



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Sixth (26<sup>th</sup>) Annual General Meeting (“AGM”) of **ARB BERHAD** (“ARB” or “the Company”) will be held at Synergy III, Level LG02, THE WESTIN KUALA LUMPUR, 199, Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia on Wednesday, 25 June 2025 at 8:00 a.m. for the transaction of the following businesses:

| AGENDA  |   |
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| <b>AS ORDINARY BUSINESS</b>   | <b>Please refer to Explanatory Notes to Ordinary Business</b> |
| 1. To receive the Audited Consolidated Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon.  | <b>Ordinary Resolution 1</b>                                  |
| 2. To approve the Directors’ fees amounting of up to RM300,000.00 and other benefits payable of up to RM300,000.00 for the period from the 26 <sup>th</sup> AGM up to the conclusion of 27 <sup>th</sup> AGM of the Company.  | <b>Ordinary Resolution 2</b>                                  |
| 3. To re-elect Ms Yuen Ya Ting who is retiring pursuant to Clause 105 of the Company’s Constitution and being eligible, has offered herself for re-election.  | <b>Ordinary Resolution 3</b>                                  |
| 4. To note the retirement of Messrs. Chengco PLT as Auditors of the Company and to authorise the Director and/or Companies Commission of Malaysia on the appointment of an Auditors pursuant to Section 272 of the Companies Act 2016 and to authorise the Directors to fix the new Auditors’ remuneration.   |   |
| <b>AS SPECIAL BUSINESS</b>  |   |
| To consider and, if thought fit, to pass the following resolutions:   |   |
| 5. <b>AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016</b>   | <b>Ordinary Resolution 4</b>                                  |
| <b>“THAT</b> 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.  |   |
| <b>THAT</b> 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 Bursa Securities for the listing and quotation of the additional shares so issued. |   |
| <b>AND THAT</b> such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”   |   |
| 6. <b>PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)</b>   | <b>Ordinary Resolution 5</b>                                  |
| <b>“THAT</b> , subject to the Companies Act, 2016 (“the Act”), the provisions of Constitution of the Company, the Main Market Listing Requirement of Bursa Malaysia Securities Berhad (“MMLR”) (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-  |   |
| (i) the aggregate number of shares purchased or held as treasury shares does not exceed 10% of the total number of issued and paid-up shares of the Company as quoted on Bursa Securities as at the point of purchase;  |   |
| (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares be backed by an equivalent amount of retained profits; and  |   |
| (iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares, or cancel the shares, or retain part of the shares so purchased as treasury shares and cancel the remainder, or resell the shares, or transfer the shares or distribute the shares as dividends;  |   |
| <b>AND THAT</b> the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until: -  |   |
| (i) the conclusion of the next AGM at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or  |   |
| (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or  |   |
| (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;  |   |
| whichever occurs first.   |   |
| <b>AND THAT</b> the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.”   |   |
| 7. To transact any other business of the Company for which due notice shall have been given.  |   |
| <b>By Order of the Board</b>  |   |
| TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)<br>Company Secretary   |   |
| Kuala Lumpur<br>30 April 2025   |   |
| <b>Notes:-</b>  |   |
| (1) <i>member/shareholder 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 stead. A proxy may, but need not, be a member of the Company. Where a member/shareholder appoints more than one proxy to attend and vote at the meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.</i>   |   |
| (2) <i>The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.</i>  |   |
| (3) <i>Where a member of the Company is an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said securities account.</i>   |   |
| (4) <i>Where a member of the Company is an exempt authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA 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.</i>   |   |
| (5) <i>The Proxy Form must be deposited at the Share Registrar’s office, Aldora Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utama, 59200 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time set for holding the meeting or any adjournment thereof.</i>  |   |
| (6) <i>For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall request from Bursa Malaysia Depository Sdn Bhd the Record of Depositors as at 9 June 2025. Only members whose name appears on the Record of Depositors as at 9 June 2025 shall be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and/or vote on his/her stead.</i>   |   |
| <b>Explanatory Notes to Ordinary Business</b>   |   |
| 1. <b>Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2024</b>   |   |
