



AHB HOLDINGS BERHAD
(Company No: 274909-A)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of the Company will be held at 17, Jalan Industri PBP 11, Pusat Bandar Puchong, 47100 Puchong, Selangor Darul Ehsan on Tuesday, 10 December 2013 at 10.00 a.m. to transact the following businesses:

A G E N D A

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2013 and the Reports of Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To re-elect Mr Yong Yoke Keong who is retiring by rotation as a Director of the Company pursuant to Article 85 of the Company's Articles of Association. **Ordinary Resolution 1**
3. To re-elect Dr Folk Jee Yoong who is retiring as a Director of the Company pursuant to Article 92 of the Company's Articles of Association. **Ordinary Resolution 2**
4. To re-elect Mr Hee Teck Ming who is retiring as a Director of the Company pursuant to Article 92 of the Company's Articles of Association. **Ordinary Resolution 3**
5. To re-elect Mr Chan Chow Hun who is retiring as a Director of the Company pursuant to Article 92 of the Company's Articles of Association. **Ordinary Resolution 4**
6. To approve the payment of Directors' Fees of RM92,000.00 for the financial year ended 30 June 2013. **Ordinary Resolution 5**
7. To re-appoint Messrs SJ Grant Thornton as the Auditors of the Company and authorise the Directors to determine their remuneration. **Ordinary Resolution 6**

As Special Business

To consider and if thought fit, to pass the following resolutions, with or without modifications:-

8. **AUTHORITY TO ISSUE SHARES** **Ordinary Resolution 7**

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten per centum (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

9. **RETENTION OF INDEPENDENT DIRECTOR**

**Ordinary
Resolution 8**

“THAT subject to the passing of Resolution 3, approval be and is hereby given to Mr Hee Teck Ming, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.”

10. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY (“PROPOSED AMENDMENTS”)**

**Special
Resolution 1**

“THAT the Articles of Association of the Company be and are hereby amended in the form and manner as set out in Appendix I.

AND THAT the Board of Directors be and are hereby authorised to do all such acts and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities.”

11. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

**WONG WEI FONG (MAICSA 7006751)
Secretary**

Kuala Lumpur
15 November 2013

Notes:

- (i) For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 61(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 2 December 2013. Only depositor whose name appears on the Record of Depositors as at 2 December 2013 shall be entitled to attend this meeting or appoint proxies to attend and/or votes on his/her behalf.
- (ii) A member shall be entitled to appoint up to a maximum of two (2) proxies to attend and vote in his stead and where a member appoints more than one (1) proxy to attend and vote at the same meeting, such appointment shall be invalid unless the member specified the proportions of his shareholdings to be represented by each proxy.
- (iii) 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.
- (iv) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.

- (v) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- (vi) The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company situated at Lot 6.05, Level 6, KMPG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting i.e. before 10 a.m., Sunday, 8 December 2013, or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

Explanatory Note on Ordinary and Special Business:

1. Item 1 of the Agenda

This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Item 6 of the Agenda

The proposed Ordinary Resolution 5 is in accordance with Article 94 of the Company’s Articles of Association and if passed, will authorize the payment of Directors’ Fees to the Directors of the Company for their services as Directors for the financial year ended 30 June 2013.

3. Item 8 of the Agenda

The proposed Ordinary Resolution 7, if passed, will authorize the Directors of the Company to issue not more than ten per centum (10%) of the issued share capital of the Company subject to the approvals of all relevant governmental/regulatory bodies. This authorization will empower the Directors of the Company to issue shares notwithstanding that the authorization has ceased to be in force if the shares are issued in pursuance of an offer, agreement or option made or granted by the Directors while the authorization was in force. This authorization will expire at the conclusion of the next Annual General Meeting of the Company.

This is the renewal of the mandate obtained from the members at the last Annual General Meeting (“the previous mandate”).

As such, the previous mandate was not utilized and accordingly no proceeds were raised.

The purpose of the renewal of the mandate is for further possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

4. Item 9 of the Agenda

The Nomination Committee has assessed the independence of Mr Hee Teck Ming, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue act as an Independent Non-Executive Director of the Company based on the following justifications:-

- a) He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as a check and balance, bring an element of objectivity to the Board;
- b) His vast experience in the industry and background would enable him to provide the Board with a diverse set of experience, expertise and independent judgment to better manage and run the Group;
- c) He has been with the Company for more than 9 years from 1996 to 2007 and is familiar with the Company's business operations; and
- d) He has exercised his due care during his tenure as an Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

5. Item 10 of the Agenda

The proposed Special Resolution 1, if passed, will enable the Company to amend its Articles of Association to be in line with the Main Market Listing Requirements.