



# 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 Cafe (under Only World Group), No. 10, Jalan Pelukis U1/46, Kawasan Perindustrian Temasya, Shah Alam, Selangor Darul Ehsan on Friday, 9 September 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:

### SPECIAL RESOLUTION 1

#### PROPOSED CAPITAL REORGANISATION COMPRISING THE:

- (I) PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF ASTRAL PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT") INVOLVING THE CANCELLATION OF RM0.10 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM0.20 EACH IN ASTRAL ("ASTRAL SHARE(S)" OR "SHARE(S)") ("PROPOSED PAR VALUE REDUCTION");
- (II) PROPOSED REDUCTION OF RM5,527,459 FROM THE CAPITAL RESERVE ACCOUNT OF ASTRAL ("PROPOSED CAPITAL RESERVE REDUCTION"); AND
- (III) PROPOSED REDUCTION OF UP TO RM11,411,553 FROM THE SHARE PREMIUM ACCOUNT OF ASTRAL PURSUANT TO SECTIONS 60(2) AND 64(1) OF THE ACT ("PROPOSED SHARE PREMIUM REDUCTION")

"THAT subject to the passing of Special Resolution 2, the sanction of the High Court of Malaysia pursuant to Section 64 of the Act and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction in the par value of all existing ordinary shares of RM0.20 each in the Company to RM0.10 each in the Company and the credit arising therefrom shall be utilised by the Company to offset against the Company's accumulated losses as at the effective date of the Proposed Par Value Reduction.

THAT subject to the passing of Special Resolution 2, the sanction of the High Court of Malaysia pursuant to Sections 60 and 64 of the Act and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction of capital reserve account of the Company, and the credit arising from the Proposed Capital Reserve Reduction be applied towards setting off the accumulated losses of the Company as at the effective date of the Proposed Capital Reserve Reduction.

THAT subject to the passing of Special Resolution 2, the sanction of the High Court of Malaysia pursuant to Sections 60 and 64 of the Act and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect a reduction of share premium account of the Company, and the credit arising from the Proposed Share Premium Reduction be applied towards setting off the accumulated losses of the Company as at the effective date of the Proposed Share Premium Reduction.

AND THAT the Board be and is hereby authorised to do all such acts and things that they may consider necessary or expedient to give effect to the Proposed Capital Reorganisation with full power to assent to any term, condition, modification, variation and/or amendment as may be imposed or permitted by the High Court of Malaysia and/or as a consequence of any such requirement or as may be deemed fit, necessary, expedient and/or appropriate and in the best interest of the Company."

### SPECIAL RESOLUTION 2

#### PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED CAPITAL REORGANISATION ("PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION")

"THAT subject to the passing of the Special Resolution 1, the Memorandum and Articles of Association of the Company be amended as follows:

Memorandum of Association		
Clause no.	Existing Provision	Revised Provision
5	The capital of the Company is RM500,000,000.00 divided into 2,500,000,000 ordinary shares of RM0.20 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.	The capital of the Company is RM500,000,000.00 divided into 5,000,000,000 ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps and do all things as the Directors of the Company may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Amendment to the Memorandum of Association with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things as they may consider necessary or expedient in the interest of the Company.

### SPECIAL RESOLUTION 3

#### PROPOSED CHANGE OF NAME FROM "ASTRAL SUPREME BERHAD" TO "VIZIONE HOLDINGS BERHAD" ("PROPOSED CHANGE OF NAME")

"THAT the name of the Company be hereby change from "ASTRAL SUPREME BERHAD" TO "VIZIONE HOLDINGS BERHAD" with effect from the date of Certificate of Incorporation on Change of Name of the Company to be issued by the Companies Commission of Malaysia and that the Memorandum and Articles of Association of the Company be hereby amended accordingly, wherever the name of the Company appears.

AND THAT the Directors and/or Secretary of the Company be and are hereby authorised to give effect to the Proposed Change of Name with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities."

