

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Circular in respect of the Proposed Renewal of Share Buy-Back Authority prior to its issuance, as it is prescribed as an exempt document pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



ARB BERHAD
[Registration No. 199701033435 (448934-M)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)

The above proposal will be tabled at the Twenty-Sixth Annual General Meeting (“26th 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. or any adjournment thereof.

The Notice of the 26th AGM together with the Proxy Form are enclosed in the 2024 Annual Report.

The Proxy Form should be completed and returned in accordance with the instructions therein as soon as possible and should be deposited at the Share Registrar of the Company, Aldpro Corporate Services Sdn Bhd situated at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, not less than 48 hours before the time stipulated for holding the meeting. The completion and return of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : Monday, 23 June 2025 at 8:00 a.m.

Date and time of the 26th AGM : Wednesday, 25 June 2025 at 8:00 a.m.

This Circular is dated 30 April 2025

DEFINITIONS

For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

Act	The Companies Act, 2016 as amended from time to time, and includes every statutory modification or any re-enactment thereof for the time being in force
AGM	Annual General Meeting
ARB or the Company	ARB Berhad [Registration No. 199701033435 (448934-M)]
ARB Group or the Group	ARB and its subsidiary companies (including any potential companies to be formed as subsidiaries in the future) collectively
ARB Share(s) or Share(s)	Ordinary Shares in ARB
Board	The Board of Directors of ARB
Bursa Securities	Bursa Malaysia Securities Berhad
Circular	This circular to shareholders of ARB Berhad dated 30 April 2025
Code	The Malaysian Code on Take-Overs and Mergers 2016, including any amendments thereto that may be made from time to time
Director	Shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a director or a chief executive of ARB or any other company which is a subsidiary or holding company of ARB
EPS	Earnings per Share
LPD	1 April 2025, being the latest practicable date prior to the printing of this Circular
Listing Requirements	Main Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
Major Shareholder(s)	Means a person who has an interest or interests in one or more voting shares in ARB and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the corporation; or (b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.

DEFINITIONS (CONT'D)

Major Shareholder(s) (cont'd)	and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, such major shareholder of the company or any other company which is its subsidiary or holding company For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act
Market Day	A day which Bursa Securities is open for the trading of securities
NA	Net assets attributable to ordinary equity holders of ARB
Proposed Renewal of Share Buy-Back Authority	Proposed renewal of authority for ARB to purchase its own shares of up to ten percent (10%) of the total number of issued share of the Company
Purchased ARB Shares	Shares purchased by ARB pursuant to Section 127 of the Act
RM and Sen	Ringgit Malaysia and Sen, respectively
Shareholders	Shareholders of ARB
Substantial Shareholder(s)	A person who has interest or interests in one or more voting shares in corporation and the number or aggregate number of those shares, is not less than 5% of the total number of voting shares in the corporation
2024 Annual Report	Annual Report of ARB issued for the financial year ended 31 December 2024

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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ARB BERHAD

[Registration No. 199701033435 (448934-M)]
(Incorporated in Malaysia)

Registered Office

B-21-1, Level 21, Tower B
Northpoint Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur

30 April 2025

Board of Directors

Yuen Ya Ting
Hong Zi Shen
Khor Chin Meng
Aiman Afiffudin Bin Ramlee

Independent Non-Executive Chairperson
Executive Director
Independent Non-Executive Director
Independent Non-Executive Director

To : The Shareholders of ARB Berhad

Dear Sirs,

PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

1. INTRODUCTION

The Company has sought and obtained the approval of its shareholders to purchase up to ten percent (10%) of the total number of issued shares of the Company at any point in time at the AGM of the Company held on 27 June 2024. The aforesaid shareholders' approval for the Company to purchase its own shares is subject to the annual renewal and will lapse at the conclusion of the forthcoming 26th AGM unless such authority is renewed by an ordinary resolution passed at the general meeting.

On 23 April 2025, the Board had announced that ARB proposed to seek the approval of its shareholders for the renewal of the Company's authority to purchase up to ten percent (10%) of the total number of issued shares of ARB. The Proposed Renewal of Share Buy-Back Authority is subject to compliance with Section 127 of the Act and any prevailing laws, orders, requirements, guidelines, rules and regulations issued by any relevant authorities at the time of purchase.

The purpose of this Circular is to provide you with the relevant information of the Proposed Renewal of Share Buy-Back Authority and to seek your approval on the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 26th AGM, which 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. or any adjournment thereof. The notice of the AGM together with the Proxy Form are enclosed in the 2024 Annual Report of the Company.

