



ASTRAL ASIA BERHAD

199601002254 (374600-X)

NOTIFICATION TO SHAREHOLDERS ON THE POSTPONEMENT OF THE 25TH ANNUAL GENERAL MEETING (“25TH AGM”) AND CHANGE OF THE MODE OF MEETING TO FULLY VIRTUAL TO BE HELD ON WEDNESDAY, 22 SEPTEMBER 2021 AT 3.00 P.M.

We refer to our earlier announcements made on 27 April 2021 and 17 June 2021 in relation to the 25th AGM of the Company.

In view of the implementation of the Phase 1 of the National Recovery Plan to curb the resurgence of COVID-19 cases in Malaysia and the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (“the Revised Guidance Note and FAQs”), the Board of Directors (“Board”) of the Company wishes to inform that the 25th AGM of the Company which was originally scheduled to be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Tuesday, 22 June 2021 at 11.00 a.m. is now postponed to a fully virtual AGM with new date and details as set out below:

Date	:	Wednesday, 22 September 2021
Time	:	3:00 p.m.
Venue	:	Online Meeting Platform of Dvote Online website at https://Dvote.my provided by Dvote Services Sdn. Bhd. at Lot 9-7 Menara Sentral Vista, No. 150 Jalan Sultan Abdul Samad Brickfield, 50470 Kuala Lumpur, Malaysia.

According to the Revised Guidance Note and FAQs, all general meetings shall be conducted fully virtual during the Phase 1 of the National Recovery Plan and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online meeting platform. An online meeting platform can be recognised as the main venue of the meeting under Section 327 of the Companies Act 2016 if the online platform is located in Malaysia.

The agenda of the meeting as stated in the 25th AGM notice remained unchanged.

Shareholders will have to register to attend the 25th AGM remotely by using the Remote Participation and Voting Facilities (“RPV”), the details as set out in the Administrative Guide.

Shareholders whose names appear in the Record of Depositors as at 15 September 2021 shall be entitled to attend, speak and vote at the said meeting or appoint proxies on his/her behalf.

All registrations and form of proxies received prior to this notification will be accepted.

The revised Administrative Guide, Notice of the 25th AGM and Proxy Form enclosed with this Notification are available on the Company's website at www.astralasia.com.

You are advised to check the Company's announcement(s) at Bursa Malaysia Securities Berhad's website or the Company's website from time to time for the latest update, as we may be required to change the arrangements of the 25th AGM at short notice, if any, in view of the current unprecedented situation.

Should you require further clarification on the above, kindly contact our appointed Poll Administrator, Dvote Services Sdn Bhd at +603-2276 6138.

Yours faithfully,
For and on behalf of
ASTRAL ASIA BERHAD

DATO' HAJI ARPAN SHAH BIN SATU
Independent Non-Executive Chairman

25 August 2021

REVISED ADMINISTRATIVE GUIDE FOR THE FULLY VIRTUAL 25TH AGM

1. REMOTE PARTICIPATION AND VOTING FACILITIES

Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 25th AGM using RPV provided by Dvote Services Sdn. Bhd. (“Dvote”) via its **Dvote Online** website at <https://Dvote.my>. Please refer to Procedure for RPV.

Only members whose names appear in the **Record of Depositors as at 15 September 2021** shall be entitled to participate and vote remotely at the 25th AGM or appoint proxy to participate and vote on his/her behalf.

As the 25th AGM is a fully virtual AGM, members who are unable to participate in this AGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

2. PROCEDURES FOR RPV

Member(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate in the 25th AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

BEFORE MEETING DAY		
A. USER REGISTRATION		
	Procedure	Action
(a)	Sign up as a user with Dvote Online	<p><i>Note: If you are already a user with Dvote Online, you are not required to sign-up again. You may proceed to sign-in using your email address and password.</i></p> <ul style="list-style-type: none">• Access the website at https://Dvote.my.• Click on [Sign up] to register as a new user with Dvote Online.• Complete registration and upload softcopy of MyKad/identification card or passport. <p>You will be notified via email once your user registration is accepted/rejected by Dvote Online.</p>
(b)	Register Meeting with Dvote Online	<ul style="list-style-type: none">• Registration for Remote Participation will remain open from 17 September 2021 until the commencement of the polling during the 25th AGM.• Login to https://Dvote.my/user-login with your user ID (i.e: email address) and password.• Select event: “Astral Asia Berhad – 25th Annual General Meeting” and click [Register].• You will receive an email notifying on your registration for the remote participation and verification.• Once your registration has been verified against the Record of Depositors as at 15 September 2021, you will be notified via email whether your request for remote participation is approved/rejected.• If approved, you will receive an invitation email, <i>Join Meeting</i>.

