

NOTICE OF 46th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Sixth (46th) Annual General Meeting ("AGM") of Arka Berhad (f.k.a. Transocean Holdings Bhd.) ("the Company") will be held at Dewan Bungaraya, Level 2, WP Hotel, 362, Jalan Tuanku Abdul Rahman, 50100 Kuala Lumpur on Wednesday, 26 June 2024 at 10.00 a.m. for the following purposes: -

AGENDA
AS ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fee amounting to Ringgit Malaysia One Hundred and Sixty-Eight Thousand (RM168,000.00) only for the financial year ended 31 December 2023.
- To approve the payment of Directors' benefits payable up to Ringgit Malaysia Thirty Thousand (RM30,000.00) only for the period from the conclusion of this AGM until the next AGM of the Company pursuant to Section 230(1)(b) of the Companies Act 2016.
- To re-elect En. Ibrahim Aiman Bin Mohd Nadzmi who retires in accordance with Regulation 96 of the Company's Constitution and being eligible, offers himself for re-election.

(Please refer to Note 1)
Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3

Mr. Rajagopal A/L Ramadhass who retires in accordance with Regulation 103 of the Company's Constitution, has expressed his intention not to seek for re-election. Hence, he will retain in office until the conclusion of the 46th AGM.

- To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company, to hold office until the conclusion of the next AGM, at a remuneration to be determined by the Directors.

Ordinary Resolution 4

AS SPECIAL BUSINESS:-

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

(i) Authority to issue and allot shares

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby empowered to issue and allot shares in the Company, pursuant to the Act, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company, or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier, unless such authority is revoked or varied by resolution passed by the shareholders in general meeting.

AND THAT pursuant to Section 85 of the Act to be read together with Regulation 57 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act."

Ordinary Resolution 5

(ii) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), approval be and is hereby given to the Company's subsidiaries to enter into and give effect to the renewal of recurrent related party transactions of a revenue or trading nature as prescribed in Section 2.4 of the Circular to Shareholders dated 30 April 2024 (hereinafter referred as "RRPT"), which are necessary for the day-to-day operations and undertaken in the ordinary course of business of the Company, on terms not more favourable to related parties than those generally available to the public and not detrimental to minority shareholders of the Company.

THAT such approval shall continue to be in force until: -

- the conclusion of the Company's next AGM, at which time it will lapse, unless the authority is renewed by a resolution passed at the general meeting;
- the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the Company's shareholders in a general meeting, whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the RRPT."

Ordinary Resolution 6

By Order of the Board,

YEOU SZE MIN (SSM PC No. 201908003120, MAICSA 7065735)
 CHEW PECK KHENG (SSM PC No. 202008001118, LS 0009559)
 Company Secretaries

Date: 30 April 2024
 Kuala Lumpur

Notes:-

- The first agenda of this meeting is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the audited financial statements from the shareholders. Hence, this Agenda is not put forward to shareholders for voting.
- Ordinary Resolution 1 and 2 – Proposed payment of Directors' remuneration**
 Section 230(1) of the Act provides amongst others, that the fee of the Directors and any benefits payable to the Directors of a listed company shall be approved at the general meeting. Pursuant thereto, shareholders' approval is sought for the payment of fees and benefits payable to Directors, in two separate resolutions as follows:
 Ordinary Resolution 1 – Payment of Directors' fees in respect of the financial year 2023; and
 The fees payable to the Directors in respect of financial year 2023, details of which are as follows: -

No.	Directors	Fees (RM)
1.	YBhg. Dato' Syed Budriz Putra	60,000.00
2.	Mr. Lee Chin Chuan (Appointed on 1 March 2023)	30,000.00
3.	Ms. Tung Shao Yin (Appointed on 1 March 2023)	30,000.00
4.	Mr. Rajagopal A/L Ramadhass (Appointed on 1 September 2023)	12,000.00

Ordinary Resolution 2 – Payment of Directors' Benefit for the period from the conclusion of this AGM until the next AGM.

The benefits payable to Directors pursuant to Section 230(1)(b) of the Act have been reviewed by the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company for the applicable period from the conclusion of this AGM until the next AGM. The benefits comprised solely of meeting allowances, which will only be accorded based on actual attendance of meetings by the Directors. The benefits payable to Directors for the period from the conclusion of this AGM until the next AGM, details of which are as follows: -

	Allowance Per Meeting (RM)
Non-Executive Chairman	500.00
Executive Director	500.00
Non-Executive Director	500.00

3. Ordinary Resolution 3 – Re-election of Director who retires in accordance with the Company's Constitution

Regulation 96 of the Company's Constitution states that all directors shall retire from office once at least in each 3 years, but shall be eligible for re-election. An election of directors shall take place each year. A retiring Director shall retain office until the close of the meeting at which he retires.

