



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Kejuruteraan Asastera Berhad (“**KAB**” or the “**Company**”) will be held on a fully virtual basis via the Online Meeting Platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> on Thursday, 17 November 2022 at 9:30 a.m., for the purpose of considering and if thought fit, passing with or without any modification, the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF KAB AND ITS SUBSIDIARIES TO INCLUDE THE SES BUSINESS (AS DEFINED HEREIN) (“PROPOSED DIVERSIFICATION”)**

“**THAT** approval be and is hereby given to the Board of Directors (“**Board**”) to implement the diversification of the business of KAB and its subsidiaries to include the provision of sustainable energy solutions (“**SES Business**”);

**THAT** the Board be and is hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to give full effect to the Proposed Diversification with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Board in the best interest of the Company;

**AND THAT** the Company Secretaries be hereby authorised and instructed to do all the necessary and deemed fit to lodge the prescribed form in accordance with the Companies Act, 2016 (“**Act**”) with the Companies Commission of Malaysia for and on behalf of the Company.”

**ORDINARY RESOLUTION 2**

**PROPOSED PRIVATE PLACEMENT OF UP TO 361,581,000 NEW ORDINARY SHARES IN KAB, REPRESENTING APPROXIMATELY 20% OF THE EXISTING TOTAL NUMBER OF ISSUED SHARES OF KAB (EXCLUDING TREASURY SHARES), TO INDEPENDENT THIRD PARTY INVESTOR(S) TO BE IDENTIFIED LATER AND AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)**

“**THAT** subject to the approval of all the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board to allot and issue up to 361,581,000 new KAB Shares (“**Placement Shares**”), representing approximately 20% of the enlarged total number of issued shares of the Company, by way of private placement to independent third party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board (“**Price-Fixing Date**”) upon such terms and conditions as disclosed in the circular to the shareholders of the Company (“**Shareholders**”) dated 1 November 2022 (“**Circular**”) (“**Proposed Private Placement**”);

**THAT** the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately preceding the Price-Fixing Date;

**THAT** the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes and in such manner as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

**THAT** the Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Placement Shares;

**THAT** the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

**THAT** pursuant to Section 85(1) of the Act to be read together with Clause 12 of the Constitution of the Company, it may be construed to mean that all new shares or other convertible securities in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of this offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled (“**Pre-emptive Rights**”) and accordingly, should this resolution for the allotment and issuance of the Placement Shares be passed by the Shareholders, this resolution shall have the effect of the Shareholders having agreed to irrevocably waive their Pre-emptive Rights in respect of the new Placement Shares to be allotted and issued by the Company pursuant to the Proposed Private Placement, which will result in a dilution to the Shareholders’ shareholdings in the Company. Subsequent to the passing of this resolution, if this paragraph is or is found to be in any way void, invalid or unenforceable, then this paragraph shall be ineffective to the extent of such voidness, invalidity or unenforceability and the remaining provisions of this resolution shall remain in full force and effect.

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)  
 CHENG CHIA PING (SSM PC NO. 202008000730) (MAICSA 1032514)  
 Company Secretaries

Kuala Lumpur  
 Dated: 1 November 2022

**Notes:-**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 November 2022 (“**General Meeting Record of Depositors**”) shall be eligible to participate, speak and vote at the EGM.
- A member (including authorised nominee) entitled to attend and vote at the Meeting via Remote Participation and Voting (“**RPV**”) facilities, may appoint more than one (1) proxy to attend and vote at the EGM via RPV facilities, to the extent permitted by the Act, Securities Industry (Central Depositories) Act, 1991, Main Market Listing Requirement of Bursa Securities, and the Rules of Bursa Malaysia Depository Sdn Bhd. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but does not need to be a member of the Company and notwithstanding this, a member entitled to attend and vote at the EGM via RPV facilities is entitled to appoint any person as his/her proxy to attend and vote instead of the member at the EGM without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the EGM via RPV facilities shall have the same rights as the member to attend, participate, speak and vote at the EGM.
- As guided by the Securities Commission Malaysia’s Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers as revised, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the EGM via real time submission of typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the EGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my) during the fully virtual EGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board of Directors and/or Management during the EGM.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- Where a member is an exempt authorised nominee who 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 of which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the EGM via RPV facilities must request his/her proxy to register himself/herself for RPV facilities at <https://sshsb.net.my>. Please refer to the Administrative Guide for procedures to utilise the RPV facilities.
- Publication of Notice of EGM and Proxy Form on corporate website**  
 Pursuant to Section 320(2) of the Act, a copy of this Notice together with the Proxy Form are available at the corporate website of KAB at [https://asastera.com/general\\_meeting.html](https://asastera.com/general_meeting.html).
- Submission of Proxy Form in either hard copy form or electronic form**  
 The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and shall be deposited with the Company’s Share Registrar, namely, Securities Services (Holdings) Sdn Bhd, either at the designated office as stated below or via Securities Services e-Portal not less than forty-eight (48) hours before the time appointed for holding the EGM or adjournment thereof (i.e., **on or before Tuesday, 15 November 2022 at 9:30 a.m.**):-

Mode of Submission	Designated Address
Hard copy	<b>Securities Services (Holdings) Sdn Bhd</b> Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan
Electronic appointment	<ul style="list-style-type: none"> <li>Fax: 03-2094 9940 and/or 03-2095 0292</li> <li>Email: <a href="mailto:eservices@sshsb.com.my">eservices@sshsb.com.my</a></li> </ul> Via Securities Services e-Portal at <a href="https://sshsb.net.my/">https://sshsb.net.my/</a>

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.