ON THE DAY OF 25TH AGM		
	Procedure	Action
(a)	Join the Live Stream Meeting	<ul style="list-style-type: none"> Click on "Join Meeting" link in the invitation email and you will be directed to the live streaming room. You are advised to log in early, at least 20 minutes, before the Meeting time.
(b)	Post Questions during Live Streaming	<ul style="list-style-type: none"> If you have any question for the Board of Directors, you may use the "Post Question" box to transmit your question.
(c)	Online Voting during Live Streaming	<ul style="list-style-type: none"> Click on [Proceed to Vote], to cast your votes for each resolution. Review your casted votes, confirm and submit your votes.

Notes:

- The quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at the location of the user and the device of the user.*
- Users are advised to afford themselves ample time to complete the log in process in advance of the meeting.*
- In the event you encounter any issues with logging-in, connection to live streamed meeting or online voting on the meeting day, kindly call 03-22766138 and email to Dvoteservice@gmail.com for assistance.*

3. APPOINTMENT OF PROXY(IES)/CORPORATE REPRESENTATIVE(S)/ATTORNEY(S)

Shareholders who appoint proxy(ies) to participate via RPV at the 25th AGM must ensure that the duly executed proxy form(s) are deposited in a hard copy form with the registered office of the Company at Level 12, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, no later than Monday, 20 September 2021 at 3.00 p.m.

Corporate members who wish to appoint corporate representatives are required to deposit their ORIGINAL certificate of appointment of corporate representative at registered office as provided above not later than Monday, 20 September 2021 at 3.00 p.m. to participate via RPV in the 25th AGM.

Attorneys appointed by power of attorney are to deposit their power of attorney at registered office as provided above not later than Monday, 20 September 2021 at 3.00 p.m. to participate via RPV in the 25th AGM.

A member who has appointed a proxy(ies)/authorised representative(s)/attorney(s) to participate in the 25th AGM via RPV must request his/her proxy(ies)/authorised representative(s)/attorney(s) to register himself/herself for RPV via Dvote Online website at <https://Dvote.my>.

4. POLL VOTING

The voting at the 25th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Dvote Services Sdn. Bhd. as the Poll Administrator to conduct the poll by way of electronic voting and Ms Koh Pei Leng as the Scrutineer to verify the poll results.

5. **ANNUAL REPORT 2020**

The Annual Report 2020 is available on the Company's website at www.astralasia.com.

Please note that printed copies of the Annual Report 2020 will only be available upon request. You may email your request for a printed copy of the Annual Report to sectrarsmg@gmail.com, the printed copy of the Annual Report will be despatched to you by ordinary post within four (4) market days from the date of receipt of your request. However, please consider the environment before you decide to request for the printed copy.

6. **NO DOOR GIFTS OR FOOD VOUCHERS**

There will be NO distribution of food vouchers or door gifts during the 25th AGM as the meeting is conducted on a fully virtual basis.

7. **NO RECORDING OR PHOTOGRAPHY**

Strictly NO unauthorized recording or photography of the proceedings of the 25th AGM.

8. **ENQUIRY**

For enquiries prior to the 25th AGM, please contact our Poll Administrator below during office hours from Monday to Friday from 9.00 a.m. to 5.00 p.m. (except on public holidays):

DVOTE SERVICES SDN. BHD.

201701006322 (1220487-P)

Lot 9-7 Menara Sentral Vista

No. 150 Jalan Sultan Abdul Samad Brickfield

50470 Kuala Lumpur

Malaysia

Tel : 03-2276 6138

Email : Dvoteservice@gmail.com

Contact Person: Ms. Sangetha/Mr Hugo



ASTRAL ASIA BERHAD

199601002254 (374600-X)

