

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth (25th) Annual General Meeting ("AGM") of **ARB BERHAD** ("ARB" or "the Company") will be conducted virtually through live streaming from the broadcast venue at Suite 22.08 of Level 22, Menara Exchange 106, Lingkaran TRX, Tun Razak Exchange, 55188 Kuala Lumpur, Malaysia on Thursday, 27 June 2024 at 8:30 a.m.

AGENDA

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| <p>AS ORDINARY BUSINESS</p> <ol style="list-style-type: none"> 1. To receive the Audited Consolidated Financial Statements for the financial period ended 31 December 2023 together with the Reports of the Directors and Auditors thereon. 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 25th AGM up to the conclusion of 26th AGM of the Company. 3. To re-elect Mr Khor Chin Meng who is retiring pursuant to Clause 105 of the Company's Constitution and being eligible, has offered himself for re-election. 4. To re-elect the following Directors who are retiring pursuant to Clause 114 of the Company's Constitution and being eligible, have offered themselves for re-election:- <ol style="list-style-type: none"> (i) Yuen Ya Ting (ii) Hong Zi Shen (iii) Aiman Affuddin Bin Ramlee 5. To re-appoint Messrs Chengco PLT as the Company's Auditors and to authorise the Directors to fix their remuneration. <p>AS SPECIAL BUSINESS</p> <p>To consider and, if thought fit, to pass the following resolutions:</p> <ol style="list-style-type: none"> 6. 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 Bursa Securities for the listing and quotation of the additional shares to be issued.
 AND THAT 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." 7. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")
 "THAT, 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:- <ol style="list-style-type: none"> (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; AND THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until: - <ol style="list-style-type: none"> (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. AND THAT 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 amendments 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." 8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")
 "THAT, subject to the provisions of the MMLR, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.1.5 of the Circular to Shareholders dated 30 April 2024 in relation to the Proposed Shareholders Mandate which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on a terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:- <ol style="list-style-type: none"> (a) the conclusion of the next AGM of the Company following the AGM at which such ordinary resolution for the Proposed Shareholders Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed; (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting; whichever is the earlier; AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution." 9. To transact any other business of the Company for which due notice shall have been given. | <p>Please refer to Explanatory Notes to Ordinary Business</p> <p>Ordinary Resolution 1</p> <p>Ordinary Resolution 2</p> <p>Ordinary Resolution 3</p> <p>Ordinary Resolution 4</p> <p>Ordinary Resolution 5</p> <p>Ordinary Resolution 6</p> <p>Ordinary Resolution 7</p> <p>Ordinary Resolution 8</p> <p>Ordinary Resolution 9</p> |
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By Order of the Board

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)
Company Secretary
Kuala Lumpur
30 April 2024

- Notes:-
1. Please refer the Administrative Guide for the procedures to register and participate and vote in the virtual meeting. Shareholders and proxies will not be allowed to attend the 25th AGM in person at the broadcast venue on the day of the meeting.
 2. A member entitled to attend and vote at the general meeting is entitled to appoint proxy/ proxy(ies) to attend and vote in his/her stead.
 3. Where a member appoints two (2) proxies or more, the appointment of such proxies shall not be valid unless the member specifies the proportion of his shareholding to be represented by each such proxy. There is no restriction to the qualification of the proxy.
 4. 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.
 5. 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 signed by attorney so authorised.
 6. The Proxy Form must be deposited at the Share Registrar Office of the Company, 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 not less than 48 hours before the time set for holding the meeting or any adjournment thereof.
 7. For the purposes of determining a member who shall be entitled to attend, speak and vote at the 25th AGM, the Company shall be requesting the Record of Depositors as at 13 June 2024. Only a depositor whose name appears on the Record of Depositors as at 13 June 2024 shall be entitled to attend and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her stead.

Explanatory Notes to Ordinary Business

1. Item 1 of the Agenda – Audited Financial Statements for the financial period ended 31 December 2023
 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. Ordinary Resolution 4 – Directors' Fees and Benefits
 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 and its subsidiaries 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 25th Annual General Meeting ("AGM") up to the conclusion of the 26th 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 authorised the payment of Directors' benefits for the period from the 25th AGM up to the conclusion of the 26th 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. Ordinary Resolutions 2 to 5 – Re-election of Directors pursuant to Clause 105 and 114 of the Company's Constitution
 The profiles of the retiring Directors are set out under Profile of Directors in the Annual Report 2023. The performance of each Director who is recommended for re-election has been assessed through the Board annual evaluation and the Independent Non-Executive Directors ("INED") have provided annual declaration / confirmation of their independence. The Board of Directors ("Board") has approved the recommendations by the Nomination Committee and is supportive of the re-election of the retiring Directors based on the justifications below. The retiring Directors had abstained from deliberation and decision making on their own eligibility to stand for re-election:

Description	Ordinary Resolution 2
Name of Director	Khor Chin Meng
Reason for re-election	Mr Khor Chin Meng has exercised due care and shown high commitment by carrying out his duties professionally during his tenure as an INED of the Company. He demonstrated his objectivity through proactive engagements during the meetings of the Board and Board Committees by sharing valuable, relevant and impartial views on issues tabled for discussion.
Description	Ordinary Resolution 3
Name of Director	Yuen Ya Ting
Reason for re-election	Ms Yuen Ya Ting has exercised due care and carried out her professional duty proficiently as an Independent Non-Executive Chairperson of the Company. She demonstrated objectivity and independence through her participation at the meetings by giving valuable feedbacks for Board's deliberation and decision-making process.

