



# KEJURUTERAAN ASASTERA BERHAD

(Company No. 420505-H)  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Twenty-First Annual General Meeting of **KEJURUTERAAN ASASTERA BERHAD** will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Monday, 21 May 2018 at 10.00 a.m. to transact the following businesses:-

### AGENDA

#### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. **[Please refer to Explanatory Note 1]**
- To approve the aggregate Directors' fees payable to the Directors of the Company for an amount not exceeding RM180,000.00 per annum for the financial year ending 31 December 2018. **Resolution 1**
- To re-elect Dato' Lai Keng Onn who retire pursuant to Clause 127 of the Constitution of the Company. **Resolution 2**
- To re-elect the following directors who retire pursuant to Clause 132 of the Constitution of the Company.  
i) Ferdaus Bin Mahmood **Resolution 3**  
ii) Tong Siut Moi **Resolution 4**  
iii) Lu Chee Leong **Resolution 5**  
iv) Datin Alicia Chan Pey Kheng **Resolution 6**
- To re-appoint Messrs Siew Boon Yeong & Associate as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

#### Special Business

To consider and, if thought fit, to pass the following resolution with or without modifications, as Ordinary Resolution of the Company:-

- Ordinary Resolution Authority to allot and issue shares** **Resolution 8**  
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 10% of the total number of issued shares of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities **AND FURTHER THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
- To transact any other business of the Company of which due notice shall be given.

#### BY ORDER OF THE BOARD

**JOANNE TOH JOO ANN (LS 0008574)**  
**SIA EE CHIN (MAICSA 7062413)**

Company Secretaries  
Kuala Lumpur

Date: 20 April 2018

#### NOTES:

##### (i) NOTES ON APPOINTMENT OF PROXY

- A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) Proxy(ies) (or in the case of a corporation, a duly authorised representative) to attend and vote in his stead.
- Where a member appoints more than one (1) Proxy, the appointment shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor.
- An instrument appointing a proxy or (in the case of a power of attorney appointing an attorney to or to (inter alia) attend and vote at meetings (or polls) such power of attorney or a notarially certified copy of such power of attorney and (if required by any Director) any authority under which such proxy or power of attorney is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall be deposited at the office of the Company's Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, at least forty-eight (48) hours i.e. on or before 10.00 a.m., Saturday, 19 May 2018, otherwise the person so named shall not be entitled to vote in respect thereof, or adjourned meeting at which the person named in the instrument or power of attorney proposes to vote.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies 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 as defined under the 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.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Clause 75 of the Constitution of the Company and Rule 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 14 May 2018 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, vote and speak at the meeting.

##### (ii) EXPLANATORY NOTES

- Item 1 of the Agenda – Ordinary Business**  
**Audited Financial Statements for the financial year ended 31 December 2017**  
The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act, 2016. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.
- Item 2 of the Agenda – Ordinary Business**  
**Payment of Directors' Fees**  
Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.  
The Proposed Resolution 1 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.
- Items 4(i), (ii) and (iii) of the Agenda – Ordinary Business**  
**Re-election of Independent Directors**  
The Nomination Committee and the Board had undertaken an annual assessment on the independence of Ferdaus Bin Mahmood, Tong Siut Moi and Lu Chee Leong who are seeking for re-election at the forthcoming Twenty-First Annual General Meeting. The annual assessment had been disclosed in the Corporate Governance overview statement of the Company's 2017 Annual Report.
- Item 6 of the Agenda – Special Business**  
**Ordinary Resolution**  
**Authority to allot and Issue Shares**  
The Proposed Resolution 8 is for the purpose of granting a general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.  
The General Mandate will provide flexibility to the Company to issue share for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investments(s), acquisition(s) and/or working capital.