



## ASTRAL SUPREME BERHAD

(Company No. 442371-A)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Astral Supreme Berhad ("Astral" or the "Company") will be held at Inspire I & II, Food Tree Café (under Only World Group), No. 10, Jalan Pelukis U1/46, Kawasan Perindustrian Temasya, Shah Alam, Selangor Darul Ehsan on Wednesday, 13 January 2016 at 9.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution(s), with or without any modifications:

#### ORDINARY RESOLUTION 1

**PROPOSED DIVERSIFICATION OF THE PRINCIPAL ACTIVITIES OF ASTRAL AND ITS SUBSIDIARIES ("ASTRAL GROUP" OR "GROUP") TO INCLUDE CONSTRUCTION, PROPERTY DEVELOPMENT AND PROPERTY INVESTMENT ACTIVITIES ("PROPOSED DIVERSIFICATION")**

"THAT approval be and is hereby given the Company and its subsidiaries to diversify its principal activities to include construction, property development and property investment activities.

**AND THAT** the Board be authorised to do all such acts and things and to execute all necessary documents to give effect to the Proposed Diversification with full and discretionary powers to make or assent to any modifications or amendments thereto in any manner they may deem fit, necessary or expedient in order to comply with any conditions or modifications which may be imposed or permitted by the relevant authorities."

#### ORDINARY RESOLUTION 2

**PROPOSED AWARD IN RELATION TO THE SUB-CONTRACT OF PROGRAM PERUMAHAN RAKYAT PROJECT AT JALAN MEROTAI, TAWAU, SABAH ("TAWAU PROJECT") AMOUNTING TO RM38,500,000 BY ASTRAL SUPREME CONSTRUCTION SDN BHD ("ASC"), A WHOLLY-OWNED SUBSIDIARY OF ASTRAL FROM WIRA SYUKUR (M) SDN BHD ("WSSB") ("PROPOSED AWARD")**

"THAT approval be and is hereby given to ASC, a wholly-owned subsidiary of the Company to undertake the Proposed Award upon the terms and conditions set out in the letter of award dated 28 August 2015 to undertake subcontract works for Tawau Project for a total contract value of RM38.50 million.

**AND THAT** the Directors of the Company be and are hereby authorised to sign, execute and deliver on behalf of the Company all necessary documents and do all acts and things as may be required for or in connection with and to give full effect to the Proposed Award, with full and discretionary power to assent or make to any conditions, variations, revaluations, modifications and/or amendments as they may consider to be in the best interest of the Company, or that may be required by any relevant authorities and to take all such steps as well as to execute all such documents as they may deem necessary or expedient in order to implement, complete and do all such acts and things to finalise and give full effect to the Proposed Award."

#### ORDINARY RESOLUTION 3

**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")**

"THAT subject to the passing of Ordinary Resolution 1 and the provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Group be and is hereby authorised to enter into and give effect to the new recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.5 of Part C of the Circular ("**Related Parties**") provided that such transactions and/or arrangement are:-

- (i) necessary for the day-to-day operations;
- (ii) are undertaken in the ordinary course of business in arms's length commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iii) are not detrimental to the minority shareholders of the Company.

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

- (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143 (1) of the Companies Act, 1965 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting.

whichever is earlier.

**AND THAT** the Directors 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 Proposed Shareholders' Mandate.

**BY ORDER OF THE BOARD  
ASTRAL SUPREME BERHAD**

**WONG KEO ROU (MAICSA 7021435)**

Company Secretary

Kuala Lumpur

29 December 2015

#### Notes:

1. A member entitled to attend and vote at this 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 need 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 authorised nominee as defined under the Securities Industries (Central Depository) 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.
4. 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 limits to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. 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.
6. 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 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.
7. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 5 January 2016 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.