



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 SEVENTH ANNUAL GENERAL MEETING OF SHAREHOLDERS
EXPLANATORY STATEMENT
AND PROXY FORM**

THURSDAY, 20 OCTOBER 2022 AT 11AM (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 cosec@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 cosec@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 Tuesday 18 October 2022, 11AM (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 Seventh 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 Thursday, 20 October 2022 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 2022 together with the Directors’ and Auditors’ Reports thereon.
2. To re-elect Chew Por Yan who retires in accordance with the Company’s Constitution (Articles of Association). (Resolution 1)
3. To appoint Auditors and to authorise 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. **PROPOSED SELECTIVE CAPITAL REPAYMENT EXERCISE OF ARRIS HOLDING BERHAD UNDER SECTION 117 OF THE COMPANIES ACT, 2016 (“ACT”) (“PROPOSED SCR”).** (Resolution 3)

Resolved That the consent of the Board of directors of the company be and is hereby accorded to proposed Selective Capital Repayment exercise of the company under Section 117 of the Companies Act, 2016 subject to the approval of members in General Meeting as follow:-

“RESOLVED THAT, approval be and is hereby given for the Company to undertake and effect the Proposed Selective Capital Repayment (“Proposed SCR”) in the following manner:

- i) The share capital and issued number of shares of the Company shall be reduced from RM27,422,493.00 comprising 76,173,591 Ordinary Shares to RM27,413,542.00 comprising 76,148,728 Ordinary Shares. This reduction shall be effected by the cancellation of 24,863 Shares held by the shareholders of the Company (Save for Members in Annexure A) (“Entitled Shareholders); and
- ii) Thereafter, the said reduction of RM8,951.00 of the Company’s share capital in the manner as set out above shall be effected by the capital repayment of RM8,951.00, which represents a cash amount of RM0.36 for each Arris Holdings Berhad share held by the Entitled Shareholders.

THAT, pursuant to the aforesaid reduction of share capital and capital repayment, the Board, be and are hereby authorized to take all such steps as they may deem necessary in connection with the Proposed SCR including:

- i) To determine the Entitlement Date on which the names of the Entitled Shareholders must be registered in the Register of members of Arris Holdings Berhad for the purpose of determining their entitlement under the Proposed SCR;
- ii) To effect the capital repayment of RM0.36 in cash for each Arris Holdings Berhad share held by Entitled Shareholders on the Entitlement Date;
- iii) To assent to any term(s), condition(s), stipulation(s), modification(s), variation(s) and/ or amendment(s) as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as a consequence of any requirement(s) imposed by the relevant authorities and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR;
- iv) To lodge the required documents with the Registrar of Companies on such date as the Board may determine; and
- v) To do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of the Company in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings.”

5. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD



FARHANA BINTI FAUZI (MIA 37115)
Secretary

Selangor
Date: 29 September 2022

NOTES:

1. With regards to deposited securities, only members whose names appear in the Record of Depositors as at 20 October 2021 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 authorised 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 7th Annual General Meeting via videoconferencing. Individual and Corporate Shareholders who wish to participate and vote remotely at the 7th Annual General Meeting must contact the Company Secretary Representatives at cosec@arris-group.com and cindy@arris-group.com. Shareholders will be required to provide the following documents to the Company Secretary Representatives no later than 11 a.m. on 18 October 2022:

Individual Shareholders

- a) Copy of Passport; 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 Note on Resolutions

Item 1

To receive the Statutory Financial Statements for the year ended 30 June 2022 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 2022 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 Chew Por Yan who retires in accordance with the Company's Constitution (Articles of Association).

- Brief background information of Chew Por Yan is as below:

Chew Por Yan is Co-Founder, Executive Director and Chief Financial Officer of Arris Holdings Berhad (www.arris.com.my), a company listed on the National Stock Exchange of Australia, NSX: AR2. Chew holds directorship in companies within Arris Holdings Berhad, including Arris Venture Sdn Bhd, a registered venture capital corporation with Securities Commission of Malaysia. ACTP Sdn Bhd is a Nominated Adviser for the NSX.

Chew is the Managing Partner of ACT Partners, a member firm of the Malaysian Institute of Accountants and an exclusive independent member of The International Accounting Group (www.tagalliances.com) for Malaysia.

With more than 30 years of experience in building and directing high-performing teams and advising some of the leading companies, Chew is highly respected for her view on business and financial issues. She has a deep understanding of the challenges faced by companies competing locally or on the international stage and of the prospects presented to them by ever changing business environment. When GST was implemented in Malaysia, Chew has conducted numerous seminars on GST with MIA nationwide. She is sought-after speaker and have been engaged by business associations and organizations to conduct seminars. Her expertise include audit, taxation, liquidation, venture capital, corporate finance, and GST.

Prior to establishing Chew & Co., ACT Partners and Arris Group of Companies, Chew was with Arthur Andersen & Co., where she gained experience in performing audit, taxation and consulting assignments to public listed companies and multi-national companies in a wide range of industries including the banking and financial sectors. She then joined the capital market to research and analyse the financial performance of public listed companies. Her employment at a rating agency and a foreign stock broking house have enriched her knowledge in accounting, finance and of the business environment.

Item 3

To appoint Auditors and to authorise 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

Proposed Selective Capital Repayment Exercise of Arris Holding Berhad under Section 117 of the Companies Act, 2016 ("Act") ("Proposed SCR").

"RESOLVED THAT, approval be and is hereby given for the Company to undertake and effect the Proposed Selective Capital Repayment ("Proposed SCR") in the following manner:

- i) The share capital and issued number of shares of the Company shall be reduced from RM27,422,493.00 comprising 76,173,591 Ordinary Shares to RM27,413,542.00 comprising 76,148,728 Ordinary Shares. This reduction shall be effected by the cancellation of 24,863 Shares held by the shareholders of the Company (Save for Members in Annexure A) ("Entitled Shareholders"); and

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THAT, pursuant to the aforesaid reduction of share capital and capital repayment, the Board, be and are hereby authorized to take all such steps as they may deem necessary in connection with the Proposed SCR including:

- i) To determine the Entitlement Date on which the names of the Entitled Shareholders must be registered in the Register of members of Arris Holdings Berhad for the purpose of determining their entitlement under the Proposed SCR;
- ii) To effect the capital repayment of RM0.36 in cash for each Arris Holdings Berhad share held by Entitled Shareholders on the Entitlement Date;
- iii) To assent to any term(s), condition(s), stipulation(s), modification(s), variation(s) and/ or amendment(s) as the Board may deem fit, necessary and/or expedient in the best interest of the Company or as a consequence of any requirement(s) imposed by the relevant authorities and/or by the Registrar of Companies and/or as may be required to comply with any applicable laws, in relation to the Proposed SCR;
- iv) To lodge the required documents with the Registrar of Companies on such date as the Board may determine; and
- v) To do all such acts, deeds and/or things as the Board may consider fit, necessary and/or expedient in the best interest of the Company in order to implement, finalise, complete and to give full effect to the Proposed SCR, including to execute any documents, to enter into any arrangements and/or agreements with any party and to give any undertakings."