

NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirtieth (30th) Annual General Meeting ("AGM") of AHB Holdings Berhad ("the 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 Thursday, 26 September 2024 at 2.00 p.m. or any adjournment thereof for the purpose of transacting the following businesses:

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial period ended 31 March 2024 together with the Reports of the Directors and Auditors thereon.
- 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 27 September 2024 until the conclusion of the next AGM of the Company.
- To re-elect Chow Hung Keey who is retiring pursuant to Clause 105 of the Company's Constitution.
- To re-elect the following Directors who are retiring in accordance with Clause 114 of the Company's Constitution: -
(a) YAM Tunku Kamariah Aminah Maimunah Iskandariah Binti Almarhum Sultan Iskandar
(b) Datuk Dr. Anuar Bin Mohd Noh
(c) Dato' Ridza Abdoh Bin Haji Salleh
(d) Flavio Porro
- 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.

*Refer to
Explanatory Note 1
Ordinary Resolution 1*

Ordinary Resolution 2

*Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6*

Ordinary Resolution 7

AS SPECIAL BUSINESS

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

- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

"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."

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

Ordinary Resolution 8

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: 31 July 2024

Notes:

- Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting.
- 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 30th AGM.
- 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 ("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/ 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:
 - In hard copy form**
In the case of an appointment made in hard copy form, this proxy form must be deposited with the Company's Share Registrar 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.
 - By electronic means**
The proxy form can be electronically submitted with the Share Registrar of the Company via email at admin@aldpro.com.my.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar 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 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 Share Registrar 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 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:
 - 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.
 - 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:
 - 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 30th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 18 September 2024. Only members whose name appears on the Record of Depositors as at 18 September 2024 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 31 March 2024**

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 30th 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 Resolution 2 – Re-election of Director under Clause 105 of the Constitution of the Company**

Clause 105 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 Mr. Chow Hung Keey who is 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 30th AGM of the Company. The profile of the retiring Director is set out in the Directors' Profile in this Annual Report.

For the purpose of determining the eligibility of the Director to stand for re-election at the 30th 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 3 to 6 – Re-election of Directors under Clause 114 of the Constitution of the Company**

Clause 114 of the Company's Constitution provides that the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not at any time exceed the maximum number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

The date of appointment of Directors for re-election under Clause 114 of the Company's Constitution as below:

Name of Director	Appointment Date	Position
(a) YAM Tunku Kamariah Aminah Maimunah Iskandariah Binti Almarhum Sultan Iskandar	16 May 2023	Independent Non-Executive Chairwoman
(b) Datuk Dr. Anuar Bin Mohd Noh	16 May 2023	Independent Non-Executive Chairwoman
(c) Dato' Ridza Abdoh Bin Haji Salleh	23 March 2023	Independent Non-Executive Director
(d) Flavio Porro	24 January 2024	Non-Independent Non-Executive Director
	23 May 2024	Executive Director

- Ordinary Resolution 7 – 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 period under review. The Board has therefore recommended the re-appointment of UHY as external auditors of the Company of the financial year ending 31 March 2025.

- Special Business – Ordinary Resolution 8 – Authority to Allot Shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

The proposed Ordinary Resolution 8, 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 67,646,200 ordinary shares at the following issue price per share: -

Ordinary Shares	Issue Price per Share
16,806,800	RM0.119
20,839,400	RM0.117
30,000,000	RM0.1191

via Private Placement pursuant to the general mandate obtained from the shareholders at the 29th AGM held on 13 March 2023 ("Previous Mandate") and will lapse at the conclusion of the 30th AGM of the Company. The total proceeds of RM8.0 million 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 8, 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.

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

THIRTIETH ANNUAL GENERAL MEETING (“30th AGM”) OF AHB HOLDINGS BERHAD

Day & Date : Thursday, 26 September 2024
Time : 2.00 p.m. or any adjournment thereof
Online Meeting Platform : <https://web.vote2u.my>

The Thirtieth Annual General Meeting (“30th AGM”) of AHB Holdings Berhad (“**AHB**” or the “**Company**”) will be held as a fully virtual meeting through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided via 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 the participants (shareholders and proxies). Hence, you are required to ensure that internet connectivity throughout the duration of the meeting is maintained.

