



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE Fifth (5th) Annual General Meeting of Astramina Group Berhad ("**Company**") will be held at the Conference Room, No. 102, Jalan Metro Perdana Barat 13, Sri Edaran Industrial Park, Off Jalan Kepong, 52100 Kuala Lumpur, Wilayah Persekutuan, Malaysia, on Friday, 30 August 2024 at 3.00 p.m., for the following purposes:

AGENDA

As Ordinary Business:

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| 1. To receive the Audited Financial Statements for the financial year ended 29 February 2024 together with the Directors' and the Auditors' Reports thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of Directors' fees and benefits of up to RM90,000.00 for the period from 31 August 2024 until the next Annual General Meeting of the Company. | Ordinary Resolution 1 |
| 3. To re-elect Tan Sri Dato' Wong See Wah who retires by rotation pursuant to Clause 128 of the Company's Constitution. | Ordinary Resolution 2 |
| 4. To re-appoint Ong & Wong Chartered Accountants as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 3 |

As Special Business:

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

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| 5. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") | Ordinary Resolution 4 |
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"THAT pursuant to Sections 75 and 76 of the Act, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the Constitution of the Company and subject to the approvals of the relevant government and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to allot and issue shares or convertible securities in the capital of the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares or convertible securities to be issued must be not more than 100% of the total number of issued shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being ("**Proposed General Mandate I**").

THAT such approval on the Proposed General Mandate I shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("**AGM**") of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier.

THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares or convertible securities on the LEAP Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate I with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate I."

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| 6. Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") to Interested Parties (as defined herein) | Ordinary Resolution 5 |
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"THAT, subject to the passing of Ordinary Resolution 4 and pursuant to Sections 75 and 76 of the Act, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") as well as the Constitution of the Company, and subject to the approvals of the relevant government and/or regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered to allot and issue shares or convertible securities in the capital of the Company from time to time, at such price, to a Director, major shareholder or Chief Executive of the Company or person connected to them ("**Interested Parties**") under the general mandate on a non-pro rata basis and for such purposes and upon such terms and conditions as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares or convertible securities issued to the Interested Parties must be not more than 10% of the total number of issued shares of the Company for the time being and shall be approved by the Board of Directors of the Company and done in the best interests of the Company ("**Proposed General Mandate II**").

THAT such approval on the Proposed General Mandate II shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("**AGM**") of the Company held after the approval was given;
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company, whichever is the earlier.

THAT the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such new shares or convertible securities on the LEAP Market of Bursa Securities.

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate II with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate II."

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| 7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company. | |
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By Order of the Board

LAW MEE POO (MAICSA 7033423)
(SSM PC No.: 201908002275)
TAN LAI HONG (MAICSA 7057707)
(SSM PC No.: 202008002309)
Company Secretaries

Kuala Lumpur
Dated: 1 August 2024

Notes:

- A Member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy(ies) or in the case of a corporation, to appoint representative(s) to attend and vote in his place. A proxy may but need not be a Member of the Company.
- A Member shall appoint not more than two (2) proxies to attend and vote at the meeting.
- Where a Member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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 which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
- Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. A proxy appointed shall exercise all or any of his rights to attend, participate, speak and vote at a meeting of the Company.
- The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or if the appointor is a corporation either under common seal or under the hand of an attorney or an officer duly authorised.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
 - In hard copy form
In the case of an appointment made in hard copy form, the Proxy Form duly completed must be deposited at the Company's Share Registrar office situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan 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, Wilayah Persekutuan.
 - By electronic means
The Proxy Form duly completed can be electronically lodged via email to Mohamad.Khairudin@my.tricorglobal.com or fax to +603-2783 9222.
- For the purpose of determining a Member who shall be entitled to attend and vote at the meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 23 August 2024 and only a depositor whose name appears on the Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and vote in his stead.

Explanatory Notes on Agenda Items:

1. Item 1 of the Agenda – Audited Financial Statements

The Audited Financial Statements for the financial year ended 29 February 2024 in Agenda item 1 is meant for discussion only as the approval of shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Act. Hence, this Agenda item will not be put forward for voting by shareholders of the Company.

2. Item 2 of the Agenda – Directors' Fees and Other Benefits

The Proposed Ordinary Resolution 1 is to facilitate payment of Directors' fees and other benefits for the period from 31 August 2024 to the next AGM of the Company. In the event the amount proposed is insufficient (e.g. due to enlarged Board size etc.), approval will be sought at the next AGM of the Company for the additional amount to meet the shortfall.

3. Item 5 of the Agenda – Approval for Allotment and Issuance of Shares Pursuant to Sections 75 and 76 of the Act

The Proposed Ordinary Resolution 4 is a renewal of the previous year's Proposed General Mandate I to empower the Directors of the Company to issue new shares or convertible securities in the Company pursuant to Sections 75 and 76 of the Act under the Proposed General Mandate I and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company or during the expiration of period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.

The mandate will provide flexibility to the Company to issue new shares or convertible securities for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares or convertible securities as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the Proposed General Mandate I pursuant to Sections 75 and 76 of the Act which was approved by the shareholders at its Fourth (4th) AGM held on 30 August 2023 and will lapse at the conclusion of its Fifth (5th) AGM to be held on 30 August 2024.

4. Item 6 of the Agenda – Approval for Allotment and Issuance of Shares Pursuant to Sections 75 and 76 of the Act to Interested Parties

The Proposed Ordinary Resolution 5 is a renewal of the previous year's Proposed General Mandate II to empower the Directors of the Company to issue new shares or convertible securities in the Company to the Interested Parties pursuant to Sections 75 and 76 of the Act under the Proposed General Mandate II and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities for such purposes as the Directors of the Company consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company or during the expiration of period within which the next AGM of the Company is required to be held after the approval was given, whichever is the earlier.

The mandate will provide flexibility to the Company to issue new shares or convertible securities for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of funding current or future investment project(s), working capital, acquisition(s), repayment of bank borrowings, issuance of shares or convertible securities as settlement of purchase consideration or such other applications that the Directors of the Company may in their absolute discretion deemed fit.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the Proposed General Mandate II pursuant to Sections 75 and 76 of the Act which was approved by the shareholders at its Fourth (4th) AGM held on 30 August 2023 and will lapse at the conclusion of its Fifth (5th) AGM to be held on 30 August 2024.