#### Notice of 24th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth (24th) 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 Tuesday, 15 November 2022 at 8.00 a.m. for the transaction of the following businesses:

#### AGENDA

AS ORDINARY BUSINESS
To receive the Audited Consolidated Financial Statements for the financial period ended 30 June 2022 together with the Reports of the Directors and Auditors thereon.
To re-elect the following Directors who are retiring pursuant to Clause 105 of the Company's Constitution and being eligible, have offered themselves for re-election:(i) Dato' Sri Liew Kok Leong
(ii) Khor Chee Ming
To approve the payment of additional Directors' fees totaling RM51,321.00 for the period from 23rd AGM up to the conclusion of 24th AGM.
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 24th AGM up to the conclusion of 25th AGM of the Company.
To re-appoint Messrs Chengco PLT as the Company's Auditors and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS
To consider and, if thought fit, to pass the following resolutions: Ordinary Resolution 1 Ordinary Resolution 2 Ordinary Resolution 3 Ordinary Resolution 4 3 Ordinary Resolution 5

AS SPECIAL BUSINESS
To consider and, if thought fit, to pass the following resolutions:

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

"THAT subject to the Companies Act, 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for Covid-19, issued by Bursa Securities on 16 April 2020, its subsequent letter dated 23 December 2021 on extension of implementation of the 20% General Mandate and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons 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 to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); 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 pursuant to the 20% General Mandate on Bursa Securities which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated.

also empowered to obtain approval from the Bursa Securities or the Issuing and quotation of the Company of the 20% General Mandate on Bursa Securities which would be utilised before 31 December 2022 and thereafter, the 10% general mandate will be reinstated.

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

AND THAT pursuant to Section 85 of the Act which to be read together with Clause 61 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act."

PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")

THAT, subject to the Act, the provisions of Constitution of the Company, the MMLR of 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 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;

(iii) 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 surpushed by 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: 
(i) the expiration of the period within which the next AGM of the Company is required by law to be held;

(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company is 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 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."

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.

PROPOSED NEW AND 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 of Bursa Securities, 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 17 October 2022 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 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:
(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.

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 dall such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by thi Ordinary Resolution.\*

To transact any other business of the Company for which due notice shall have been given.

By Order of the Board

CHONG CHEW LO (MAICSA 7046627/ SSM PC No. 201908002693)
TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250)
THIEN LEE MEE (LS0010621 / SSM PC No. 201908002254)
Company Secretaries
Selangor
17 October 2022

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 24th AGM in person at the broadcast venue on the day of the meeting.

A member entitled to attend and vote at the general meeting is entitled to appoint proxy/ Proxy/(es) to attend and vote in his/her stead.

Where a member appoints more than one (1) proxy, the appointment of such proxies shall invalid unless the member specifies the proportion of his shareholding to be represented by each proxy. There is no restriction to the qualification of the 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 (normbus account), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account (holds). 5

of proxies which the exempt autronised insurineering approximation account it holds.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.

The Form of Proxy must be deposited at the Share Registrar Office of the Company, Aldpro Corporate Services Sdn Bhd at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

For the purposes of determining a member who shall be entitled to attend, speak and vote at the 24th AGM, the Company shall be requesting the Record of Depositors as at 3 November 2022. Only a depositor whose name appears on the Record of Depositors as at 3 November 2022 shall be entitled to attend and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her stead.

Ianatory Notes to Ordinary Business lanatory Notes to Ordinary Business

Description

- Item 1 of the Agenda Audited Financial Statements for the financial period ended 30 Ju 2022

: Ordinary Resolution 1

Name of Director	ŀ	Dato: Sri Liew Kok Leong
Reason for re-election	:	Dato' Sri Liew Kok Leong is the Executive Director of the Company. He is responsible for the day-to-day operation of the Company and creating, planning, implementing and integrating the strategic direction of the Company. He is familiar with the Company's business operations and able to provide valuable input to steer the Company forward. Dato' Sri Liew Kok Leong has exercised due care and carried out his professional duties proficiently and effectively throughout his tenure as a Director of the Company.
Description	:	Ordinary Resolution 2
Name of Director	:	Khor Chee Ming
Reason for re-election		Khor Chee Ming is the Independent Non-Executive Director ("INED") of the Company. He has fulfilled the requirements on the independence as set out in the Main Market Listing Requirements ("MMLR") of Bursa

as servous in rule main wander (2 sung requirements of wincer 2 voice) Malaysia Southies Behnade (Burisa Seculities). Mr (Khor Chee M has demonstrated his objectivity through his proactive engageme during the meetings of the Board and Board committees by shar valuable, relevant, independent and impartial insights, views, a opinions on agendas had venere tabled for discoussion. He has exercited due care and carried to this professional duties proficiently a effectively throughout his terms as a Director of the Company. Ordinary Resolutions 3 and 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

payane to the discretion of the meeting.