SHAREHOLDERS OF ARB ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY AT THE FORTHCOMING 26TH AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The Board is proposing to seek the shareholders' approval for the renewal of the authority for ARB to purchase its own Shares for an aggregate amount of up to ten percent (10%) of the total number of issued shares at any point in time, subject to the Act, Listing Requirements and any prevailing laws, orders, requirements, guidelines, rules and regulation issued by any relevant authority, at the time of purchase.

For illustrative purposes, as at LPD, the total number of issued shares of ARB are 1,249,801,166 Shares. Hence the maximum number of shares that may be purchased by the Company is up to 124,980,116 shares, representing ten percent (10%) of the total number of issued Shares.

The Proposed Renewal of Share Buy-Back Authority, once approved by the shareholders, shall take effect from the passing of the ordinary resolution pertaining thereto at the forthcoming 26th AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time the authority shall lapse unless the authority is renewed by ordinary resolution, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (c) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting;

whichever occurs first.

The Proposed Renewal of Share Buy-Back Authority does not impose an obligation on the Company to purchase its own Shares. Rather, it will allow the Board to exercise the power of the Company to purchase its own shares at any time within the abovementioned time period.

2.1 Maximum Amount of Funds to be Allocated and the Source of Funds

The Listing Requirements stipulate that the proposed purchase by a listed company of its own shares must be made wholly out of retained profits based on the latest annual audited financial statements and/or the latest management accounts (where applicable) of the listed company. Therefore, the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the amount stated in the retained profits of the Company. The details of the retained profits of ARB are as follows:

	Retained Profits (RM)
Audited financial statement as at 31 December 2024	6,065,724

The Proposed Renewal of Share Buy-Back Authority will be funded by internally generated funds and/or external borrowings or a combination of both. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later depending on, amongst others, the availability of internally generated funds, actual number of ARB Shares to be purchased and other relevant factors.

The actual number of ARB Shares to be purchased and/or held, and the timing of such purchases will depend on, amongst others, the market conditions and sentiments of the stock markets as well as the retained profits and financial resources available to the Company. In the event that the Proposed Renewal of Share Buy-Back Authority is to be partly financed by external borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and that the repayment will not have a material effect on the cash flow of the Group. In addition, the Board will ensure that the Company satisfy the solvency test as stated in the Section 112(2) of the Act before execution of the Proposed Renewal of Share Buy-Back Authority.

2.2 Treatment of the Purchased ARB Shares

The Purchased ARB Shares will be dealt by the Board in accordance with Section 127(4) of the Act, in the following manner:

- (i) cancel the purchased ARB Shares; or
- (ii) retain the purchased ARB Shares as treasury shares which may be distributed as share dividends to the shareholders of ARB and/or be resold on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or
- (iii) combination of items (i) and (ii) above.

Accordingly, based on Section 127(7) of the Act, where such Purchased ARB Shares are held as treasury shares, the Board may, at their discretion:

- (i) distribute the Purchased ARB Shares as dividends to ARB shareholders, such dividends to be known as “share dividends”;
- (ii) resell the Purchased ARB Shares or any of the Purchased ARB Shares in accordance with the relevant rules of Bursa Securities;
- (iii) transfer the Purchased ARB Shares or any of the Purchased ARB Shares for the purpose of or under an employees’ share scheme;
- (iv) transfer the Purchased ARB Shares or any of the Purchased ARB Shares as purchase consideration;
- (v) cancel the Purchased ARB Shares or any of the Purchased ARB Shares; or
- (vi) sell, transfer or otherwise use the Purchased ARB Shares for such other purposes as the Minister charged with the responsibility for companies (as set out in the Act) may by order prescribe.

Pursuant to Sections 127(8) and 127(9) of the Act, if such Purchased ARB Shares are held as treasury shares, the rights attached to them in relation to voting, dividends and participation in rights, allotments and/or other distributions are suspended and the Purchased ARB Shares shall not be taken into account in calculating the number or percentage of shares or a class of shares in the Company for any purpose including determination of Substantial Shareholders, takeovers, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on a resolution at meetings of the shareholders.

The decision whether to retain the Purchased ARB Shares as treasury shares, or to cancel the Purchased ARB Shares or a combination of both, will be made by the Board at the appropriate time.