### ORDINARY RESOLUTION 1

#### PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 731,626,800 NEW ASTRAL SHARES ("RIGHTS SHARES") ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ASTRAL SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE"), TOGETHER WITH UP TO 365,813,400 FREE DETACHABLE NEW WARRANTS ("WARRANTS-C") ON THE BASIS OF ONE (1) WARRANTS-C FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIBED BY THE ENTITLED SHAREHOLDERS ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"THAT subject to the passing of Special Resolutions 1 and 2, the approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to:

- (i) provisionally issue and allot by way of a renounceable rights issue of up to 731,626,800 Rights Shares on the basis of two (2) Rights Shares for every one (1) existing Astral Share held on the Entitlement Date, together with up to 365,813,400 Warrants-C on the basis of one (1) Warrants-C for every two (2) Rights Shares subscribed by the shareholders of Astral whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board;
- (ii) determine the final issue price of the Rights Shares after taking into consideration the following:
  - (a) the theoretical ex-rights price ("TERP") of Astral Shares, based on the five (5)-day volume weighted average market price ("5D-VWAP") of Astral Shares with a discount to the TERP if deemed appropriate by the Board prior to the price fixing date to be determined later by the Board;
  - (b) the prevailing market sentiments at the point of price fixing;
  - (c) the par value of Astral Shares of RM0.10 each (after the completion of the Proposed Par Value Reduction); and
  - (d) the funding requirements of Astral and its subsidiaries, details of which are set out in Section 6 of the circular to shareholders of Astral dated 17 August 2016 ("Circular");
- (iii) determine the exercise price of the Warrants-C after taking into consideration the following:
  - (a) the 5D-VWAP of Astral Shares preceding the price fixing date;
  - (b) the TERP of Astral Shares; and
  - (c) the par value of Astral Shares of RM0.10 each (after the completion of the Proposed Par Value Reduction);
- (iv) constitute the Warrants-C upon the terms and conditions of a deed poll to be executed by Astral ("Deed Poll"), the salient terms of which are as set out in Appendix IX of the Circular;
- (v) issue and allot such other additional Warrants-C as may be required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll;
- (vi) issue and allot such number of new Astral Shares arising from the exercise of the Warrants-C during the tenure of the Warrants-C;
- (vii) utilise the proceeds to be derived from the Proposed Rights Issue with Warrants in the manner as set out in Section 6 of the Circular and the Board be and is hereby authorised to revise the utilisation of the proceeds as they may deem fit and in the best interest of the Company; and
- (viii) enter into and execute the Deed Poll constituting the Rights Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll.

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Rights Shares and Warrants-C that may arise from the Proposed Rights Issue with Warrants, in such manner at their absolute discretion as they may deem fit or expedient or in the best interest of the Company.

THAT the Rights Shares with Warrants-C which are not taken up or validly taken up shall be made available for excess applications by the entitled shareholders and/or their renouncee(s) (if applicable) and such excess Rights Shares shall be allocated in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company.

THAT the Rights Shares and the new Astral Shares to be issued arising from the exercise of the Warrants-C will, upon issuance and allotment, rank *pari passu* in all respects with the then existing Astral Shares, save and except that the Rights Shares and the new Astral Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution, the entitlement date of which is prior to the date of issuance and allotment of the Rights Shares and the new Astral Shares arising from the exercise of the Warrants-C.

AND THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Rights Issue with Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

### ORDINARY RESOLUTION 2

#### PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF ASTRAL (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME ("PROPOSED SIS")

"THAT, subject to the receipt of approvals from the relevant authorities and/or parties, approval be and is hereby given to the Board of Directors of Astral ("Board") to:

- (a) establish, implement and administer the Proposed SIS for the benefit of eligible Directors and employees of the Company and its subsidiaries which are not dormant ("Astral Group" or the "Group"), who meet the eligibility criteria to participate in the Proposed SIS, to subscribe for new ordinary shares of RM0.10 each (after the Proposed Capital Reorganisation) in Astral ("SIS Share(s)") at a predetermined price ("Option Price") (hereinafter referred to as the "SIS Option(s)"), in accordance with the draft by-laws governing the Proposed SIS ("By-Laws"), as set out in Appendix X of the circular to shareholders of Astral dated 17 August 2016;
- (b) give full effect to the Proposed SIS with full power to assent to any condition, variation, modification and/or amendment as may be deemed fit or expedient and/or imposed/agreed to by the relevant authorities and/or parties;
- (c) offer and grant SIS Option under the Proposed SIS and to allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of the SIS Options (including such additional SIS Options issued pursuant to the By-Laws), provided that the total number of new Shares to be allotted and issued under the Scheme shall not exceed 15% of the total issued and paid-up share capital (excluding treasury shares) of the Company at any point of time throughout the duration of the Proposed SIS and that such new Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of Astral, the entitlement date of which is prior to the date of allotment of the new Shares to be issued arising from the exercise of the SIS Options; and
- (d) to do all things necessary and make the necessary application at the appropriate time or times to Bursa Malaysia Securities Berhad for the listing and quotation for the new Shares which may from time to time be allotted and issued pursuant to the Proposed SIS;

THAT the Board be and is hereby authorised to do all things and acts and/or sign and execute all documents as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and/or give full effect to the Proposed SIS with full powers to assent to any term, condition, modification, variation and/or amendment as may be required or permitted by any relevant authorities and/or parties, as a consequence of any such requirement and/or as the Board may deem fit, necessary, expedient and/or appropriate and in the best interest of the Company;

AND THAT the proposed By-Laws be and is hereby approved."