The proposed Ordinary Resolution 3, is to seek shareholders' approval for the additional directors fees incurred for the period from 23rd Annual General Meeting ("AGM") up to the conclusion of the 24th AGM of the Company.

The proposed Ordinary Resolution 4, if passed, will facilitate the payment of proposed Directors' fees of RM300,000.00 for the period from the 24<sup>th</sup> AGM up to the conclusion of the 25<sup>th</sup> AGM of the Company to the INEDS.

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 Board of Directors of the Company, which recognises that the benefits payable is in the The Director of the Company of the Com

Ordinary Resolution 6

The benefits comprised of meeting allowance, travelling allowances.

The proposed benefits of RM300,000.00, if approved, will authorised the payment of Directors' benefits for the period from the 24" AGM up to the conclusion of the 25" 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 Annual General Meeting for the shortfall.

Ordinary Resolution 5 – Re-appointment of Auditors

The Audit Committee ("AC") has carried out an assessment on the suitability and independence of the External Auditors, Messrs Chengoo PLT and was satisfied with the suitability of Messrs Chengoo PLT and External audit team provided to the Group.

The AC in its assessment also found Messrs Chengoo PLT to be sufficiently objective and independent. The Doard therefore approved the AC's recommendation on the re-appointment of Messrs Chengoo PLT as External Auditors of the Company for the financial year ending 30 June 2020 be put forward for the shareholders' approval at the 24" AGM.

Isanatory Notes to Snecial Business

# **Explanatory Notes to Special Business**

Messrs Chengoo PLT as External Auditors of the Company for the financial year ending 30 June 2023 be put forward for the shareholders' approval at the 24° AGM.

Danatory Notes to Special Business

Ordinary Resolution 6 – Renewal authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Act

The Proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company, with the authority to issue and allot shares in the Company to be an amount not exceeding 20% of the total number of issued shares (excluding treasury shares) of the Company until 31 December 2022 or a later date as may be allowed by the relevant authorities. With effect from 1 January 2023 or a later date as may be allowed by the relevant authorities, the 20% General Mandate will be reinstated to a 10% limit ("Proposed General Mandate") according to Paragraph 6.03 of the MMLR of Bursa Securities. The said authority shall continue in force until the ordiculation of the MMLR of Bursa Securities. The said authority shall continue in force until the ordiculation of the MMLR of Bursa Securities. The said authority shall continue in force until the ordiculation of the MMLR of Bursa Securities. The said authority shall continue in force until the ordiculation of the MMLR of Bursa Securities. The said authority shall continue in force until the ordiculation of the MMLR of Bursa Securities. The said authority shall continue in force until the ordiculation of the mandate by the members of the Company to issue and allot shares in the Company under the dependent of the company to be seen and allot shares in the Company under the dependent of the company to the ordiculation of the total number of issued shares of the Company to the date of Notice, the Company did not issue any new shares pursuant to this mandate obtained and forcice, the Company did not issue any new shares pursuant to this mandate obtained and coordingly no proceeds were raised.

The Board of Directors of the Company, having considered the unprecedented

next AGM of the Company.

For further information on this resolution, please refer to the Circular to Shareholders dated 17 October 2022 in relation to Proposed Mandate which is despatched together with the Annual Report 2022.



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#### ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

General Meeting : 24<sup>th</sup> Annual General Meeting ("24<sup>th</sup> AGM")

**Day, Date and Time of Meeting** : Tuesday, 15 November 2022 at 8.00 a.m.

Main Venue : Cloud AGM Platform operated by ARB Wemeet Sdn

Bhd at *https://member.arbwemeet.com*.

**Domain Registration Numbers with MYNIC** : D1A457700

We continue to exercise prudence in this situation where the noval coronavirus 2019 ("COVID-19") outbreak is still on-going and strictly complying to the decree of the Government of Malaysia ("Government") and the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia ("SC") ("Guidance Note and FAQs").

In line with the Government's directive and the revised Guidance Note and Frequently Asked Question on the Conduct of General Meetings for Listed Issuers issued by the SC on 16 July 2021 ("SC Guidance"), the 24<sup>th</sup> 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 24<sup>th</sup> AGM is maintained.