An immediate announcement will be made to Bursa Securities on any purchase of Shares as well as any resale or cancellation of the Purchased ARB Shares or a combination of both.

2.3 Purchase/ Resale Price

Pursuant to Paragraph 12.17 of the Listing Requirements, ARB may only purchase ARB Shares at a price which is not more than fifteen percent (15%) above the weighted average market price of ARB shares for the five (5) Market Days immediately preceding the date of the purchase(s).

Pursuant to Paragraph 12.18 of the Listing Requirements, ARB may only resell or transfer the Purchased ARB Shares held as treasury shares at a price which is:

- a) not less than the weighted average market price of ARB Shares for the five (5) Market Days immediately prior to the resale or transfer; or
- b) at a discount of not more than 5% to the weighted average market price of ARB Shares for the five (5) Market Days immediately prior to the date of resale or transfer provided that:
 - i. the resale or transfer takes place no earlier than 30 days from the date of the purchase; and
 - ii. the resale or transfer price is not less than the cost of purchase of the shares being resold or transferred.

The proposed purchase of ARB's own Shares and/or resale of the Purchased ARB Shares shall only be effected on the market of Bursa Securities via its automated trading system and shall exclude any direct business transactions as defined in accordance with the rules of Bursa Securities. ARB shall ensure that all dealing(s) in its own Shares/Purchased ARB Shares are made through stock broker(s) appointed by ARB.

2.4 Potential Advantages and Disadvantages of the Proposed Renewal of Share Buy-Back Authority

The potential advantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its Shareholders, are as follows:

- (a) The Proposed Renewal of Share Buy-Back Authority would enable the Company to utilise its financial resources more efficiently especially where there is no immediate use and it may strengthen the consolidated EPS of the Group.
- (b) The Proposed Renewal of Share Buy-Back Authority will also provide the Company with opportunities for potential gains if the Purchased ARB Shares which are retained as treasury shares are resold at prices higher than their cost of purchase.
- (c) In any event, the Purchased ARB Shares retained as treasury shares may also be distributed as share dividends to the shareholders as a reward.
- (d) The Proposed Renewal of Share Buy-Back Authority may also stabilise the supply and demand of ARB Shares traded on Bursa Securities and reduce the volatility of the share prices. The stability of ARB Shares price is important to maintain investors' confidence and may also assist in facilitating future fund raising via the equity market.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority to the Company and its Shareholders, are as follows:

- (a) The Proposed Renewal of Share Buy-Back Authority if implemented is expected to temporarily reduce the immediate financial resources of ARB Group.

- (b) The Proposed Renewal of Share Buy-Back Authority may also resulting the Group foregoing better investment opportunities which may emerge in the future and/or any income that may be derived from other alternative uses of such funds such as deposit in interest bearing instruments.
- (c) The Proposed Renewal of Share Buy-Back Authority may also reduce the amount of resources available for distribution to the shareholders of the Company in the form of dividends as funds are utilised to purchase its own Shares.

Nevertheless, the Proposed Renewal of Share Buy-Back Authority is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be implemented only after careful consideration of the financial resources of the Group and its resultant impact. The Board is mindful of the interest of the Company and the shareholders and will be prudent in respect to the above exercise.

2.5 Public Shareholding Spread of ARB

As at LPD, the public shareholding spread of the Company was approximately 77.58% of its total number of issued Shares.

The Company will only undertake a Share Buy-Back to the extent that at least 25% of the total issued share capital of ARB is held in the hands of public shareholders at all times. The Board is mindful of the requirement and will ensure that the Company complies with the public shareholding spread requirements by refraining from buying back the Company's own Shares if the purchased would result in the public shareholding spread falling below 25% of its issued share capital.

2.6 Implication Relating to the Code

Pursuant to the Code, a person and any parties acting in concert with him will be required to make a mandatory offer for the remaining ARB Shares not already owned by him/her/them if his/her/their stake in the Company is increased to beyond 33.0% or if his/her/their shareholdings is between 33.0% and 50.0% and increases by another 2.0% in any six (6) months period.

However, an exemption from mandatory offer obligation may be granted by the Securities Commission under the Code subject to the parties acting in concern complying with the conditions stipulated in the Code.

The Company intends to implement the Proposed Renewal of Share Buy-Back Authority in the manner that will not result in any of the shareholders having to undertake a mandatory offer pursuant to the Code. In this respect, the Board will be mindful of the requirements of the Code when implementing the Proposed Renewal of Share Buy-Back Authority.

