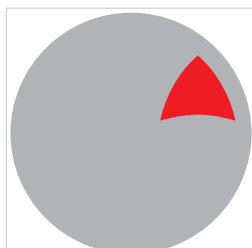


**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any 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**”) 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.

Bursa Securities has not perused the relevant contents of this Circular relating to the Proposed Amendment (as defined herein), pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.



**AHB HOLDINGS BERHAD**

(Company No. 274909-A)

(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

- (I) PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF AHB HOLDINGS BERHAD (“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”); AND**
- (II) PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF AHB (“PROPOSED AMENDMENT”)**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Adviser for (I)*



**TA SECURITIES**

A MEMBER OF THE TA GROUP

**TA SECURITIES HOLDINGS BERHAD (14948-M)**  
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting of the Company, to 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, together with the Form of Proxy are enclosed in this Circular.

You are urged to complete and lodge the Form of Proxy at the Company’s Registered Office at Suite 11.1A, Level 11, Menara Weld, 76, Jalan Raja Chulan, 50200 Kuala Lumpur on or before the time and date indicated below. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Tuesday, 26 June 2012 at 2.00 p.m.

**This Circular is dated 6 June 2012**

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions apply throughout this Circular and the accompanying appendix:

“2004/2014 Warrants”	:	5,228,000 outstanding warrants 2004/2014 in issue in AHB issued pursuant to deed poll dated 22 March 2004, which are convertible into 5,228,000 new AHB Shares
“Act”	:	Companies Act, 1965 and includes any amendments made thereto from time to time
“AHB” or the “Company”	:	AHB Holdings Berhad
“AHB Group” or the “Group”	:	AHB and our subsidiaries, collectively
“AHB Share(s)” or “Share(s)”	:	Ordinary shares of RM1.00 each in our Company
“Board”	:	Board of Directors of our Company
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Court”	:	High Court of Malaya
“Directors”	:	Directors of our Company
“EGM”	:	Extraordinary general meeting
“EPS”	:	Earnings per Share
“FYE”	:	Financial year ended / ending
“LPD”	:	18 May 2012, being the latest practicable date prior to the printing of this Circular
“Maximum Scenario”	:	Assuming full exercise of the 2004/2014 Warrants into new AHB Shares on or prior to the effective date of the Proposed Par Value Reduction
“Minimum Scenario”	:	Assuming none of the 2004/2014 Warrants is exercised into new AHB Shares on or prior to the effective date of the Proposed Par Value Reduction
“NA”	:	Net assets
“Proposals”	:	The Proposed Par Value Reduction and the Proposed Amendment, collectively
“Proposed Amendment”	:	Proposed amendment to the Memorandum of Association of our Company
“Proposed Par Value Reduction”	:	Proposed reduction of the issued and paid-up share capital of our Company pursuant to Section 64 of the Act via the cancellation of RM0.80 of the existing par value of each AHB Share

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**DEFINITIONS *(cont'd)***

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“RM” and “sen” : Ringgit Malaysia and sen respectively

“TA Securities” : TA Securities Holdings Berhad

All references to “our Company” in this Circular are to AHB, references to “our Group” are to our Company and our subsidiaries. All references to “we”, “us”, “our” and “ourselves” are to our Company, or where the context requires, our Group. All references to “you” in this Circular are references of the shareholder of our Company.

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 day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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**AHB HOLDINGS BERHAD**

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

**Registered Office:**  
Suite 11.1A, Level 11  
Menara Weld  
76, Jalan Raja Chulan  
50200 Kuala Lumpur

Date: 6 June 2012

**Board of Directors**

Mirzan Mahathir (*Chairman / Non-Independent Non-Executive Director*)  
Yong Yoke Keong (*Managing Director / Chief Executive Officer*)  
Yong Chew Keat (*Non-Independent Non-Executive Director*)  
Lim Chee Hoong (*Independent Non-Executive Director*)  
Danny Ng Siew L'Leong (*Independent Non-Executive Director*)

**To: Our shareholders**

Dear Sir/Madam,

**AHB HOLDINGS BERHAD**

- (I) PROPOSED PAR VALUE REDUCTION; AND**
- (II) PROPOSED AMENDMENT**

---

**1. INTRODUCTION**

On 21 May 2012, TA Securities had, on behalf of our Board, announced that we propose to undertake the Proposals. Further details on the Proposals are set out in the ensuing sections.

**THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS, TO SET OUT OUR BOARD'S RECOMMENDATION ON THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.**

**YOU ARE ADVISED TO READ AND CONSIDER THE CONTENTS AND APPENDIX OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS AT OUR FORTHCOMING EGM.**

**2. DETAILS OF THE PROPOSALS**

**2.1 Proposed Par Value Reduction**

The Proposed Par Value Reduction entails a cancellation of RM0.80 from the existing par value of each of our Share, pursuant to Section 64 of the Act.

As at 18 May 2012, our issued and paid-up share capital stood at RM48,131,398 comprising 48,131,398 AHB Shares. In the event any of the existing 2004/2014 Warrants are exercised into new AHB Shares and the corresponding new AHB Shares are credited into the securities accounts of the holders of 2004/2014 Warrants on or prior to the effective date of the Proposed Par Value Reduction, the new AHB Shares arising therefrom shall also be subject to the Proposed Par Value Reduction.

The total credit arising from the Proposed Par Value Reduction will be utilised to set-off against the accumulated losses of our Company. The excess after such set-off shall be transferred to a non-distributable capital reserve of our Company, as illustrated below and based on the following scenarios:

	<b>(Audited)</b> <b>As at 30 June 2011</b>		<b>(Unaudited)</b> <b>As at 31 March 2012</b>	
	<b>Minimum Scenario</b>	<b>Maximum Scenario</b>	<b>Minimum Scenario</b>	<b>Maximum Scenario</b>
	<b>(RM'000)</b>	<b>(RM'000)</b>	<b>(RM'000)</b>	<b>(RM'000)</b>
<b><u>Company level</u></b>				
Accumulated losses	(16,708)	(16,708)	(17,028)	(17,028)
Less: Credit arising from the Proposed Par Value Reduction	38,505	42,687	38,505	42,687
<b>Resultant capital reserve</b>	<b>21,797</b>	<b>25,979</b>	<b>21,477</b>	<b>25,659</b>

Upon the effective date of the Proposed Par Value Reduction, the par value of each of our Share will be reduced from RM1.00 per Share to RM0.20 per Share.

## 2.2 Proposed Amendment

This entails amendment to the Memorandum of Association of our Company to reflect the change in the par value of each AHB Share, from RM1.00 each to RM0.20 each, as a result of the Proposed Par Value Reduction.

Details of the Proposed Amendment are set out below:

<b>Clause V of the Memorandum of Association of our 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.

## 3. RATIONALE FOR THE PROPOSALS

### 3.1 Proposed Par Value Reduction

The Proposed Par Value Reduction is intended to strengthen the balance sheet of our Company by setting off our accumulated losses against the credit arising from the Proposed Par Value Reduction.

In addition, our Shares have been trading below its existing par value of RM1.00 per Share, which has been a deterrent to us to raise fresh funds and/or to undertake acquisitions through issuance of new Shares in the future. Therefore, the lower par value of RM0.20 per Share would effectively allow our Company to issue new Shares closer to its market price, if needed to in the future. The closing market price of AHB Shares as at 1 June 2012 was RM0.155.

### 3.2 Proposed Amendment

The Proposed Amendment is intended to facilitate the change in par value of our Shares, from RM1.00 each to RM0.20 each, resulting from the Proposed Par Value Reduction.

## 4. EFFECTS OF THE PROPOSALS

The Proposed Amendment will not have any impact on our share capital and substantial shareholders' shareholding, and the earnings, NA and gearing of our Group.