NOTICE OF POSTPONED 25TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Postponed 25th Annual General Meeting of the Company will be held fully virtual through live streaming and online remote voting via the online meeting platform of Dvote Online website at <https://Dvote.my> on Wednesday, 22 September 2021 at 3.00 p.m. for the following purposes :-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon.
[PLEASE REFER TO EXPLANATORY NOTE (1)]
2. To approve the payment of Directors' Fees and Benefits for the financial year ended 31 December 2020.
[ORDINARY RESOLUTION 1]
3. To approve the payment of Directors' Benefits of up to an amount of RM50,000.00 from the 25th Annual General Meeting until the next Annual General Meeting of the Company.
[ORDINARY RESOLUTION 2]
4. To re-elect Dato' Lim Kang Poh who is retiring pursuant to Article 119 of the Company's Constitution.
[ORDINARY RESOLUTION 3]
5. To re-elect Tuan Haji Khalit Bin Kasmoin who is retiring pursuant to Article 119 of the Company's Constitution.
[ORDINARY RESOLUTION 4]
6. To re-elect Tan Sri Dato' Lim Kang Yew who is retiring pursuant to Article 123 of the Company's Constitution.
[ORDINARY RESOLUTION 5]
7. To re-elect Dato' Haji Arpan Shah Bin Satu who is retiring pursuant to Article 123 of the Company's Constitution.
[ORDINARY RESOLUTION 6]
8. To re-appoint Grant Thornton Malaysia PLT, as auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.
[ORDINARY RESOLUTION 7]

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modifications, the following Resolutions:-

9. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT approval be and is hereby given to Mr Tan En Chong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting."

[ORDINARY RESOLUTION 8]

10. **AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being **AND THAT** the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance with the provisions of the Companies Act 2016, whichever is the earlier."

[ORDINARY RESOLUTION 9]

11. To transact any other business of which due notices shall be given.

BY ORDER OF THE BOARD,

CHUA HOON PING, ACIS
HOON HUI KIT, MIA
Company Secretaries

Petaling Jaya
25 August 2021

Notes :

1. In respect of deposited securities, only depositors whose names appear in the Record of Depositors on 15 September 2021 ("General Meeting Record of Depositors") shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or more (subject to a maximum of two (2) proxies) to attend and vote in his stead. A proxy may but need not be a member of the Company.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee 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.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy/proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Company at Level 12, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara 47810 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time for holding the meeting or adjourned meeting.

EXPLANATORY NOTES

1. The Item 1 of the Agenda is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence this Agenda item is not put forward for voting.

Special Business

2. Resolutions 1 & 2

Section 230(1) of the CA 2016 provides amongst other, that the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") agreed that the members' approval shall be sought at the 25th Annual General Meeting ("AGM") on the Directors' fees and benefits.

- **Resolution 1 on payment of Directors' fees and benefits for the financial year ended 31 December 2020**

The total amount of Directors' fees and benefits payable to the Directors for the financial year ended 31 December 2020 tabled for the members' approval.

Details of the Directors' fees and benefits payable to the Directors for the financial year ended 31 December 2020 are disclosed in the Corporate Governance Overview Statement as contained in Annual Report 2020.

- **Resolution 2 on payment of Directors' benefits from the 25th AGM until the next AGM**

The total amount of Directors' benefits payable to the Directors tabled for the members' approval is for an amount up to RM50,000.00. The figure is calculated with the assumption that there will be changes to the Board size during the aforesaid period.

The Board will seek members' approval at the next AGM in the event the amount of Directors' benefits is insufficient due to an increase in Board size.

3. Resolutions 3 & 4

Article 119 of the Company's Constitution expressly states that at the Annual General Meeting in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office and be eligible for re-election.

Pursuant to Article 119, Dato' Lim Kang Poh and Tuan Haji Khalit Bin Kasmoin are standing for re-election at this Annual General Meeting.

The profiles of the Directors standing for re-election are set out in their respective profiles in the Annual Report. The Nomination Committee of the Company has assessed the criteria and contribution of Dato' Lim Kang Poh and Tuan Haji Khalit Bin Kasmoin and recommend for their re-election.

The Board endorsed the Nomination Committee's recommendation that Dato' Lim Kang Poh and Tuan Haji Khalit Bin Kasmoin be re-elected as Directors of the Company.

4. Resolutions 5 & 6

Article 123 of the Company's Constitution expressly stated that the Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with these Articles.

Any Director so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are retire by rotation at that meeting.

