") during the financial period 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 2026.
- Special Business – Ordinary Resolution 5 – Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**  
The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.  
As at the date of this Notice, the Company had issued a total 74,410,800 ordinary shares at an issue price of RM0.027 per share via Private Placement pursuant to the general mandate obtained from the shareholders at the 30<sup>th</sup> AGM held on 26 September 2024 ("Previous Mandate") and will lapse at the conclusion of the 31<sup>st</sup> AGM of the Company. The total proceeds of approximately of RM2,009,091 was raised from the Private Placement. The details and status of the utilisation of proceeds raised from the Private Placement set out in the additional compliance information of this Annual Report.  
Section 85(1) of the Companies Act 2016 provides as follows:  
"85. Pre-emptive rights to new shares  
1) Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."  
Clause 61 of the Company's Constitution provides as follows:  
"Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may, likewise, also dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause."  
The proposed Ordinary Resolution 5, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.