ENTITLEMENT TO PARTICPATE AND VOTE REMOTELY

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at **18 September 2024** shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairwoman of the 30th AGM to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV

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

BEFORE AGM DAY

A: REGISTRATION

Individual Shareholders

	Description	Procedures
(i)	Shareholders to register with Vote2U	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none">Access website at https://web.vote2u.myClick “Sign Up” to sign up as a user.Read the “Privacy Policy” and “Terms & Conditions” and indicate your acceptance of the “Privacy Policy” and “Terms & Conditions” on a small box <input type="checkbox"/>. Then click “Next”.*Fill-in your details (note: create your own password). Then click “Continue”.Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).Click “Submit” to complete the registration.Your registration will be verified and an email notification will be sent to you. Please check your email. <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 to ensure is keyed in correctly. * Remember the password you have keyed-in</p>

B: REGISTRATION PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

BEFORE THE DAY OF AGM - REGISTRATION		
	Description	Procedures
(i)	Submit Proxy Form (hardcopy)	<p>a. *Fill-in details on the hardcopy Proxy Form and ensure to provide the following information:</p> <ul style="list-style-type: none"> • MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy • *Email address of the Proxy <p>b. Submit/Deposit the hardcopy Proxy Form to the Company's Share Registrar at Aldpro Corporate Services Sdn Bhd of the Company at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, Malaysia</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 to ensure is written down correctly.</p>
(ii)	Electronic Lodgement of Proxy Form (e-Proxy Form) *For individual shareholders only*	<p>a. Individual shareholders to log in to Vote2U with your email address and password that you have registered with Vote2U.</p> <p>b. Click "Register Proxy Now" for e-Proxy registration.</p> <p>c. Select the general meeting event that you wish to attend.</p> <p>d. Select/ add your Central Depository System ("CDS") account number and number of shares.</p> <p>e. Select "Appoint Proxy".</p> <p>f. Fill-in the details of your proxy(ies) – ensure proxy(ies) email address(es) is/are valid.</p> <p>g. Indicate your voting instruction should you prefer to do so.</p> <p>h. Thereafter, select "Submit".</p> <p>i. Your submission will be verified.</p> <p>j. After verification, proxy(ies) will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.</p> <p><u>Note:</u> You need to register as a shareholder before you can register a proxy and submit the e-Proxy form. Please refer the section "A: Registration" to register as shareholder.</p>

Shareholders who appoint Proxy(ies) to participate in the fully virtual 30th AGM must ensure that the hardcopy Form of Proxy or e-Proxy Form is submitted not less than forty-eight (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. The Form of Proxy or e-Proxy Form once deposited/submitted will not preclude you from attending and voting in person at the 30th AGM should you subsequently wish to do so

ON AGM DAY

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
(i)	Login to fully virtual meeting portal - Vote2U online & watch Live Streaming	<p>The Vote2U online portal will open for log in, one (1) hour before the commencement of the 30th AGM.</p> <ol style="list-style-type: none">Login with your email and passwordSelect the AHB Holdings Berhad's 30th Annual General Meeting event.Check your details.Click "Watch Live" button to view the live streaming.

B: ASK QUESTIONS

Individual Shareholders & Proxies

	Description	Procedures
(i)	Ask Question during AGM (real-time)	<p>Questions submitted online using typed text will be moderated before being forwarded to the Chairwoman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <ol style="list-style-type: none">Click "Ask Question" button to post question(s).Type in your question and click "Submit". <p>The Chairwoman / Board of Director will endeavour to respond to questions submitted by remote shareholders and proxies during the 30th AGM.</p>

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedures
(i)	Online Remote Voting	<p>Once the Chairwoman announces the opening of remote voting:</p> <ol style="list-style-type: none">Click "Confirm Details & Start Voting".To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click "Next" to continue voting for all resolutions.To change your vote, click "Back" and select another voting choice.After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click "Confirm" to submit your vote. <p>Please note that you are not able 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 30th 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 30th AGM.

Enquiry

- a. If you have enquiry relating to the RPV or encounters issues with the log in, steps to connect to live streaming and online voting, please contact Vote2U helpdesk during office hours (8.30 a.m. to 5.30 p.m.) on Mondays to Fridays as follows:

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