



ARRIS HOLDINGS BERHAD
(Registration No. 201501013383 (1138715-H))

**Registered Address: Suite 39.1.6, First Floor, Jalan Kenari 17C
Bandar Puchong Jaya, 47100 Puchong, Selangor.**

**NOTICE OF NINTH ANNUAL GENERAL MEETING OF SHAREHOLDERS
EXPLANATORY STATEMENT
AND PROXY FORM**

WEDNESDAY, 23 October 2024 AT 11.00 AM (GMT + 8)

**LOCATION – NO. 39C, 3RD FLOOR, JALAN KENARI 17C,
BANDAR PUCHONG JAYA, 47100 PUCHONG,
SELANGOR, MALAYSIA
+603 - 8076 3063**

THIS NOTICE OF MEETING SHOULD BE READ IN ITS ENTIRETY.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. If you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on farah@arris-group.com

Please email your proxy filled in if you do not wish to attend to the Company's Share Registry Computershare as detailed in the Proxy.

The instrument appointing the proxy must be received by the Company by email to farah@arris-group.com or by registered mail to Suite 39.1.6, First Floor, Jalan Kenari 17C, Bandar Puchong Jaya, 47100 Puchong, Selangor, Malaysia by Friday, 18 October 2024, 11.00 AM (GMT + 8) (at least forty eight (48) hours before the time notified for the meeting). Any proxy form received after that time will not be valid for the scheduled meeting.

ARRIS HOLDINGS BERHAD
(Registration No. 201501013383 (1138715-H))
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of Arris Holdings Berhad (“the Company”) will be convened and held at No. 39C, 3rd Floor, Jalan Kenari 17C, Bandar Puchong Jaya, 47100 Puchong, Selangor, Malaysia (*The meeting may be held via teleconferencing and or video conferencing and such other technology driven methods using any type of instantaneous telecommunication devices, pursuant to Article 79 of the Constitution (Articles of Association) of the Company*) on Wednesday, 23 October 2024 at 11.00 a.m. for the following purposes: -

A G E N D A

As Ordinary Businesses: -

1. To receive the Statutory Financial Statements for the year ended 30 June 2024 together with the Directors’ and Auditors’ Reports thereon.
2. To re-elect Loh Lim Hock who retires in accordance with the Company’s Constitution (Articles of Association). (Resolution 1)
3. To appoint Auditors and to authorize the Directors to fix their remuneration. (Resolution 2)

“THAT Messrs A. D. Chun & Co. be and are hereby re-appointed as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors”.

As Special Business: -

4. **CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED SELECTIVE CAPITAL REPAYMENT EXERCISE OF ARRIS HOLDINGS BERHAD UNDER SECTION 117 OF THE COMPANIES ACT, 2016 (“ACT”) (“PROPOSED SCR”).** (Resolution 3)

Resolved That:-

- i) The Company Secretary has submitted the **Notice of Proposed Reduction of Share Capital** under Section 117(1) to the Companies Commission of Malaysia (CCM) on 26 April 2024, and the document has been duly registered with CCM.
 - ii) The Company Secretary has submitted the **Notice of Reduction of Share Capital** under Section 119(1) to the Companies Commission of Malaysia (CCM) on 12 September 2024, but approval from CCM is still pending.
 - iii) The share capital and issued number of shares of the Company shall be reduced from RM24,440,640.55 comprising 76,173,591 Ordinary Shares to RM24,435,206.88 comprising 76,156,656 Ordinary Shares. This reduction shall be effected by the cancellation of 16,935 Shares held by the shareholders of the Company (Save for Members in Annexure A) (“Entitled Shareholders); and
 - iv) Thereafter, the said reduction of RM5,433.67 of the Company’s share capital in the manner as set out above shall be effected by the capital repayment of RM5,433.67, which represents a cash amount of RM0.32 for each Arris Holdings Berhad share held by the Entitled Shareholders.
5. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

FARHANA BINTI FAUZI (MIA 37115)

Company Secretary

Selangor

Date: 30 September 2024

NOTES:

1. With regards to deposited securities, only members whose names appear in the Record of Depositors as at 23 October 2024 shall be eligible to attend and vote at the Meeting.
2. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his/her stead.
3. The instrument appointing a proxy must be in writing and signed by the appointor or the appointor's attorney duly authorized in writing, or, if the appointor is a body corporate, by its corporate representative or at least 2 of its officers.
4. The instrument appointing a proxy and the original power of attorney (if any) under which it is signed or a certified copy of the power of attorney must be received by the Company at least 48 hours before the meeting by delivery to the Company's office, by facsimile received at the Company's office or at any other place, fax number or electronic address specified for the purpose in the notice of meeting.
5. Every instrument of proxy must specify the Member's name and address, the Company's name, the proxy's name or the name of the office held by the proxy and the meetings at which the proxy may be used.
6. The instrument of proxy may be worded so that a proxy is directed to vote either for or against each of the resolutions to be proposed. Any instrument of proxy deposited in which the name of the appointee is not filled will be deemed to be given in favour of the chairman of the meeting to which it relates. The instrument of proxy may specify the proportion or number of votes that the proxy may exercise.
7. The meeting may be held via teleconferencing and or video conferencing and such other technology driven methods using any type of instantaneous telecommunications devices, pursuant to Article 79 of the Constitution (Articles of Association) of the Company.