## **Entitlement to Participate and Vote Remotely**

Only shareholders whose names appear on the Record of Depositors of the Company ("**ROD**") as at 3 November 2022 shall be eligible to participate and vote remotely in the 24<sup>th</sup> AGM or appoint proxy(ies)/the Chairman of the 24<sup>th</sup> AGM 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 on the next page:



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Perdana Square Commercial Centre Mile 3 1/2 Jalan Apas, 91000 Tawau, Sabah, Malaysia <u>admin@arbberhad.com</u> Tel: +603-2715 0238

# \* BEFORE $24^{TH}$ AGM DAY \*

REGISTRATION		
Description	Procedure	
Shareholders to Register with	a. Access website at https://member.arbwemeet.com	
ARB Wemeet	b. Select "Sign Up Here" to sign up as user.	
	c. Read and indicate your acceptance of the 'Terms & Conditions' and 'Privacy	
Individual Shareholders	Policy' by clicking on a small box . Then select "Next".	
	d. Fill-in your details –	
	(i) ensure your email address is valid;	
	(ii) create your own password; and	
	(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.	
	Notes:	
	• If you have already signed up/registered as a user with ARB Wemeet previously, you are not required to register again.	
	• In order to be able to view the event, shareholders must add the relevant CDS in the profile (from the Sign Up or in "My Profile" under settings).	

Description	Procedure
Submit Form of Proxy (hard copy)  > Individual Shareholders > Corporate Shareholders > Authorised Nominee > Exempt Authorised Nominee	The hard copy Form of Proxy must be deposited with the Company's Share Registrar office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2 40150 Shah Alam, Selangor Darul Ehsan not less than 48 hours (Sunday, 13 November 2022 at 8.00 a.m.) before the time appointed for the 24th AGM or a any adjournment thereof.  a. Fill-in the details on the hard copy Form of Proxy by providing the following information:  • Proxy(ies) & Corporate Representative  • Name  • Number of MyKAD for Malaysian or passport for non-Malaysian  • Address, contact number and email address – ensure email address is valid
	<ul> <li>b. Corporate Representative only – deposit the hard copy of Form of Proxy together with the following document to the Company's Share Registrat office at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor Darul Ehsan:</li> <li>A copy of Certificate of Appointment as corporate representative</li> <li>Photocopy MyKAD/ Passport of Corporate Representative.</li> </ul>



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B: REGISTRATION OF	FPROXY
Description	Procedure
	<ul> <li>c. Individual shareholders authorised nominee and exempt authorised nominee         <ul> <li>deposit the hard copy Form of Proxy to the Company's Share Registrar at</li> <li>Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah</li> <li>Alam, Selangor Darul Ehsan.</li> </ul> </li> </ul>
	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 24th AGM DAY \*

- 1. Log in to https://member.arbwemeet.com with your registered email address and password.
- 2. The Cloud AGM Platform will be opened for log in one (1) hour before the commencement of the 24<sup>th</sup> AGM you are attending at <a href="https://member.arbwemeet.com">https://member.arbwemeet.com</a> at 8.00 a.m..
- 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:

	Description	Procedures
i.	Watch Live	<ul><li>a. Click on the "Watch Live" button to view the virtual event live.</li><li>b. Once in Zoom Webinar, Shareholder is required to key in the Full Name as per NRIC / Passport.</li></ul>
		<u>Note:</u> Company reserve the rights to approve or deny shareholder's participation if the name is not as per NRIC / Passport.
ii.	Ask Question (real-time)	<ul><li>a. Select "Ask Question" button to pose a question.</li><li>b. Type in your question and select "Submit".</li></ul>
		<u>Note:</u> The Chairman of the 24 <sup>th</sup> AGM/ Board of Directors will endeavour to respond to



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questions submitted by remote shareholders and proxies and corporate representatives during the 24th AGM.

Online Remote Voting

- On the main page, scroll down and select "Select CDS Account & Vote Now".
- 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.
- 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.

Note:

Once you have confirmed and submitted your votes, you are able to change your voting choices in "View My Vote" before the event ends.

View Voting Results

- On the event details page, scroll down and select "View My Vote".
- End of Cloud AGM Platform
- Upon the announcement by the Chairman of the 24th AGM on the closure of the 24th AGM, the live streaming will end.
- You may log out from https://member.arbwemeet.com. b.

### 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.

### 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 24<sup>th</sup> AGM.

### **Enquiry**

For enquiries relating to the 24th 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:

: admin@aldpro.com.my Email General Line : +603-7890 0638

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