EXPLANATORY NOTES (CONT'D)

4. Resolutions 5 & 6 (cont'd)

Pursuant to Article 123, Tan Sri Dato' Lim Kang Yew and Dato' Haji Arpan Shah Bin Satu are standing for re-election at this Annual General Meeting. The profiles of the Directors standing for re-election are set out in their respective profiles in the Annual Report. The Nomination Committee of the Company has assessed the criteria and contribution of Tan Sri Dato' Lim Kang Yew and Dato' Haji Arpan Shah Bin Satu and recommended for their re-election.

The Board endorsed the Nomination Committee's recommendation that Tan Sri Dato' Lim Kang Yew and Dato' Haji Arpan Shah Bin Satu be re-elected as Directors of the Company.

5. Resolution 7

The Audit Committee and the Board have recommended the re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company as they have met the relevant criteria prescribed under Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

6. Resolution 8

The Proposed Resolution 8, if passed, will allow Mr Tan En Chong to continue in office as Independent Non-Executive Director.

The Malaysian Code on Corporate Governance states that if the Board intends to retain an Independent Director beyond twelfth years, it should justify and seek annual shareholders' approval through a two-tier voting process.

Key justifications for him to continue as Independent Non-Executive Directors are as follows:

- a. Fulfils the Independent Director criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- b. Relevant experience and expertise as set out in his profile in the Annual Report; and
- c. Long service with the Company enhances his knowledge and understanding of the business operations of the Group which enable him to contribute actively and effectively during deliberations or discussion at Audit Committee and Board meetings.

7. Resolution 9

The Proposed Resolution 9, if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting. As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 28 July 2020 and which will lapse at the conclusion of the 25th Annual General Meeting. The general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited for further placing of shares for purpose of funding future investment(s), working capital and/or acquisitions and to avoid incurring any costs or delay in convening a general meeting.

**ASTRAL ASIA BERHAD**

Registration No. 199601002254 (374600-X)

PROXY FORM

No. of Shares held

CDS Account No.

I/We (full name in block) _____ NRIC/Company No. _____
of (full address) _____
being member(s) of Astral Asia Berhad, hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the CHAIRMAN OF THE MEETING as *my/our proxy to attend and vote for *me/us and on *my/our behalf at the fully virtual 25th Annual General Meeting (25th AGM) of the Company to be held at the online meeting platform of Dvote Online website at <https://Dvote.my> on Wednesday, 22 September 2021 at 3.00 p.m. and at any adjournment thereof.

No.	Resolutions	FOR	AGAINST
1.	To approve the payment of Directors' Fees and Benefits for the financial year ended 31 December 2020. (Resolution 1)		
2.	To approve the payment of Directors' Benefits of up to an amount of RM50,000.00 from the 25th AGM until the next Annual General Meeting of the Company. (Resolution 2)		
3.	To re-elect Dato' Lim Kang Poh as Director (Article 119) (Resolution 3)		
4.	To re-elect Tuan Haji Khalit Bin Kasmoin as Director (Article 119) (Resolution 4)		
5.	To re-elect Tan Sri Dato' Lim Kang Yew as Director (Article 123) (Resolution 5)		
6.	To re-elect Dato' Haji Arpan Shah Bin Satu as Director (Article 123) (Resolution 6)		
7.	To re-appoint Grant Thornton Malaysia PLT as Auditors and to authorise the Directors to fix their remuneration. (Resolution 7)		
SPECIAL BUSINESS			
8.	To approve Mr Tan En Chong to continue to act as an Independent Non-Executive Director (Resolution 8)		
9.	Proposed Authority for Directors to Allot and Issue Shares (Resolution 9)		

* Strike out whichever not applicable

Dated this _____ day of _____ 2021

Signature of Shareholder(s)

Notes :

- In respect of deposited securities, only depositors whose names appear in the Record of Depositors on 15 September 2021 ("General Meeting Record of Depositors") shall be regarded as a member and entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend and vote on his/her behalf.
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy or more (subject to a maximum of two (2) proxies) to attend and vote in his stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee 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 authorized nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy/proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Company at Level 12, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time for holding the meeting or adjourned meeting.

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AFFIX
STAMP

The Company Secretaries

ASTRAL ASIA BERHAD [Registration No. 199601002254 (374600-X)]

Level 12, Menara TSR

No. 12, Jalan PJU 7/3

Mutiara Damansara

47810 Petaling Jaya

Selangor Darul Ehsan

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