## KEJURUTERAAN ASASTERA BERHAD

Company No. 199701005009 (420505-H)  
(Incorporated in Malaysia)

### ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

**Securities Services e-Portal** is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

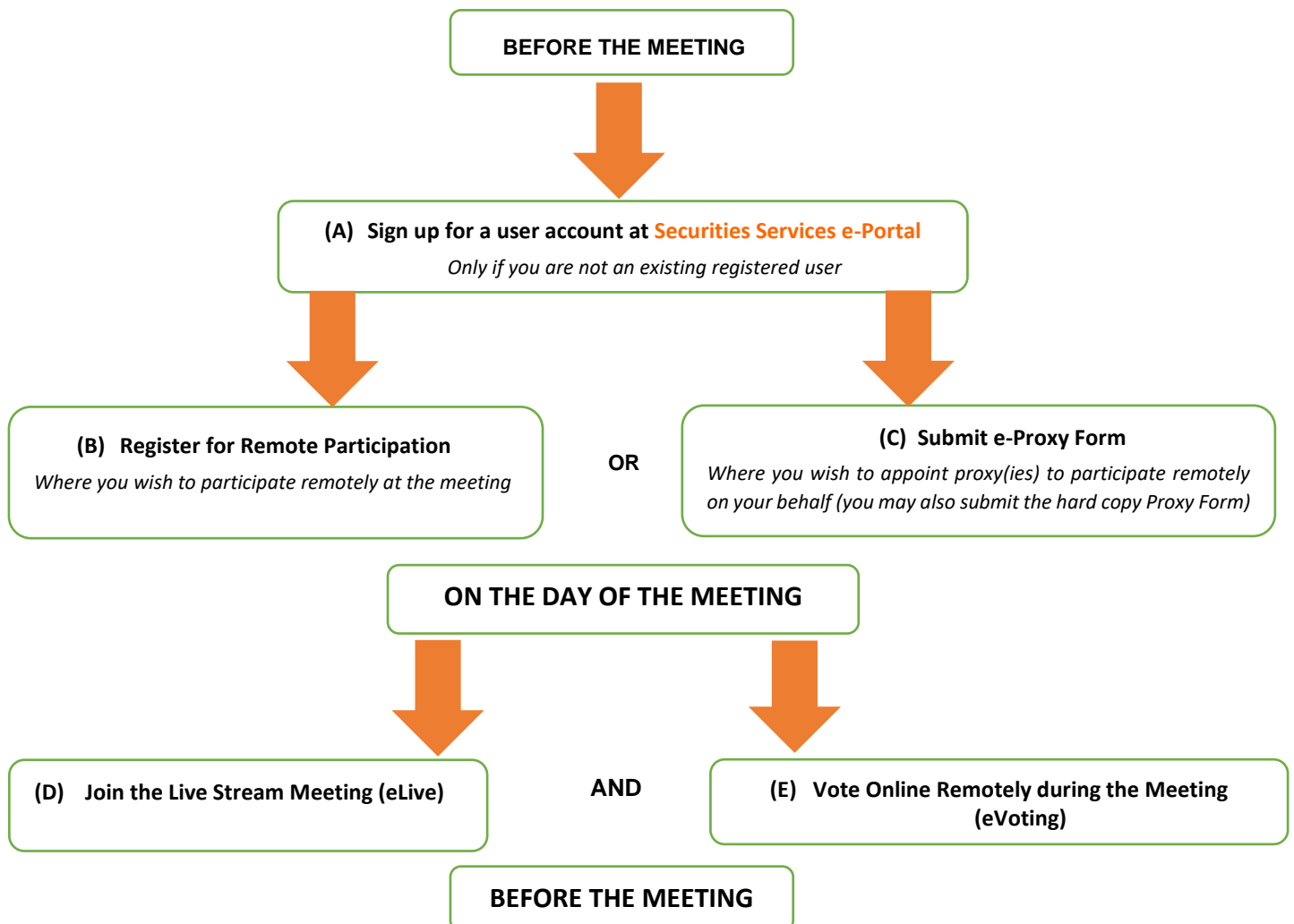
- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “**e-Services**”).

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by Kejuruteraan Asastera Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

#### REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Lee Pei Yeng (DID: +603 2084 9169) or Ms. Rachel Ou (DID: +603 2084 9161) or our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my).



