



KEJURUTERAAN ASASTERA BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Kejuruteraan Asastera Berhad (“**KAB**” or the “**Company**”) (“**EGM**”) will be held at Langkawi Room, Bukit Jali Golf & Country Resort, Jalan Jali Perkasa 3, Bukit Jali, 57000 Kuala Lumpur on Monday, 21 May 2018 at 11.00 a.m., or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at the same venue on Monday, 21 May 2018 at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME (“ESOS” OR “SCHEME”) INVOLVING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF KAB (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF KAB AND ITS SUBSIDIARIES (“PROPOSED ESOS”)

“**THAT** subject to the approval of all relevant authorities and parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation of the new ordinary shares in KAB (“**KAB Shares**” or “**Shares**”) to be issued pursuant to the exercise of the ESOS options granted under the Scheme having been obtained, approval be and is hereby given for the Company to establish the Scheme involving up to 30% of the total number of issued shares of the Company from time to time (excluding treasury shares, if any) for the benefit of eligible directors and eligible employees of the Company and its subsidiaries, excluding the subsidiaries which are dormant (“**KAB Group**” or the “**Group**”) and the Board be and is hereby authorised to:-

- implement and administer the Scheme in accordance with the form set out in the by-laws governing the Scheme (“**By-laws**”), a draft of which is set out in Appendix II of the Circular to Shareholders dated 4 May 2018 (“**Circular**”), and to give full effect to the Scheme with full powers to assent to any conditions, variations, modifications and/or amendments as may be deemed fit or expedient and/or imposed or required by the relevant authorities or as may be deemed fit or necessary by the Board at its discretion;
- make the necessary applications to Bursa Securities and do all the things necessary at the appropriate time or times for the listing and quotation of the new Shares which may from time to time be allotted and issued pursuant to the exercise of the ESOS options granted under the Scheme;
- 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 ESOS options granted under the Scheme provided that the aggregate number of new Shares to be allotted and issued under the Scheme shall not exceed in aggregate of 30% of the total number of issued shares of the Company (excluding treasury shares, if any) at any time during the existence of the Scheme. The new Shares issued pursuant to the exercise of the ESOS options granted under the Scheme shall, upon allotment, issuance and full payment of the exercise price of the ESOS options, rank pari passu in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of the new Shares pursuant to the exercise of the ESOS options granted under the Scheme and will be subject to all the provisions of the Constitution of the Company relating to the transfer, transmission and otherwise of the Shares;
- modify and/or amend the By-laws from time to time as may be required or permitted by the authorities or deemed necessary by the authorities or the Board provided that such modifications and/or amendments are effected in accordance with the provisions of the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- extend the duration of the Scheme, provided always that such extension of the Scheme made pursuant to the By-laws shall not in aggregate exceed a duration of ten (10) years from the date on which the Scheme shall take effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Securities or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

THAT the By-laws of the Scheme, a draft of which is set out in Appendix II of the Circular, be and is hereby approved and adopted;

AND THAT the Board be and is hereby authorised to give effect to the Scheme with full powers to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its absolute discretion.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION TO FERDAUS BIN MAHMOOD

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant up to 1,000,000 ESOS options to subscribe for new Shares under the Scheme to Ferdaus Bin Mahmood, the Independent Non-Executive Chairman of the Company (“**Proposed Allocation to Ferdaus Bin Mahmood**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any).

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Ferdaus Bin Mahmood with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Ferdaus Bin Mahmood as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION TO DATO' LAI KENG ONN

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant such number of ESOS options to subscribe for new Shares under the Scheme to Dato' Lai Keng Onn, the Managing Director of the Company (“**Proposed Allocation to Dato' Lai Keng Onn**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any).

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Dato' Lai Keng Onn with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Dato' Lai Keng Onn as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION TO CHOONG GAIK SENG

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant such number of ESOS options to subscribe for new Shares under the Scheme to Choong Gaik Seng, the Executive Director of the Company (“**Proposed Allocation to Choong Gaik Seng**”), provided always that not more than ten percent (10%) of the total

shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any).

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Choong Gaik Seng with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Choong Gaik Seng as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION TO DATIN CHAN PEY KHING

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant such number of ESOS options to subscribe for new Shares under the Scheme to Datin Chan Pey Kheng, the Executive Director of the Company (“**Proposed Allocation to Datin Chan Pey Kheng**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any).

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Datin Chan Pey Kheng with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Datin Chan Pey Kheng as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION TO LU CHEE LEONG

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant up to 1,000,000 ESOS options to subscribe for new Shares under the Scheme to Lu Chee Leong, the Independent Non-Executive Director of the Company (“**Proposed Allocation to Lu Chee Leong**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any).

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Lu Chee Leong with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Lu Chee Leong as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION TO TONG SIUT MOI

“**THAT**, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities (where required) having been obtained, the Board be and is hereby authorised, at any time and from time to time throughout the duration of the Scheme, to offer and grant up to 1,000,000 ESOS options to subscribe for new Shares under the Scheme to Tong Siut Moi, the Independent Non-Executive Director of the Company (“**Proposed Allocation to Tong Siut Moi**”), provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible director and/or eligible employee who, either singly or collectively through persons connected with the eligible director and/or eligible employee, holds twenty percent (20%) or more of the issued share capital of the Company (excluding treasury shares, if any).

AND THAT subject always to such terms and conditions and/or any adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Tong Siut Moi with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company; to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Tong Siut Moi as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

BY ORDER OF THE BOARD

KEJURUTERAAN ASASTERA BERHAD

JOANNE TOH JOO ANN (LS 0008574)

SIA EE CHIN (MAICSA 7062413)

Company Secretaries

Kuala Lumpur

4 May 2018

NOTES:

- 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 notorially 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 notorially 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 11.00 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.*