Description	Ordinary Resolution 4
Name of Director	Hong Zi Shen
Reason for re-election	Mr Hong Zi Shen possesses relevant qualification, knowledge and experience which complement the Board's competencies. He has been involved in the Group's business operation and able to provide valuable input to steer the Group forward.
Description	Ordinary Resolution 5
Name of Director	Aiman Affuddin Bin Ramlee
Reason for re-election	Encik Aiman Affuddin Bin Ramlee exercised due care and carried out his professional duty proficiently as an INED of the Company. He demonstrated his objectivity through proactive engagements during the meetings of the Board and Board Committees by sharing valuable, relevant and impartial views on issues tabled for discussion.

4. Ordinary Resolution 6 – Re-appointment of Auditors
 The Audit Committee ("AC") has carried out an assessment on the suitability and independence of the External Auditors, Messrs Chengco PLT and was satisfied with the suitability of Messrs Chengco PLT based on the quality of audit, performance, competency, and sufficiency of resources the external audit team provided to the Group.
 The AC in its assessment also found Messrs Chengco PLT to be sufficiently objective and independent. The Board therefore approved the AC's recommendation on the re-appointment of Messrs Chengco PLT as External Auditors of the Company for the financial year ending 31 December 2024 be put forward for the shareholders' approval at the 25th AGM.

Explanatory Notes to Special Business

1. **Ordinary Resolution 7 – Authority to allot and issue shares pursuant to Sections 75 and 76 of the Act**
 The proposed Ordinary Resolution 7, if passed, will 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 Malaysia Securities Berhad 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.
 Pursuant to Section 85(1) of the Act and Clause 61 of the Company's Constitution and Paragraph 7.08 of the MMLR, the New Shares will have to be offered to the existing shareholders of the Company unless there is a direction to the contrary given in the general meeting of the Company. Should the existing shareholders of the Company approve the proposed Ordinary Resolution 7, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Act, which then would allow the Directors to issue New Shares to any person (without having to offer the said New Shares equally to all existing shareholders of the Company) prior to issuance. This will result in a dilution to the shareholding percentage of the existing shareholders of the Company.
 At the 24th AGM held on 15 November 2022, 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.
 The Board of Directors of the Company, having considered the future financial needs of the Group, is of the opinion that this 10% General Mandate is in the best interest of the Company and its shareholders. This proposed Ordinary Resolution 7, if passed will also provide flexibility to the Company for any possible fund-raising activities quickly and efficiently, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and/or acquisitions, or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares. In addition, any delay arising from, and cost involved in convening a General Meeting to approve such issuance of shares should be eliminated.
2. **Ordinary Resolution 8 – Proposed Renewal of Authority for the Company to purchase its own shares ("Proposed Renewal of Share Buy-Back Authority")**
 This Ordinary Resolution 8, 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 MMLR. 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 15 November 2022. Further details are set out in the Circular to Shareholders dated 30 April 2024 in relation to the Proposed Renewal of Share Buy-Back Authority.
3. **Ordinary Resolution 9 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Mandate")**
 The Ordinary Resolution 9, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.
 For further information on this resolution, please refer to the Circular to Shareholders dated 30 April 2024 in relation to Proposed Mandate which is despatched together with the Annual Report 2023.



ARB BERHAD

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

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

Type of Meeting	:	25th Annual General Meeting (“25th AGM”)
Day, Date and Time of Meeting	:	Thursday, 27 June 2024 at 8:30 a.m.
Remote Participation and Voting Facilities	:	Cloud AGM Platform operated by ARB Wemeet Sdn Bhd at https://member.arbwemeet.com.
Domain Registration Numbers with MYNIC	:	D1A457700

The 25th AGM of the Company will be held and conducted by way of virtual meeting through live streaming and online voting via Cloud AGM Platform operated by ARB Wemeet Sdn Bhd at its website at <https://member.arbwemeet.com>. An online meeting platform used to conduct the meeting can be recognised as the meeting venue as required under Section 327(2) of the Companies Act 2016, provided that the online platform located in Malaysia.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

Entitlement to Participate and Vote Remotely

Only shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 13 June 2024 shall be eligible to participate and vote remotely in the meeting or appoint proxy(ies)/ the Chairman of the meeting to participate and/or vote on his/ her behalf.