**(A) Sign up for a user account at **Securities Services e-Portal****

Step 1 Visit <a href="https://sshbs.net.my/">https://sshbs.net.my/</a>	<ul style="list-style-type: none"><li>We require 1 working day to process all user sign-ups. If you do not have a user account with the e-Portal, you will need to sign up for a user account by the deadlines stipulated below.</li><li>Your registered email address is your User ID.</li></ul>
Step 2 Sign up for a user account	
Step 3 Wait for our notification email that will be sent within one (1) working day	
Step 4 Verify your user account within seven (7) days of the notification email and log in	

**To register for the meeting under (B) below, please sign up for a user account by 15 NOVEMBER 2022**

**To submit e-Proxy Form under (C) below, please sign up for a user account by 13 NOVEMBER 2022, failing which you may only be able to submit the hard copy proxy form.**

**This is a ONE-TIME sign up only. If you already have a user account, please proceed to either (B) or (C) below.**

**(B) Register for Remote Participation at the Meeting**

- Log in to <https://sshbs.net.my/> with your registered email and password
- Look for **Kejuruteraan Asastera Berhad** under Company Name and **EGM on 17 November 2022 at 9.30 a.m. – Registration for Remote Participation** under Corporate Exercise / Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
- Individual shareholder
  - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate / authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted at Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.*
- Step 2 Submit your registration.

- All shareholders must register for remote participation at the meeting and are highly encouraged to register as early as possible and before the eLive access date and time [see (D) below] in order to ensure timely access to the meeting. Access shall be granted only to eligible shareholders in accordance with the General Meeting Record of Depositors as at 10 November 2022.
- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to **all the CDS account(s)** of each individual shareholder / body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a fully virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

**(C) Submit e-Proxy Form**

Meeting Date and Time	Proxy Form Submission Closing Date and Time
Thursday, 17 November 2022 at 9.30 a.m.	Tuesday, 15 November 2022 at 9.30 a.m.

- Log in to <https://sshbs.net.my/> with your registered email and password
- Look for **Kejuruteraan Asastera Berhad** under Company Name and **EGM on 17 November 2022 at 9.30 a.m. – Submission of Proxy Form** under Corporate Exercise / Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.

- Step 1 Check if you are submitting the proxy form as –
- Individual shareholder
  - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate / authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted at Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above.*
- Step 2 Enter your CDS account number or the body corporate's CDS account number. Then enter the information of your proxy(ies) and the proportion of your securities to be represented by your proxy(ies).  
**You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.**
- Step 3 Proceed to indicate how your votes are to be casted against each resolution.
- Step 4 Review and confirm your proxy form details before submission.
- A copy of your submitted e-Proxy Form can be accessed via **My Records** (refer to the left navigation panel).
  - You need to submit your e-Proxy Form for **every CDS account(s)** you have or represent.

### PROXIES

**All appointed proxies need not register for remote participation under (B) above but if they are not registered users of the e-Portal, they will need to sign up as users of the e-Portal under (A) above by 13 November 2022. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY.** Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a fully virtual basis.

## ON THE DAY OF THE MEETING

**Log in to <https://sshsb.net.my/> with your registered email and password**

### (D) Join the Live Stream Meeting (eLive)

Meeting Date and Time	eLive Access Date and Time
Thursday, 17 November 2022 at 9.30 a.m.	Thursday, 17 November 2022 at 9.00 a.m.

➤ Look for **Kejuruteraan Asastera Berhad** under Company Name and **EGM on 17 November 2022 at 9.30 a.m. – Live Stream Meeting** under Corporate Exercise / Event and click ">" to join the meeting.

- The access to the live stream meeting will open on the abovementioned date and time.
- If you have any questions to raise, you may use the text box to transmit your question. The Chairman / Board / Management / relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.

### (E) Vote Online Remotely during the Meeting (eVoting)

Meeting Date and Time	eVoting Access Date and Time
Thursday, 17 November 2022 at 9.30 a.m.	Thursday, 17 November 2022 at 9.30 a.m.

- If you are already accessing the Live Stream Meeting, click **Proceed to Vote** under the live stream player.  
OR
- If you are not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for **Kejuruteraan Asastera Berhad** under Company Name and **EGM on 17 November 2022 at 9.30 a.m. – Remote Voting** under Corporate Exercise / Event and click ">" to remotely cast and submit the votes online for the resolutions tabled at the meeting.

Step 1 Cast your votes by clicking on the radio buttons against each resolution.

Step 2 Review your casted votes and confirm and submit the votes.

- The access to eVoting will open on the abovementioned date and time.
- Your votes casted will apply throughout all the CDS accounts you represent as an individual shareholder, corporate / authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form.
- The access to eVoting will close as directed by the Chairman of the meeting.
- A copy of your submitted e-Voting can be accessed via **My Records** (refer to the left navigation panel).