



**AHB HOLDINGS BERHAD**

(Company No. 274909-A)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of AHB Holdings Berhad (“**AHB**” or the “**Company**”) will be held at 17 Jalan Industri PBP 11, Pusat Bandar Puchong, 47100 Puchong, Selangor on Thursday, 28 June 2012 at 2.00 p.m. or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolutions, with or without any modifications:

**SPECIAL RESOLUTION 1:**

**PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF AHB PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (“ACT”) VIA THE CANCELLATION OF RM0.80 OF THE EXISTING PAR VALUE OF EACH ORDINARY SHARE OF RM1.00 EACH IN AHB (“PROPOSED PAR VALUE REDUCTION”)**

“**THAT** subject to the passing of Special Resolution 2, and the sanction of the High Court of Malaya pursuant to Section 64(1) of the Act, approval be and is hereby given to the Company to effect a reduction of the Company’s issued and paid-up share capital of RM48,131,398 comprising 48,131,398 ordinary shares of RM1.00 each to RM9,626,279.60 comprising 48,131,398 ordinary shares of RM0.20 each by way of cancellation of RM0.80 of the existing par value of each ordinary share of the Company in issue **AND THAT** the credit arising therefrom be utilised to firstly set-off against the accumulated losses of the Company and the excess shall be transferred to a non-distributable capital reserve of the Company;

**AND FURTHER THAT** the Board of Directors of AHB (“**Board**”) be and is authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Par Value Reduction with full power to assent to any conditions, modifications, variations and/or amendments.”

**SPECIAL RESOLUTION 2:**

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF AHB (“PROPOSED AMENDMENT”)**

“**THAT** subject to the passing of Special Resolution 1, the deletions, alterations, modifications, variations and additions to the Memorandum of Association of the Company, more particularly set out below, be and is hereby approved:

<b>Clause V of the Memorandum of Association of the Company</b>	
<b>Existing</b>	<b>Proposed amendment</b>
The share capital of the Company is RM1,000,000,000 Malaysian currency divided into 1,000,000,000 shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The share capital of the Company is <u>RM200,000,000</u> Malaysian currency divided into 1,000,000,000 shares of <u>RM0.20</u> each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

**AND FURTHER THAT** the Board be and are authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Amendment with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities.”

**By Order of the Board**

**YEOH CHONG KEAT (MIA 2736)**

**LEE JIA WEN (MAICSA 7060075)**

Company Secretaries

Kuala Lumpur

6 June 2012

*Notes:*

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 June 2012 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.*
2. *A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
3. *A member shall be entitled to appoint more than one (1) proxy but up to a maximum of two (2) proxies to attend and vote at the same meeting and where the member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.*
4. *Where a member of the Company is an exempt authorised nominee 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 of his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.*
6. *The original instrument of a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the Registered Office of the Company situated at Suite 11.1A, Level 11, Menara Weld, 76, Jalan Raja Chulan, 50200 Kuala Lumpur not less than forty-eight (48) hours before the time set for the holding of this meeting or at any adjournment thereof.*