### ORDINARY RESOLUTION 3

#### PROPOSED GRANTING OF OPTIONS TO DATUK DR RAMAN BIN ISMAIL

"THAT subject to the passing of Ordinary Resolution 2, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk Dr Raman Bin Ismail, being the Independent Non-Executive Director of the Company, options to subscribe for new Astral Shares and if such options are accepted and exercised, to allot and issue such number of new Astral Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Datuk Dr Raman Bin Ismail, as long as Datuk Dr Raman Bin Ismail either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), hold twenty percent (20%) or more of the issued and paid-up share capital of Astral (excluding treasury shares, if any) subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws."

### ORDINARY RESOLUTION 4

#### PROPOSED GRANTING OF OPTIONS TO DATO' NG AUN HOOI

"THAT subject to the passing of Ordinary Resolution 2, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Ng Aun Hooi, being the Managing Director of the Company, options to subscribe for new Astral Shares and if such options are accepted and exercised, to allot and issue such number of new Astral Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato' Ng Aun Hooi, as long as Dato' Ng Aun Hooi either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), hold twenty percent (20%) or more of the issued and paid-up share capital of Astral (excluding treasury shares, if any) subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws."

### ORDINARY RESOLUTION 5

#### PROPOSED GRANTING OF OPTIONS TO DATO' IR MOHAMAD SHOKRI BIN ABDULLAH

"THAT subject to the passing of Ordinary Resolution 2, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato' Ir. Mohamad Shokri Bin Abdullah, being the Independent Non-Executive Director of the Company, options to subscribe for new Astral Shares and if such options are accepted and exercised, to allot and issue such number of new Astral Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato' Ir. Mohamad Shokri Bin Abdullah, as long as Dato' Ir. Mohamad Shokri Bin Abdullah either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), hold twenty percent (20%) or more of the issued and paid-up share capital of Astral (excluding treasury shares, if any) subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws."

### ORDINARY RESOLUTION 6

#### PROPOSED GRANTING OF OPTIONS TO DATUK CHAI WOON CHET

"THAT subject to the passing of Ordinary Resolution 2, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk Chai Woon Chet, being the Executive Director of the Company, options to subscribe for new Astral Shares and if such options are accepted and exercised, to allot and issue such number of new Astral Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Datuk Chai Woon Chet, as long as Datuk Chai Woon Chet either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), hold twenty percent (20%) or more of the issued and paid-up share capital of Astral (excluding treasury shares, if any) subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws."

### ORDINARY RESOLUTION 7

#### PROPOSED GRANTING OF OPTIONS TO WONG KWAI WAH

"THAT subject to the passing of Ordinary Resolution 2, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Wong Kwai Wah, being the Executive Director of the Company, options to subscribe for new Astral Shares and if such options are accepted and exercised, to allot and issue such number of new Astral Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Wong Kwai Wah, as long as Wong Kwai Wah either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), hold twenty percent (20%) or more of the issued and paid-up share capital of Astral (excluding treasury shares, if any) subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws."

### ORDINARY RESOLUTION 8

#### PROPOSED GRANTING OF OPTIONS TO ANDREW LIM PIOW TIANG

"THAT subject to the passing of Ordinary Resolution 2, the Directors of the Company be and are hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Andrew Lim Piow Tiang, being the Independent Non-Executive Director of the Company, options to subscribe for new Astral Shares and if such options are accepted and exercised, to allot and issue such number of new Astral Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Andrew Lim Piow Tiang, as long as Andrew Lim Piow Tiang either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), hold twenty percent (20%) or more of the issued and paid-up share capital of Astral (excluding treasury shares, if any) subject always to such terms and conditions and/or adjustments which may be made in accordance with the provisions of the By-Laws."

### BY ORDER OF THE BOARD

#### ASTRAL SUPREME BERHAD

JENNY WONG CHEW BOEY (MAICSA 7006120)  
Company Secretary

Kuala Lumpur  
17 August 2016

#### 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 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 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.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. In the event the appointor 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.
5. 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.
6. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 30 August 2016 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.