En. Ibrahim Aiman Bin Mohd Nadzmi who retires by rotation in accordance with Regulation 96 of the Company's Constitution, being eligible, has offered himself for re-election.

Regulation 103 of the Company's Constitution states that any Director who is appointed either to fill a casual vacancy or as addition to the existing Directors, shall hold office until the next AGM and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr. Rajagopal A/L Ramadhass who retires in accordance with Regulation 103 of the Company's Constitution, had expressed his intention not to seek for re-election as Director of the Company. Hence, he will retain office until the conclusion of the 46th AGM. The Board and Senior Management hereby record their appreciation and gratitude to Mr. Rajagopal A/L Ramadhass for his valuable contribution to the Board and to the Group as a whole.

In determining the eligibility of the Director to stand for re-election at the forthcoming AGM, the Nomination Committee ("NC") has considered the evaluation on the effectiveness of the Director in terms of character, experience, integrity, competency and time in discharging his roles as Director of the Company.

The Board (save for the retiring Director who had abstained from deliberation and voting) accepted the NC's recommendation that the Director who retires in accordance with Regulation 96 of the Company's Constitution met the fit and proper criteria and is eligible to stand for re-election.

The profile of the Director who is standing for re-election as per Agenda item 4 of the Notice of the 46th AGM is stated on pages xx of the Annual Report 2023. xxx

4. Ordinary Resolution 4 – Re-appointment of Auditor

Pursuant to Section 271(3)(b) of the Act, shareholders shall appoint auditors who shall hold office until the conclusion of the next AGM in year 2025. The current auditors, Messrs. Grant Thornton Malaysia PLT has expressed their willingness to continue in office.

The Board and the Audit and Risk Management Committee ("ARMC") have considered the re-appointment of Messrs. Grant Thornton Malaysia PLT as auditors of the Company and collectively agreed that Messrs. Grant Thornton Malaysia PLT has met the relevant criteria prescribed by Paragraph 15.21 of the Listing Requirements.

The Board wishes to seek shareholders' approval for the re-appointment of Messrs. Grant Thornton Malaysia PLT as external auditors of the Company to hold the office until the conclusion of the next AGM.

5. Explanatory Notes to Special Business:-
i) Ordinary Resolution 5 – Authority to issue and allot shares

The Ordinary Resolution proposed under item 6(i) is for the purpose of waiving the statutory pre-emptive rights of shareholders of the Company ("Waiver of Pre-Emptive Rights") and granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to the Act, to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

The Waiver of Pre-emptive Rights will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the General Mandate.

The Company has been granted a general mandate by its shareholders at the last AGM held on 22 June 2023 (hereinafter referred to as the "Previous Mandate") and it will lapse at the conclusion of the 46th AGM. As at the date of this Notice, the Previous Mandate granted by the shareholders had not been utilised and hence, no proceeds were raised therefrom.

The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment projects), acquisitions, working capital and/or settlement of banking facilities.

ii) Ordinary Resolution 6 – Proposed Renewal of Shareholders' Mandate

The proposed Ordinary Resolution 6, if approved by shareholders, will authorise the Proposed Renewal of Shareholders' Mandate for RRPT of a revenue or trading nature and allow the Company and its subsidiaries to enter into RRPT with the related parties in the ordinary course of business which are necessary for the day-to-day operations based on terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or revoked/varied by resolutions passed by the shareholders of the Company in general meeting; whichever is the earlier. Further information on the Proposed Renewal of Shareholders' Mandate for RRPT is set out in the Circular dated 30 April 2024.

6. Appointment of Proxy

- In respect of deposited securities, only members whose name appears on the Record of Depositors as at 18 June 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at the meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint one (1) or more proxies to attend and vote in his or her stead.
- A proxy may but need not to be a member of the Company. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak at the meeting.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a member is an authorised nominee as defined under SICDA, 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. The appointment of two (2) or more proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at Suite 18.05, MVE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Pulau Pinang not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy.
- The lodging of a form of proxy does not preclude a member from attending and voting in person at the meeting should the member subsequently decide to do so.

7. Poll Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in this notice will be put to vote by way of a poll.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Listing Requirements)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Director who is standing for re-election or re-appointment) at this forthcoming Forty-sixth (46th) AGM.