Individual and Corporate Shareholders are strongly advised to participate and vote remotely at the 9th Annual General Meeting via videoconferencing. Individual and Corporate Shareholders who wish to participate and vote remotely at the 9th Annual General Meeting must contact the Company Secretary Representatives at farah@arris-group.com. Shareholders will be required to provide the following documents to the Company Secretary Representatives no later than 11 a.m. on 21 October 2024:

Individual Shareholders

- a) Copy of Passport, National Registration Identity Card of Malaysia (front and back) (for Malaysian only); and
- b) Hand-phone number.

Corporate Shareholders

- a) Original certificate of appointment of its Corporate Representative under the seal of the corporation.
- b) Copy of the Corporate Representative's Passport and National Registration Identity Card of Malaysia (front and back) (for Malaysian only); and
- c) Corporate Representative's e-mail address and hand-phone number.

Upon receipt of such documents, the Company Secretary Representatives will respond to your remote participation request.

Explanatory Notes on Resolutions

Item 1

To receive the Statutory Financial Statements for the year ended 30 June 2024 together with the Directors' and Auditors' Reports thereon.

- There is no requirement for Shareholders to approve the Financial Statements for the year ended 30 June 2024 together with the Directors' and Auditors' Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or to make comments on it.

Item 2

To re-elect Loh Lim Hock who retires in accordance with the Company's Constitution (Articles of Association).

- Brief background information of Loh Lim Hock is shown below:

Loh is currently the CEO and Chairman of Arris Holdings Berhad. Under his leadership, Arris has expanded its global footprint, establishing operations in Australia and building networks and alliances across the U.S., Canada, Europe, the Middle East, India, China, and Hong Kong. He has further enhanced Arris' services by introducing Nominated Adviser capabilities. ACTP Sdn. Bhd., a wholly owned subsidiary of Arris Holdings Berhad, has been approved as a Nominated Adviser. ACTP Sdn. Bhd. is currently working with several IPO clients and having recently achieving a successful listing on the National Stock Exchange of Australia. As a strategist, Loh focuses on identifying industry-leading companies or those with unique market positions, helping them realize their visions.

With over 30 years of experience across international business, marketing, business development, management, fundraising, venture capital, and human resource advisory, Loh has worked with numerous multinational companies, contributing valuable insights from regions including Japan, Europe, America, and Asia. His technical expertise encompasses advanced technologies such as information technology, lasers, imaging, ultrasound, precision measurement, optics, and reverse engineering. This strong technical foundation gives Loh a unique perspective on high-tech companies, enabling him to effectively lead the Technical Committee of Arris Venture Management Sdn. Bhd., a venture capital management firm.

Item 3

To appoint Auditors and to authorize the Directors to fix their remuneration.

“THAT Messrs A. D. Chun & Co. be and are hereby re-appointed as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.”

- That the Shareholders of the Company should appoint the Auditor of the Company, and the Auditor will only hold office until the conclusion of the next Annual General Meeting.

Item 4

Circular to Shareholders in Relation to the Proposed Selective Capital Repayment Exercise of Arris Holdings Berhad under Section 117 of the Companies Act, 2016 (“act”) (“Proposed SCR”).

Resolved That:-

- i) The Company Secretary has submitted the **Notice of Proposed Reduction of Share Capital** under Section 117(1) to the Companies Commission of Malaysia (CCM) on 26 April 2024, and the document has been duly registered with CCM.
- ii) The Company Secretary has submitted the **Notice of Reduction of Share Capital** under Section 119(1) to the Companies Commission of Malaysia (CCM) on 12 September 2024, but approval from CCM is still pending.
- iii) The share capital and issued number of shares of the Company shall be reduced from RM24,440,640.55 comprising 76,173,591 Ordinary Shares to RM24,435,206.88 comprising 76,156,656 Ordinary Shares. This reduction shall be effected by the cancellation of 16,935 Shares held by the shareholders of the Company (Save for Members in Annexure A) (“Entitled Shareholders”); and
- iv) Thereafter, the said reduction of RM5,433.67 of the Company’s share capital in the manner as set out above shall be effected by the capital repayment of RM5,433.67, which represents a cash amount of RM0.32 for each Arris Holdings Berhad share held by the Entitled Shareholders.