The pro-forma effects of the Proposed Par Value Reduction on us and our Group are as follows:

### 4.1 Share capital and substantial shareholders' shareholdings

The pro-forma effects of the Proposed Par Value Reduction on our authorised and issued and paid-up share capital are set out as follows:

	Par value RM	Minimum Scenario		Maximum Scenario	
		No. of Shares ( '000)	RM'000	No. of Shares ( '000)	RM'000
<b><u>Authorised share capital</u></b>					
As at 18 May 2012	1.00	1,000,000	1,000,000	1,000,000	1,000,000
<b>After Proposed Par Value Reduction</b>	<b>0.20</b>	<b>1,000,000</b>	<b>200,000</b>	<b>1,000,000</b>	<b>200,000</b>
<b><u>Issued and paid-up share capital</u></b>					
As at 18 May 2012	1.00	48,131	48,131	48,131	48,131
To be issued pursuant to full exercise of 2004/2014 Warrants	1.00	-	-	5,228	5,228
To be cancelled pursuant to the Proposed Par Value Reduction	(0.80)	48,131	48,131 (38,505)	53,359	53,359 (42,687)
<b>Resultant issued and paid-up share capital</b>	<b>0.20</b>	<b>48,131</b>	<b>9,626</b>	<b>53,359</b>	<b>10,672</b>

The Proposed Par Value Reduction will not have any impact on our substantial shareholders' shareholdings as it does not involve issuance of new AHB Shares.

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## 4.2 NA and gearing

The pro-forma effects of the Proposed Par Value Reduction on the NA and gearing of our Group are as follows:

### Minimum Scenario

	(Audited) As at 30.6.2011 (RM'000)	After the Proposed Par Value Reduction (RM'000)
Share capital	48,131	9,626
Share premium	3,665	3,665
Capital reserve	-	21,797
Accumulated losses	(35,671)	(19,113) <sup>(1)</sup>
<b>Shareholders' funds / NA</b>	<b>16,125</b>	<b>15,975</b>
No. of Shares in issue ('000)	48,131	48,131
<b>NA per Share (RM)</b>	<b>0.34</b>	<b>0.33</b>
Total borrowings	5,265	5,265
<b>Gearing (time)</b>	<b>0.33</b>	<b>0.33</b>

Note:

(1) After taking into account the estimated expenses for the Proposals of RM150,000.

### Maximum Scenario

	(Audited) As at 30.6.2011 (RM'000)	(I) Full exercise of 2004/2014 Warrants (RM'000)	(II) After (I) and the Proposed Par Value Reduction (RM'000)
Share capital	48,131	53,359 <sup>(1)</sup>	10,672
Share premium	3,665	3,665	3,665
Capital reserve	-	-	25,979
Accumulated losses	(35,671)	(35,671)	(19,113) <sup>(2)</sup>
<b>Shareholders' funds / NA</b>	<b>16,125</b>	<b>21,353</b>	<b>21,203</b>
No. of Shares in issue ('000)	48,131	53,359	53,359
<b>NA per Share (RM)</b>	<b>0.34</b>	<b>0.40</b>	<b>0.40</b>
Total borrowings	5,265	5,265	5,265
<b>Gearing (time)</b>	<b>0.33</b>	<b>0.25</b>	<b>0.25</b>

Notes:

(1) Assuming the exercise price of each 2004/2014 Warrants is RM1.00.

(2) After taking into account the estimated expenses for the Proposals of RM150,000.

## 4.3 Earnings

The Proposed Par Value Reduction will not have any effect on the earnings and EPS of our Group for the FYE 30 June 2012.



#### 4.4 Convertible securities

As at 18 May 2012, our Company has 5,228,000 outstanding 2004/2014 Warrants which are convertible into 5,228,000 new AHB Shares, with an exercise price of RM1.00 per Share.

Consequent to the Proposed Par Value Reduction, the exercise price of the 2004/2014 Warrants (which are not exercised on or prior to the effective date of the Proposed Par Value Reduction) may be adjusted in accordance with the deed poll dated 22 March 2004, the details of which will be finalised at a later date.

A notification to the holders of 2004/2014 Warrants, which sets out the relevant adjustment to the exercise price of the 2004/2014 Warrants, will be issued by us after its finalisation and after the effective date of the Proposed Par Value Reduction.

Save for the 2004/2014 Warrants, we do not have any other existing convertible security.

