



**ASTRAL SUPREME BERHAD**  
(Company No. 442371-A)  
(Incorporated in Malaysia)

#### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting ('16th AGM') of **ASTRAL SUPREME BERHAD** will be held at Tioman Room, Level 1, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on **Monday, 30 June 2014 at 9.00 a.m.** for the following purposes:

#### AGENDA

##### AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2013 and the Directors' and Auditors' Reports thereon. (Please refer to the Explanatory Notes)
- To approve the payment of Directors' fees of RM46,500 in respect of the financial year ended 31 December 2013. (Ordinary Resolution 1)
- To re-elect Mr Yap Chi Keong who retires pursuant to Article 80 of the Company's Articles of Association and being eligible, offers himself for re-election. (Ordinary Resolution 2)
- To re-elect the following Directors who retire pursuant to Article 79 of the Company's Articles of Association and being eligible, offer themselves for re-election:
  - Datuk Chai Woon Chet (Ordinary Resolution 3)
  - Mr Wong Kwai Wah (Ordinary Resolution 4)
  - Encik Edlin bin Ghazaly (Ordinary Resolution 5)
  - Dato' Ng Aun Hooi (Ordinary Resolution 6)
  - Dato' Ir. Mohamad Shokri bin Abdullah (Ordinary Resolution 7)
  - Mr Andrew Lim Piow Tiang (Ordinary Resolution 8)
- To re-appoint Messrs Morison Anuarul Azizan Chew as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. (Ordinary Resolution 9)

##### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965**  
"THAT, pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company and the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Ordinary Resolution 10)
- Proposed Amendments to the Articles of Association**  
"THAT the Articles of Association of the Company be and is hereby amended in the form and manner as set out below:- (Special Resolution)
  - By deleting the existing Article 72 (C) in its entirety and inserting the substitution thereof, the following new Article 72(C):-  
"Article 72(C)  
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. 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 shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds."
- To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 1965.

By Order of the Board  
**ASTRAL SUPREME BERHAD**

**WONG KEO ROU (MAICSA 7021435)**  
Company Secretary

Kuala Lumpur  
6 June 2014

#### Notes:

- A member entitled to attend and vote at the annual general meeting is entitled to appoint more than two (2) proxies who may but need not be a member/members of the Company. In the event the proxy/proxies is/are not a member/members, he/she needs not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- Where a member appoints more than two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notariably certified copy thereof, must be deposited at the registered office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time set for holding the annual general meeting or any adjournment thereof.
- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 24 June 2014 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 16th AGM.

#### Explanatory Notes:

- Item 1 of the Agenda**  
**To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon**  
*This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting.*
- Authority to Issue Shares**  
*The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company, from the date of the Annual General Meeting, to issue shares (other than bonus or rights issue) of the Company up to and not exceeding in total 10% of the issued share capital of the Company at the time of issue for such purpose as they considered would be in the best interest of the Company. The renewal of authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.*  
*As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 26 June 2013 and which will lapse at the conclusion of the Annual General Meeting.*  
*The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares for future business opportunities and thereby reducing administrative time and cost associated with convening of such meeting(s). The Directors will utilise the proceeds raised from this mandate for any possible fund raising activities of the Company, including but not limited to placement of shares, for purpose of funding future investment project(s), working capital and/or acquisition.*
- Proposed Amendments to the Articles of Association**  
*The proposed Special Resolution, if passed, will bring the Company's Articles of Association in line with the amendments made to Bursa Malaysia Securities Berhad Main Market Listing Requirements and for administrative purposes.*