

K-Star

K-STAR SPORTS LIMITED

(Incorporated in Singapore under the Companies Act (Chapter 50) of Singapore)
Company Registration No. 200820976H
(Registered as a Foreign Company in Malaysia)
Malaysian Branch Registration No. 200902000042 (995214-D)

NOTICE OF COURT CONVENED MEETING IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE ORIGINATING SUMMON NO.: HC/OS 1267/2020

In the matter of Proposed Scheme of Arrangement under Section 210 of the Companies Act (Chapter 50) of Singapore

And

In the matter of the Scheme Agreement dated 30 June 2020 between K-STAR SPORTS LIMITED (Singapore Company Registration No. 200820976H; Malaysian Branch Registration No. 200902000042 (995214-D)) and SINARAN ADVANCE GROUP BERHAD [Registration No.: 202001007513 (1363833-T)].

K-STAR SPORTS LIMITED

Company Registration No. 200820976H

Malaysian Branch Registration No. 200902000042 (995214-D)

APPLICANT

NOTICE OF MEETING

For Shareholders of the First Applicant

NOTICE IS HEREBY GIVEN that by order of the High Court of the Republic of Singapore ("**High Court**") dated 22 January 2021, the High Court has directed a meeting to be convened in respect of the shareholders of K-STAR SPORTS LIMITED (Singapore Company Registration No. 200820976H; Malaysian Branch Registration No. 200902000042 (995214-D)) ("**K-Star**" or "**Company**"), the First Applicant herein (this meeting to be hereinafter referred to as the "**Court Convened Meeting**") for the purpose of considering and if thought fit, approving (with or without modification), a scheme of arrangement proposed to be made between K-Star and SINARAN ADVANCE GROUP BERHAD (Registration No.: 202001007513 (1363833-T)) ("**SAG**") (hereinafter referred to as the "**Scheme**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for K-Star shareholders ("**Shareholders**"): "

"THAT subject to the sanction of the High Court, the approval of K-Star's shareholders and holders of Warrants 2018/2021 in K-Star ("**K-Star Warrants**"), the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approval of all other relevant authorities (if any) being obtained, approval be and is hereby given to the Board of Directors of K-Star ("**Board**") to implement the internal reorganisation by way of a members scheme of arrangement under Section 210 of the Companies Act (Chapter 50) of Singapore ("**CA**") between K-Star with its Shareholders and holders of K-Star Warrants, details of which are set out in Section 2 of the Explanatory Statement/Circular to Shareholders dated 5 February 2021, which entails the following proposals:

(i) Proposed exchange of:

- (a) all existing ordinary shares in K-Star ("**K-Star Shares**") with new ordinary shares in SAG ("**SAG Shares**") on a one-for-one basis; and
- (b) all K-Star Warrants with new warrants to be issued by SAG ("**SAG Warrants**") on a one-for-one basis;

as at an entitlement date to be determined and announced by the Board ("**Proposed Securities Exchange**");

(ii) Proposed transfer of K-Star's listing status to SAG, followed by the admission of SAG to and withdrawal of K-Star from the Official List of Bursa Securities, and the listing of and quotation for the new SAG Shares and SAG Warrants on the Main Market of Bursa Securities ("**Proposed Transfer of Listing**"); and

(iii) Proposed transfer of K-Star's entire shareholdings in its wholly-owned subsidiary, Sinaran Trillion Sdn Bhd ("**STSB**") to SAG. Following the Proposed Securities Exchange, all of K-Star's shareholdings in STSB will be transferred to SAG. The transfer will be done in the form of a distribution of assets in specie or in any manner the parties deem necessary or expedient ("**Proposed Transfer of Subsidiary**");

(collectively referred to as the "**Proposed Internal Reorganisation**")

AND THAT the Board be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the directors of the Company may consider necessary or expedient with full power to:

- (i) execute any agreements in relation to the Proposed Internal Reorganisation and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Internal Reorganisation; and
- (ii) assent to any condition, modification, variation and/or amendment as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the directors of the Company in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Internal Reorganisation,

AND THAT all previous actions taken by the directors of the Company for the purpose of or in connection with the Proposed Internal Reorganisation be and are hereby adopted, approved and ratified."

The Court Convened Meeting for shareholders will be conducted on a fully virtual basis and entirely via remote participation and voting from the Broadcast Venue at Level 4, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 1 March 2021, at 11.00 a.m., or immediately following the conclusion of the Extraordinary General Meeting of the Company, which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof (as the case may be), at which place and time all the aforesaid Shareholders are requested to attend.

All the Shareholders may vote at such of the Court Convened Meeting as they are entitled to attend or they may appoint another person whether a member of the shareholders or not as their proxy to attend, participate, speak and vote in their stead. The resolution to be voted upon and approved in the Court Convened Meeting for Shareholders shall be decided by way of poll.

Forms appointing proxies must be lodged at the Malaysian Share Registrar of the Company situated at ShareWorks Sdn. Bhd., No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, not less than 48 hours before the time appointed for the Court Convened Meeting.

By order of the High Court, the Court Convened Meeting will be chaired by Yee Yit Yang, the Scheme Manager appointed to oversee K-Star's implementation of and compliance of the Scheme.

The Scheme will be subject to the subsequent sanction of the High Court.

ON BEHALF OF THE BOARD

Koo Kien Yoon
Executive Director

5 February 2021

Notes:

- (1) A Member may appoint not more than two (2) proxies to attend and vote at the Meeting. In any case where a form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. A member of K-Star entitled to attend, participate, speak and vote at a meeting of K-Star, shall be entitled to appoint any person as his proxy to attend, participate, speak and vote instead of a Member at the meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of K-Star shall have the same rights as the Member to participate and speak at the meeting.
- (2) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and in the case of individual, shall be signed by the appointor or his attorney. In the case of a corporation, shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
- (3) The signature on such instrument need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter of power of attorney or a duly certified copy thereof must (failing previous registration with K-Star) be lodged with the instrument of proxy in accordance with item 5 below, failing which the instrument may be treated as invalid.
- (4) An instrument appointing a proxy whether executed in the States of Malaysia or outside the States of Malaysia shall be attested by a solicitor, commissioner of oaths, notary public, consul or magistrate, but the Directors may from time to time waive or modify this requirement either generally or in a particular case.
- (5) An instrument appointing a proxy must be left at the Malaysian Share Registrar of K-Star situated at ShareWorks Sdn. Bhd., No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- (6) Where a member of the Company is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ["SI(CD)A"], which holds ordinary shares in K-Star 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.
- (7) For the purpose of determining a member who shall be entitled to attend the Court Convened Meeting, K-Star shall be requesting Bursa Malaysia Depository Sdn. Bhd., in accordance with Article 51(B) (b) of K-Star's Constitution and Section 34(1) of the SI(CD)A to issue a General Meeting Record of Depositor as at 22 February 2021. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/ or vote on his stead.