#### 4.5 Market price

Save for the reduction in the par value from RM1.00 each to RM0.20 each, all of our Shares standing to the credit of the securities accounts of our shareholders shall be unaffected as a result of the Proposed Par Value Reduction. Hence, there will be no adjustment to the market price of our Shares quoted on the Main Market of Bursa Securities.

### 5. APPROVALS REQUIRED

The Proposals are subject to and conditional upon approvals being obtained from the following:

- (a) the shareholders of AHB at an EGM to be convened for the Proposals;
- (b) the sanction of the Court approving the Proposed Par Value Reduction; and
- (c) any other relevant authorities, if applicable.

The Proposed Par Value Reduction and the Proposed Amendment are inter-conditional upon each other.

The Proposals are not conditional upon any other corporate proposals undertaken or to be undertaken by us.

### 6. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of our Shares as traded on Bursa Securities for the past twelve (12) months are as follows:

	Highest (RM)	Lowest (RM)
<b>2011</b>		
June	0.150	0.125
July	0.140	0.125
August	0.125	0.120
September	0.140	0.100
October	0.135	0.105
November	0.230	0.125
December	0.190	0.135

	<b>Highest (RM)</b>	<b>Lowest (RM)</b>
<b>2012</b>		
January	0.155	0.135
February	0.190	0.140
March	0.280	0.150
April	0.240	0.185
May	0.220	0.155

The last transacted market price of our Shares immediately prior to the announcement of the Proposals on 18 May 2012 was RM0.22.

The last transacted market price of our Shares on 18 May 2012, being the LPD, was RM0.22.

*(Source: Bloomberg)*

## **7. OUTSTANDING CORPORATE EXERCISES**

Save for the Proposals, our Board is not aware of any other outstanding corporate exercises and/or schemes which have been announced by us but are pending implementation or completion.

## **8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND PERSONS CONNECTED WITH THEM**

None of our Directors and/or major shareholders and/or persons connected with them have any interest, direct and indirect, in the Proposals.

## **9. DIRECTORS' RECOMMENDATION**

Our Board, after having considered all aspects of the Proposals, is of the opinion that the terms and conditions of the Proposals are fair and reasonable and are in the best interests of our Company and our shareholders. Accordingly, our Board recommends that you vote in favour of the resolutions in relation to the Proposals to be tabled at our forthcoming EGM.

## **10. EXPECTED TIME FRAME FOR COMPLETION**

Barring any unforeseen circumstances and subject to the approval of the relevant authorities being obtained, our Board expects the Proposals to be completed by the 4<sup>th</sup> quarter of 2012.

The tentative timetable for the implementation of the Proposals is as follows:

<b>Date</b>	<b>Events</b>
28 June 2012	EGM to obtain shareholders' approval
Mid July 2012	Submission of documents to the Court
Mid September 2012	Sanction from the Court
Early October 2012	Completion of the Proposals

## **11. EGM**

The EGM for our shareholders, notice of which is enclosed in this Circular, 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, passing the resolutions, with or without modifications, to give effect to the Proposals.

If you are unable to attend and vote in person at the EGM, you may complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at our Registered Office 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 convening our EGM or any adjournment thereof.

The lodging of the Form of Proxy will not, however, preclude you from attending our EGM and voting in person should you subsequently wish to do so.

**12. ADVISER**

TA Securities has been appointed as the Adviser of our Company for the Proposed Par Value Reduction.

**13. FURTHER INFORMATION**

You are requested to refer to the attached Appendix I for further information.

Yours faithfully,  
For and on behalf of the Board  
**AHB HOLDINGS BERHAD**

**YONG YOKE KEONG**  
Managing Director / Chief Executive Officer

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**FURTHER INFORMATION**

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**1. DIRECTORS' RESPONSIBILITY STATEMENT**

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

**2. CONSENT AND CONFLICT OF INTEREST**

TA Securities has given and has not subsequently withdrawn its written consent to the inclusion in this Circular of its name and all references thereon in the form and context in which they appear. No conflict of interest exists or is likely to exist in relation to TA Securities' role as the Adviser for the Proposed Par Value Reduction.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

As at LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business of our Group, and our Directors have no knowledge of any proceedings pending or threatened against our Group or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of our Group.

