



ASTINO BERHAD

(Company No. 523085-X)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Astino Berhad ("**Astino**" or the "**Company**") will be held at the Teratai Room, Safira Country Club, Lot 2769, Mk 1, Jalan Todak, Bandar Seberang Jaya, 13700 Seberang Jaya Tengah, Penang on Friday, 15 August 2014 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 137,059,000 NEW ORDINARY SHARES OF RM0.50 EACH IN ASTINO ("ASTINO SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY ONE (1) EXISTING ASTINO SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"**THAT**, subject to the passing of Special Resolutions 1 and 2, and approvals of all relevant authorities in respect of the listing of and quotation for up to 137,059,000 new Astino Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board of Directors of Astino ("Board") be and is hereby authorised to capitalise a total sum of up to RM68,529,500 from the retained profits accounts of the Company, the details of which are set out in Section 2.1.2 of the circular to the shareholders of the Company dated 24 July 2014 for the purposes of the Proposed Bonus Issue.

THAT, any fractional entitlements under the Proposed Bonus Issue, if any, will be disregarded and shall be dealt with in such manner as the Directors shall be dealt with by the Board in such manner at its absolute discretion as it may deem fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

THAT, the new Astino Shares will, upon allotment and issuance, rank pari passu in all respects with the existing Astino Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotment and/ or any other forms of distribution ("Distribution") that may be declared, made or paid for which the entitlement date for the Distribution precedes the date of allotment and issuance of the new Astino Shares;

AND THAT, the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF ASTINO FROM RM100,000,000 COMPRISING 200,000,000 ASTINO SHARES TO RM200,000,000 COMPRISING 400,000,000 ASTINO SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"**THAT**, subject to the passing of Special Resolution 2 and Ordinary Resolution 1, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising 200,000,000 Astino Shares to RM200,000,000 comprising 400,000,000 Astino Shares, by creation of an additional 200,000,000 Astino Shares."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF ASTINO ("PROPOSED AMENDMENTS")

"**THAT**, subject to the passing of Special Resolution 1 and Ordinary Resolution 1, approval be and is hereby given to the Company to alter, modify, vary and delete the Memorandum of Association of Astino in the following manner:

Existing Clause 6 of Memorandum of Association

"The Authorised Capital of the Company is Ringgit Malaysia One Hundred Million (RM100,000,000) divided into Two Hundred Million (200,000,000) Ordinary Shares of Ringgit Malaysia Zero and cents Fifty (RM0.50) each. The Company shall have power to increase or reduce its capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to divide the shares forming the capital or increased or reduced capital for the time being into several classes and attach thereto preferential, deferred or special rights, privileges or conditions as may be determine by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference shares may be issued on the terms that it is or at the option of the Company is liable to be redeemed."

Amended Clause 6 of Memorandum of Association

"The Authorised Capital of the Company is Ringgit Malaysia Two Hundred Million (RM200,000,000) divided into Four Hundred Million (400,000,000) Ordinary Shares of Ringgit Malaysia Zero and cents Fifty (RM0.50) each. The Company shall have power to increase or reduce its capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and to divide the shares forming the capital or increased or reduced capital for the time being into several classes and attach thereto preferential, deferred or special rights, privileges or conditions as may be determine by, or in accordance with the regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid, and any preference shares may be issued on the terms that it is or at the option of the Company is liable to be redeemed."

By Order of the Board

Ch'ng Lay Hoon (MAICSA 0818580)
Company Secretary
Penang

Dated: 24 July 2014

Notes:

1. A member entitled to attend, speak and vote at this meeting may more than one (1) proxy, who need not be a member, to attend, speak and vote in his stead. Where a member appoints more than one (1) Proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
2. If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its officer or attorney duly authorised.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
4. To be valid, the duly completed form of proxy must be deposited at the Company's registered office at Suite 12-A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or at any adjournment thereof.
5. Should you desire your proxy to vote on the resolutions set out in the Notice of Meeting, please indicate with a "✓" in the appropriate space. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.
6. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with the Article 62(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 8 August 2014. Only a depositor whose name appears on the Record of Depositors as at 8 August 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.