PROCEDURES TO PARTICIPATE IN CLOUD AGM PLATFORM

Please follow the procedures to participate in Cloud AGM Platform as summarised below:

★ BEFORE AGM DAY ★

A: REGISTRATION		
	Description	Procedure
i.	Shareholders to Register with ARB Wemeet	<ol style="list-style-type: none"> a. Access website at https://member.arbwemeet.com b. Select “Sign Up” to sign up as user. c. Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ by clicking on a small box <input type="checkbox"/>. Then select “Next”. d. Fill-in your details – (i) ensure your email address is valid & (ii) create your own password. (iii) add the CDS account Then click “OK”. e. Registration as user completed. f. An email notification will be sent to you. g. Click the link in the email to verify account.
	➤ Individual Shareholders	<p><u>Notes:</u></p> <ul style="list-style-type: none"> • If you have already signed up/registered as a user with previously, you are not required to register again. • In order to be able to view the event, shareholders must add the related CDS in the profile (From the sign up or in the own profile).

B: REGISTRATION OF PROXY		
	Description	Procedure
i.	Submit Proxy Form (hard copy)	<p>The hard copy Proxy Form must be deposited with the Company’s Share Registrar Office 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 (Tuesday, 25 June 2024 at 8:30 a.m.) before the time appointed for holding the AGM or at any adjournment.</p>
	➤ Individual Shareholders	<ol style="list-style-type: none"> a. Fill-in the details on the hard copy Proxy Form by providing the following information: <ul style="list-style-type: none"> • Proxy(ies) & Corporate Representative <ul style="list-style-type: none"> ○ Name ○ Number of MyKAD for Malaysian or passport for non-Malaysian ○ Address, contact number and email address – ensure email address is valid
	➤ Corporate Shareholders	<ol style="list-style-type: none"> b. Corporate Representative only – deposit the hard copy of Proxy Form together with the following document to the Company’s Share Registrar office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan. <ul style="list-style-type: none"> • A copy of Certificate of Appointment as corporate representative • Photocopy MyKAD/ Passport of Corporate Representative.
	➤ Authorised Nominee	<ol style="list-style-type: none"> c. Individual shareholders authorized nominee and exempt authorized nominee – deposit the hard copy Proxy Form to the Company’s Share Registrar Office at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan.
	➤ Exempt Authorised Nominee	<ol style="list-style-type: none"> d. Submitted Form of Proxy will be verified.

- e. After verification, proxy(ies) and corporate representative will receive email notification.
- f. Please refer to the steps stated in the email notification given to participants for their participations in the meeting.
- g. Please click the “WeMeet” button in the notification email and you will be directed to the login page at <https://member.arbwemeet.com>.
- h. You may login with your email and you will be prompted to change password.

★ ON AGM DAY ★

1. Log in to <https://member.arbwemeet.com> with your registered email address and password.
2. Cloud AGM Platform will be opened for log in one (1) hour 7:30 a.m. before the commencement of the AGM you are attending.
3. When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

<u>Description</u>	<u>Procedures</u>
i. Watch Live	<ul style="list-style-type: none"> a. Click on the “Watch Live” button to view the virtual event live. b. Once in Zoom Webinar, shareholder is required to key in the Full Name as per NRIC / Passport. <p><i>Note:</i> The Company reserves the rights to approve or deny shareholder’s participation if the name is not as per NRIC / Passport.</p>
ii. Ask Question (real-time)	<ul style="list-style-type: none"> a. Select “Ask Question” button to pose a question. b. Type in your question and select “Submit”. <p><i>Note:</i> The Chairman of the AGM/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the AGM.</p>
iii. Online Remote Voting	<ul style="list-style-type: none"> a. On the main page, scroll down and select “Select CDS Account & Vote Now”. b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select “Next” to continue voting for all resolutions. c. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Select “Finish Voting” to submit your vote. <p><i>Note:</i> Once you have confirmed and submitted your votes, you are able to change your voting choices in “View My Vote” before the event ends.</p>
iv. View Voting Results	<ul style="list-style-type: none"> a. On the event details page, scroll down and select “View My Vote”.
v. End of Cloud AGM Platform	<ul style="list-style-type: none"> a. Upon the announcement by the Chairman of the meeting on the closure of the said meeting, the live streaming will end. b. You may log out from https://member.arbwemeet.com.

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed ARB WeMeet Sdn Bhd as the Poll Administrator to conduct the polling process and Aegis Communication Sdn Bhd as the independent scrutineers to verify the results of the poll.

Revocation of Proxy

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally attend and participate in the AGM via Remote Participation and Voting Facilities, the Shareholder must contact the Share Registrar to revoke the appointment of his/her proxy not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

No e-Voucher, Gift and Food Voucher

There will be no e-Voucher, gift and food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

Enquiry

- a. For enquiries relating to the AGM, please contact the Share Registrar during office hours (9:00 a.m. to 5:00 p.m.) on Monday to Friday (except public holidays) as follows:

Email : admin@aldpro.com.my
General Line : +603-9770 2200

- b. For enquiries relating to Cloud AGM Platform or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact ARB Wemeet helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Monday to Friday (except public holidays) as follows:

Email : supportsales@arbberhad.com