**4. MATERIAL CONTRACTS**

As at LPD, save as disclosed below, our Group has not entered into any material contracts (other than contracts entered into in the ordinary course of business) during the past two (2) years preceding the date of this Circular:

- (i) A Sale and Purchase Agreement dated 24 June 2010 entered into between AHB Technology Sdn Bhd, as vendor, and Esprit Platinum Sdn Bhd as the purchaser, for the sale of a freehold industrial land with a factory building erected thereon held under GM 221, Lot 1835, Tempatan Kuyow Chinese Settlement, Mukim and District of Petaling, State of Selangor bearing postal address Lot 1835, Jalan Maktab, 43399 Seri Kembangan, Selangor Darul Ehsan for the purchase price of RM2.6 million. The said Sale and Purchase Agreement has been completed on 28 April 2011; and
- (ii) A Tenancy Agreement dated 1 June 2011 entered into between Dexx Systems Sdn Bhd, as landlord, and AHB Technology Sdn Bhd as the tenant, for the rental of the premise known as No. 17, Jalan PBP 11, Pusat Bandar Puchong, 47100 Puchong, Selangor Darul Ehsan as its administration office. The tenancy is for a period of three (3) years commencing on 1 June 2011 and ending on 31 May 2014 at a monthly rental of RM18,000.00. The tenancy is renewable for a further period of three (3) years upon mutual consent.

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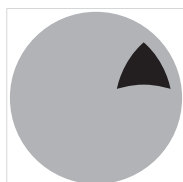
**FURTHER INFORMATION** *(cont'd)*

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**5. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection at our Registered Office at Suite 11.1A, Level 11, Menara Weld, 76, Jalan Raja Chulan, 50200 Kuala Lumpur, during normal business hours from the date of this Circular up to and including the date of our EGM:

- (a) Our Memorandum and Articles of Association;
- (b) Our audited consolidated financial statements for the past two (2) FYE 30 June 2010 and 30 June 2011;
- (c) The latest unaudited quarterly results of our Group for the 9-months financial period ended 31 March 2012;
- (d) The letter of consent and conflict of interest as referred to in Section 2 above; and
- (e) The material contracts as referred to in Section 4 above.



**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)**

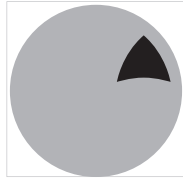
Company Secretaries

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.*



**AHB HOLDINGS BERHAD**

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

No. of Ordinary Shares Held
CDS Account No.

**FORM OF PROXY**

I/We ..... NRIC No./Company No. ....  
(FULL NAME IN BLOCK LETTERS)

of .....  
(FULL ADDRESS)

being a member of **AHB HOLDINGS BERHAD** (“Company”), hereby appoint

.....  
(FULL NAME IN BLOCK LETTERS)

of .....  
(FULL ADDRESS)

or failing him/her .....  
(FULL NAME IN BLOCK LETTERS)

of .....  
(FULL ADDRESS)

or failing him/her, the CHAIRMAN OF THE MEETING^ as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to 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.

^Please delete if you do not wish to have this option in the absence of your proxy.

My/Our proxy is to vote as indicated below:

Resolutions	*FOR	*AGAINST
Special Resolution 1 - Proposed Par Value Reduction		
Special Resolution 2 - Proposed Amendment		

\*Please indicate with an “X” in the appropriate space above on how you wish your vote to be cast. In the absence of specific direction, the proxy will vote or abstain as he/she thinks fit.

Dated this.....day of ..... 2012

Signature / Common Seal of Member





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.*
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Fold this flap for sealing

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Then fold here

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THE COMPANY SECRETARY

**AHB HOLDINGS BERHAD**  
(Company No. 274909-A)

C/O ARCHER CORPORATE SERVICES SDN BHD  
(Company No. 481718-D)

Suite 11.1A, Level 11  
Menara Weld  
76, Jalan Raja Chulan  
50200 Kuala Lumpur

AFFIX  
STAMP

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