| This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.  |   |
| 2. <b>Ordinary Resolution 1 – Directors’ Fees and Benefits</b>  |   |
| Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of the Company shall be approved at a general meeting.  |   |
| The proposed Ordinary Resolution 1, if passed, will facilitate the payment of proposed Directors’ fees of RM300,000.00 for the period from the 26 <sup>th</sup> Annual General Meeting (“AGM”) up to the conclusion of the 27 <sup>th</sup> AGM of the Company to the Directors. The benefits payable to the Directors has been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company and in accordance with the remuneration framework of the Group. The benefits comprised of meeting allowance, travelling allowance and Board Committee allowances.   |   |
| The proposed benefits of RM300,000.00, if approved, will authorise the payment of Directors’ benefits for the period from the 26 <sup>th</sup> AGM up to the conclusion of the 27 <sup>th</sup> AGM. In the event that the proposed amount is insufficient (due to enlarged Board size and additional number of meetings), approval will be sought at the next AGM for the shortfall.   |   |
| 3. <b>Ordinary Resolution 2 – Re-election of Director pursuant to Clause 105 of the Company’s Constitution</b>  |   |
| Ms Yuen Ya Ting (“Ms Julia”) is standing for re-election as Director of the Company and being eligible, has offered herself for re-election at the 26 <sup>th</sup> AGM.  |   |
| Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profile of Ms Julia is set out in the Directors’ profile of the Annual Report 2024. The Board, save for Ms Julia who has obtained from deliberation and voting, has through the NC, considered her assessment of and agreed that she has meets the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) on character, experience, integrity, competence and time commitment to effectively discharge her role as Director.  |   |
| The Board, save for Ms Julia who has abstained from deliberation and voting, has also through the NC conducted an assessment on the independence of Ms Julia and is satisfied that she has complied with the criteria on independence as prescribed by the Main Market Listing Requirements of Bursa Securities.  |   |
| 4. <b>Ordinary Resolution 3 – Retirement of Messrs. Chengco PLT upon the conclusion of 26<sup>th</sup> AGM and to authorise the Director and/or Companies Commission of Malaysia on the appointment of an Auditors pursuant to Section 272 of the Companies Act 2016</b>  |   |
| Messrs. Chengco PLT has expressed that they would not seeking re-appointment as the Auditors of the Company for the ensuing year. As such, the term of office of Messrs. Chengco PLT shall end upon the conclusion of the 26 <sup>th</sup> AGM. In relation thereto, authority be and is hereby given to the Director and/or Companies Commission of Malaysia to appoint a new Auditors pursuant to Section 272 of the Companies Act 2016 in place of the retiring Auditors and to authorise the Directors to fix the new Auditors’ remuneration.   |   |
| <b>Explanatory Notes to Special Business</b>  |   |
| 1. <b>Ordinary Resolution 4 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act</b>   |   |
| The proposed Ordinary Resolution 4, if passed, is empower the Directors to issue and allot up to an aggregate amount of not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being or such other percentage as Bursa Securities may from time to time allowed for such purposes as the Directors consider would be in the best interest of the Company without having to convene separate general meetings. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM of the Company.   |   |
| The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.  |   |
| At the 25 <sup>th</sup> AGM held on 27 June 2024, the Directors of the Company has been granted a general mandate by the members of the Company to issue and allot shares in the Company not exceeding 10% of the total number of issued shares of the Company. Up to the date of Notice, the Company did not issue any new shares pursuant to this mandate obtained and accordingly no proceeds were raised.   |   |
| 2. <b>Ordinary Resolution 5 – Proposed Renewal of Authority for the Company to purchase its own shares (“Proposed Renewal of Share Buy-Back Authority”)</b>   |   |
| This Ordinary Resolution 5, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirement of Bursa Securities. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company. The Company has not purchased any of its own shares since obtaining the said mandate from its shareholders at the last AGM held on 27 June 2024. Further details are set out in the Circular to Shareholders dated 30 April 2025 in relation to the Proposed Renewal of Share Buy-Back Authority.             |   |
| <b>Personal data privacy:</b>   |   |
| <i>By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company</i>  |   |
| <i>(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 the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”).</i>   |   |
| <i>(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</i>   |   |
| <i>(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.</i>  |   |