



KEJURUTERAAN ASASTERA BERHAD

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

NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of **KEJURUTERAAN ASASTERA BERHAD** will be held at Function Room 5, Level 2, Hotel Sri Petaling Kuala Lumpur located at 30, Jalan Radin Anum, Bandar Baru Sri Petaling, 57000 Kuala Lumpur, Malaysia on Thursday, 16 May 2019 at 9.00 a.m. to transact the following businesses:-

AGENDA

Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. | [Please refer to Explanatory Note 1] |
| 2. To approve the aggregate Directors' fees payable to the Directors of the Company for an amount not exceeding RM279,000.00 for the financial year ending 31 December 2019. | Resolution 1 |
| 3. To re-elect the following directors who retire pursuant to Clause 127 of the Constitution of the Company:-
i) Choong Gaik Seng
ii) Lu Chee Leong | Resolution 2
Resolution 3 |
| 4. To re-elect the following directors who retire pursuant to Clause 132 of the Constitution of the Company:-
i) Goh Kok Boon
ii) Dato' Chan Chee Hong | Resolution 4
Resolution 5 |
| 5. To re-appoint Messrs Kreston John & Gan as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 6 |

Special Business

To consider and, if thought fit, to pass the following resolutions with or without modifications, as Ordinary/ Special Resolutions of the Company:-

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| 6. Ordinary Resolution
Authority to allot and issue shares | Resolution 7 |
| "THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | |
| 7. Special Resolution
Proposed Alteration of the Constitution by replacing with a New Constitution ("Proposed Alteration") | Resolution 8 |
| "THAT the existing Constitution of the Company be hereby altered by replacing with a new Constitution as set out in the Appendix I attached to the 2018 Annual Report with effect from the date of passing this special resolution.

AND THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/ or amendment as may be required or imposed by the relevant authorities." | |
| 8. To transact any other business of the Company of which due notice is given in accordance with the Act and the Constitution of the Company. | |

BY ORDER OF THE BOARD

JOANNE TOH JOO ANN (LS 0008574)
SIA EE CHIN (MAICSA 7062413)

Company Secretaries
Kuala Lumpur

Date: 16 April 2019

NOTES :

(i) NOTES ON APPOINTMENT OF PROXY

- 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 authorized 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 notarially 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 notarially or in some other way approved by the Directors shall be deposited at 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 9.00 a.m., Tuesday, 14 May 2019, 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 authorized 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 9 May 2019 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend, vote and speak at the meeting.

(ii) EXPLANATORY NOTES

- Item 1 of the Agenda – Ordinary Business**
Audited Financial Statements for the financial year ended 31 December 2018
The Audited Financial Statements is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act, 2016. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.
- Item 2 of the Agenda – Ordinary Business**
Payment of Directors' Fees
Pursuant to Section 230(1) of the Companies Act, 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.
The Proposed Resolution 1 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.
- Items 3(ii) and 4(ii) of the Agenda – Ordinary Business**
Re-election of Independent Directors
The Nominating Committee and the Board had undertaken an annual assessment on the independence of Lu Chee Leong who is seeking for re-election at the forthcoming Twenty-Second Annual General Meeting. The annual assessment had been disclosed in the Corporate Governance Overview Statement of the Company's 2018 Annual Report.
The Nominating Committee and the Board had prior to the appointment, assessed the independence of Dato' Chan Chee Hong who is seeking for re-election pursuant to Clause 132 of the Company's Constitution at the forthcoming Twenty-Second Annual General Meeting.
- Item 6 of the Agenda – Special Business**
Ordinary Resolution
Authority to allot and Issue Shares
The Proposed Resolution 7 is for the purpose of granting a general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.
The General Mandate will provide flexibility to the Company to issue share for any possible fund raising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.
- Item 7 of the Agenda – Special Business**
Special Resolution
Proposed Alteration
This proposed Special Resolution, if passed, will enable the Company to alter its existing Constitution by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Acts relevant amendments of Chapter 7 and other Chapters of the ACE Market Listing Requirements of Bursa Securities and other provisions of laws and regulations that are applicable to the Company.
For further information on the Proposed Alteration, please refer to the Appendix I attached to the 2018 Annual Report.