2.7 Purchase, Resale and Cancellation of Shares Made in Previous Twelve (12) Months

There were no purchase, resale and cancellation of shares made by ARB in the previous twelve (12) months preceding the date of this Circular.

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3. RATIONALE FOR THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The implementation of the Proposed Renewal of Share Buy-Back Authority is envisaged to benefit the Company and its shareholders as follows:

- (i) the Company is able to utilise its surplus financial resources more efficiently. If implemented, this may help to stabilise the supply and demand of the ARB Shares traded on Bursa Securities and thereby support its fundamental value;
- (ii) the EPS of ARB Shares and the return on equity of the Company is expected to improve as a result of a reduced share capital base;
- (iii) the Purchased ARB Shares retained as treasury shares provide the Board with an option to resell the treasury shares at a higher price and generate capital gains for the Company;
- (iv) the Purchased ARB Shares retained as treasury shares can be distributed as share dividends to the shareholders as a reward; and
- (v) the financial resources of the Company will increase if the Purchased ARB Shares held as treasury shares are resold at prices higher than the purchase price.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The effects of the Proposed Renewal of Share Buy-Back Authority on share capital, NA, working capital, earnings and shareholdings of Directors and Substantial Shareholders of the Company are set out below:

4.1 Share Capital

Based on the total number of issued Shares as at the LPD, and assuming the maximum number of Shares (of up to ten percent (10%) of the total number of issued Shares) under the Proposed Renewal of Share Buy-Back Authority is purchased and such Purchased Shares are cancelled, the effects of the Proposed Renewal of Share Buy-Back Authority on the total number of issued Shares of the Company are as follows:

	No. of Shares
Total number of issued Shares as at LPD	1,249,801,166
<u>Less:</u>	
Maximum number of Shares that may be purchased pursuant to the Proposed Renewal of Share Buy-Back Authority*	(124,980,116)
Total number of issued Shares upon completion of the Proposed Renewal of Share Buy-Back Authority	1,124,821,050

Note:

** Assuming all Purchased Shares are cancelled*

The effect of the Proposed Renewal of Share Buy-Back Authority on the Company's issued share capital and the total number of issued Shares will depend on whether the Purchased Shares are retained as treasury shares or cancelled.

If the Purchased Shares are retained as treasury shares, the Proposed Renewal of Share Buy-Back Authority will not affect the Company's issued share capital but the rights attaching to them as to voting, dividends and participation in other distributions or otherwise, of the Company's assets including any distribution of assets upon winding up of the Company will be suspended. The treasury shares will not be taken into account in calculating the number or percentage of Shares, or of a class of shares in the Company for any purpose including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for a meeting and result of a vote on a resolution at a meeting.

4.2 NA and gearing

When the Company purchases its own shares, regardless of whether they are retained as treasury shares or subsequently cancelled, the NA per share of ARB Group will decrease if the cost per share purchased exceeds the NA per share of ARB Group at the relevant point in time. However, if the cost per share purchased is below the NA per share of ARB Group at the relevant point in time, the NA per share of ARB Group will increase.

In the case where the Purchased ARB Shares are treated as treasury shares and subsequently resold on Bursa Securities, the NA per share of ARB Group upon the resale will increase if the Company realises a gain from the resale and vice-versa. If the treasury shares are distributed as share dividends, the NA of ARB Group will decrease by the cost of the treasury shares at the point of purchase.

4.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority, as and when implemented, will reduce the working capital and cash flow of ARB Group, the quantum of which depends on, amongst others, the number of ARB Shares purchased and the purchase price(s) of the ARB Shares.

For ARB Shares so purchased which are kept as treasury shares, upon their resale, the working capital and the cash flow of the Group will increase upon the receipt of the proceeds of the resale. The quantum of the increase in the working capital and cash flow will depend on the actual selling price(s) of the treasury shares and the number of treasury shares resold.

4.4 Earnings and EPS

The effects of the Proposed Renewal of Share Buy-Back Authority on the earnings of ARB Group are dependent on the number ARB Shares purchased, the effective funding cost to finance such purchases and/or loss in interest income to ARB Group if internally generated funds are utilised. Further, the purchase of the ARB Shares will result in a lower number of shares being taken into account for purposes of EPS computation.

4.5 Dividends

Assuming the Proposed Renewal of Share Buy-Back Authority is implemented in full and the dividend quantum is maintained at historical levels, the Proposed Renewal of Share Buy-Back Authority will have an effect of increasing the dividend rate per ordinary share of the Company as a result of the reduction in the issued share capital of the Company.

