

NOTICE OF EXTRAORDINARY GENERAL MEETING ("EGM")

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Astral Supreme Berhad ("**Astral**" or "**Company**") will be held at Ixora Hotel, Jalan Baru, Bandar Prai Jaya, 13600 Prai, Penang on Wednesday, 13 March 2013 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 217,039,750 NEW ORDINARY SHARES OF RM0.20 EACH IN ASTRAL ("ASTRAL SHARE") ("RIGHTS SHARE") AT AN ISSUE PRICE OF RM0.20 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING ASTRAL SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE"), TOGETHER WITH UP TO 130,223,850 FREE DETACHABLE NEW WARRANTS ("NEW WARRANTS") ON THE BASIS OF THREE (3) NEW WARRANTS FOR EVERY FIVE (5) RIGHTS SHARES SUBSCRIBED BY THE ENTITLED SHAREHOLDERS ("PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS")

"THAT, subject to Ordinary Resolution 2 and the approvals of all relevant authorities including but not limited to, the approval-in-principle of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the admission of the New Warrants to the Official List of the Main Market of Bursa Securities and the listing of and quotation for the Rights Shares and New Warrants and the new shares in the Company arising from the exercise of the New Warrants, approval be and is hereby given to the Directors of the Company to:-

- (i) provisionally allot and issue by way of renounceable rights issue of up to 217,039,750 Rights Shares at an issue price of RM0.20 per Right Share on the basis of (1) Rights Share for every one (1) existing Astral Share held on an entitlement date to be determined later by the Board of Directors, together with up to 130,223,850 free detachable New Warrants on the basis of three (3) New Warrants for every five (5) Rights Shares subscribed by the Entitled Shareholders;
- (ii) deal with fractional entitlements under the Proposed Rights Issue of Shares with Warrants arising from any reason whatsoever as the Board of Directors may at its absolute discretion deem fit or expedient or in the best interest of the Company;
- (iii) allot the excess Rights Shares in a fair and equitable manner on a basis to be determined by the Board of Directors in its absolute discretion;
- (iv) utilise the proceeds to be derived from the Proposed Rights Issue of Shares with Warrants in the manner as set out in Section 3 of the Circular to Shareholders of Astral dated 26 February 2013 ("**Circular**") and the Directors of the Company be and are hereby authorised to revise the manner and purpose of utilisation of proceeds as they may deem fit and in the interest of the Company subject (where required) to the approval of the relevant authorities;
- (v) create and issue the New Warrants based on the indicative principal terms as set out in Appendix II of the Circular and the terms and conditions of a deed poll to be executed by the Company constituting the New Warrants ("**Deed Poll**");
- (vi) allot and issue such further New Warrants as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll;
- (vii) allot and issue new Astral Shares pursuant to the exercise of the New Warrants (including further New Warrants arising from any adjustments under the provisions of the Deed Poll);
- (viii) enter into and execute the Deed Poll constituting the New Warrants and to do all acts, deed and things as they may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll;
- (ix) allot and issue such further Warrants 2011/2016 as may be required or permitted to be issued as a result of any adjustments under the provisions of the deed poll dated 30 June 2011 governing the Warrants 2011/2016; and
- (x) allot and issue new Astral Shares pursuant to the exercise of the additional Warrants 2011/2016 (arising from any adjustments under the provisions of the deed poll dated 30 June 2011 governing the Warrants 2011/2016);

THAT, the Rights Shares and the new Astral Shares pursuant to the exercise of the New Warrants and the additional Warrants 2011/2016 so issued and allotted to the shareholders shall rank *pari passu* in all respects with the then existing issued and fully paid-up ordinary shares of the Company save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid prior to the date of allotment of the Rights Shares and the new Astral Shares to be issued pursuant to the exercise of the New Warrants and the additional Warrants 2011/2016;

AND THAT, the Directors of the Company be and are hereby empowered and authorised to do all such acts and things, take such steps, execute such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Rights Issue of Shares with Warrants with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to/required by any relevant authority or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF ASTRAL FROM RM100,000,000 COMPRISING 500,000,000 ORDINARY SHARES OF RM0.20 EACH IN ASTRAL ("ASTRAL SHARES") TO RM500,000,000 COMPRISING 2,500,000,000 ASTRAL SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT, subject to the passing of Ordinary Resolution 1, the authorised share capital of Astral be and is hereby increased from RM100,000,000 comprising 500,000,000 Astral Shares to RM500,000,000 comprising 2,500,000,000 Astral Shares by the creation of an additional 2,000,000,000 new Astral Shares **AND THAT** in consequence thereof, Clause 5 of the Memorandum of Association of the Company and all other relevant documents be and are hereby amended accordingly;

AND THAT, the Directors be and are hereby authorised to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

By Order of the Board of
ASTRAL SUPREME BERHAD

CHUA SIEW CHUAN (MAICSA 0777689)
CHIN MUN YEE (MAICSA 7019243)
Company Secretaries

Kuala Lumpur
Date: 26 February 2013

Notes on appointment of proxy

1. A member entitled to attend and vote at the EGM 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.
2. 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.
3. Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the appointer's Common Seal or under the hand of its officer or attorney duly authorised.
5. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof.
6. For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the Articles of Association of the Company and Section 34(1) of the SICDA to issue a General Meeting Record of Depositors as at 7 March 2013. Only a depositor whose name appears on the Record of Depositors as at 7 March 2013 shall be entitled to attend the EGM or appoint proxy to attend and/or speak and/or vote on his/her behalf.