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4.6 Directors' and Substantial Shareholders' Shareholdings

The effects of the Proposed Renewal of Share Buy-Back Authority on the direct and indirect interests of the Directors and Substantial Shareholders and any person connected with the Directors and/or Substantial Shareholders in the proposed purchase based on the Register of Directors and Substantial Shareholders of ARB as at LPD are illustrated as follows: -

Ordinary Shares

Directors	As at the LPD				After Proposed Renewal of Share-Buy Back Authority			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Yuen Ya Ting	-	-	-	-	-	-	-	-
Khor Chin Meng	-	-	-	-	-	-	-	-
Hong Zi Shen	2,100,000	0.168	-	-	2,100,000	0.187	-	-
Aiman Afiffudin Bin Ramlee	-	-	-	-	-	-	-	-
<u>Substantial Shareholder</u> Dato' Sri Liew Kok Leong	161,980,332	12.960	116,115,179 ^(a)	9.291	161,980,332	14.401	116,115,179 ^(a)	10.323
Ukay One Sdn. Bhd.	116,115,179	9.291	-	-	116,115,179	10.323	-	-

Note:

(a) Deemed interested pursuant to Section 8 of the Companies Act, 2016 by virtue of his shareholding in Ukay One Sdn. Bhd

5. INTEREST OF DIRECTORS AND/OR MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Save for the proportionate increase in percentage of shareholdings and/or voting rights of shareholders of the Company as a result of the Proposed Renewal of Share Buy-Back Authority, none of the Directors and/or Major Shareholders of the Company and/or persons connected with them have any interests, direct or indirect, in the proposed purchase of shares or resale of treasury shares, if any in the future.

6. APPROVALS REQUIRED

The Proposed Renewal of Share Buy-Back Authority are conditional upon the approval of the Shareholders of the Company being obtained at the forthcoming 26th AGM to be convened.

7. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of ARB Shares traded on Bursa Securities for the past twelve (12) months from April 2024 to March 2025 are as follows:

	Lowest RM	Highest RM
2024		
April	0.035	0.045
May	0.030	0.040
June	0.030	0.055
July	0.040	0.050
August	0.035	0.045
September	0.030	0.040
October	0.030	0.040
November	0.030	0.045
December	0.030	0.040
2025		
January	0.030	0.040
February	0.025	0.040
March	0.035	0.040

The last transacted price of ARB Shares on 1 April 2025, being the LPD, was RM0.035.

(Source: https://www.bursamalaysia.com/trade/trading_resources/listing_directory/company-profile?stock_code=7181)

8. DIRECTORS' RECOMMENDATION

The Board after having considered all aspects of the Proposed Renewal of Share Buy-Back Authority is of the opinion that the Proposed Renewal of Share Buy-Back Authority is fair, reasonable and in the best interests of the Company and accordingly recommended that the shareholders of ARB to vote in favour of the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming 26th AGM.

9. 26TH ANNUAL GENERAL MEETING

The resolution to vote on the Proposed Renewal of Share Buy-Back Authority are set out in the Notice of AGM contained in 2024 Annual Report of the Company. The 26th AGM 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 purpose of considering and, if thought fit, passing the resolution pertaining to the Proposed Renewal of Share Buy-Back Authority.

If you are unable to participate at our forthcoming 26th AGM, you may complete, sign and return the Proxy Form enclosed in the 2024 Annual Report in accordance with the instructions therein as soon as possible so as to arrive at the Share Registrar of the Company, Aldpro Corporate Services Sdn Bhd situated at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan, not less than forty-eight (48) hours before the time set for our 26th AGM or any adjournment thereof.

The completion and return of Proxy Form will not preclude you from attending and voting in person at the 26th AGM should you subsequently wish to do so.

10. FURTHER INFORMATION

Shareholders are requested to refer to **Appendix I** contained in this Circular for further information.

Yours faithfully
For and on behalf of the Board
ARB BERHAD

YUEN YA TING
INDEPENDENT NON-EXECUTIVE CHAIRPERSON

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APPENDIX I – FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of ARB who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by the shareholders of ARB at the Registered Office of ARB at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan during normal office hours between Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the 26th AGM:

- (i) The Constitution of ARB; and
- (ii) The audited financial statements of ARB Group for the past two (2) financial period ended 31 December 2023 and financial year ended 31 December 2024.

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