

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of Astaka Holdings Limited (the “**Company**”) will be convened and held by way of electronic means on Thursday, 27 April 2023 at 11.00 a.m. for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Regulation 89 of the Company’s Constitution:  

Mr Khong Chung Lun	(retiring pursuant to Regulation 89)	<b>(Resolution 2)</b>
Mr Lee Gee Aik	(retiring pursuant to Regulation 89)	<b>(Resolution 3)</b>

[See Explanatory Note 1]
3. To approve the payment of Directors’ fees of S\$180,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears. (FY2022: S\$204,000) **(Resolution 4)**
4. To re-appoint Mazars LLP as the Company’s auditors and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at the Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

### 6. **Authority to allot and issue shares**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and subject to Rule 806 of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), authority be given to the Directors of the Company to allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be allotted and issued, including but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit and (notwithstanding the authority conferred by this Resolution may have ceased to be in force at the time of such issuance of Shares) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

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- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to all shareholders of the Company ("**Shareholders**") shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (i) new Shares arising from the conversion or exercise of convertible securities;
  - (ii) new Shares arising from the exercising of share options or vesting of share awards, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with the above sub-paragraphs 6(b)(i) and 6(b)(ii) are only to be made in respect of new Shares arising from convertible securities, share options or share awards which are issued and outstanding or subsisting at the time of the passing of this Resolution;

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Companies Act and the Constitution for the time being of the Company; and
- (d) (unless revoked or varied by the Company in general meeting), such authority continues in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.  
[See *Explanatory Note 2*]

**(Resolution 6)**

By Order of the Board

Yoo Loo Ping  
Company Secretary

Singapore  
10 April 2023

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## Explanatory Note on Resolutions to be passed:

1. Mr. Khong Chung Lun, if re-elected, will remain as the Executive Director and Chief Executive Officer of the Company.

Mr. Lee Gee Aik, if re-elected, will remain as Non-Executive and Non-Independent Director of the Company, a member of the Audit Committee (“**AC**”) and a member of the Remuneration Committee (“**RC**”) of the Company. He is considered non-independent for the purposes of Rule 704(7) of Catalist Rules.

The key information of Mr. Khong Chung Lun and Mr. Lee Gee Aik can be found on pages 86 to 93 of the Annual Report.

2. The Resolution 6 proposed in item 6 above, if passed, will empower the Directors with effect from the date of the AGM until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, without seeking any further approval from shareholders in a general meeting but within the limitation imposed by this Resolution, for such purposes as they may consider would be in the interests of the Company, up to a number not exceeding, in aggregate, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing of this Resolution, of which up to 50% of the issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company may be issued other than on a *pro-rata* basis to shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

## IMPORTANT NOTICE FOR SHAREHOLDERS:

The Company's AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and Shareholders will not be able to attend the AGM in person.

Printed copies of this Notice of AGM, the Proxy Form and the FY2022 Annual Report will NOT be despatched to Shareholders. Instead, copies of the documents and information relating to the AGM (including the Annual Report FY2022, Notice of AGM and Proxy Form) have been made available on the SGXNet and the Company's corporate website and may be accessed at the following URLs:

- (a) <https://www2.sgx.com/securities/company-announcements;or>
- (b) <http://astaka.com.my/investor-relations/>.

Shareholders should take note of the following arrangements for the AGM:

### (a) Participation in the virtual AGM

The AGM will be conducted only by way of electronic means, and shareholders will **not** be able to attend the AGM in person. The Company will arrange for (i) a “live” audio-visual webcast of the AGM (“**Live Webcast**”); and (ii) a “live” audio-only feed (via telephone), which allows Shareholders to participate at the AGM (“**Audio Feed**”). The Company will utilise both (i) real-time electronic voting and (ii) real-time electronic communication at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in items (b) to (e) below.

### (b) Pre-registration for Live Webcast AGM

Shareholders, including investors who hold Shares through the Central Provident Fund (“**CPF**”) and/or Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS Investors**”), and their appointed proxy(ies) who wish to attend the AGM by way of Live Webcast or Audio-Feed must pre-register online at <https://globalmeeting.bigbangdesign.co/astaka2023/>, no later than **25 April 2023, 11.00 a.m.** (“**Pre-Registration Deadline**”) for verification purposes. Following successful verification, an email containing the instructions on how to have access to the AGM will be sent to the registered Shareholders by **26 April 2023, 11.00 a.m.**

Shareholders must not forward their unique link, webinar ID or password to other persons. Recording of the Live Webcast or live Audio Feed in whatever form is also strictly prohibited.

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Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act (“Investors”) (other than CPF/SRS Investors)) will not be able to pre-register for the AGM. An Investor who wishes to participate in the AGM should approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/passport number), via email to the Company at [ir@astaka.com.my](mailto:ir@astaka.com.my) not later than **25 April 2023, 11.00 a.m.**

Shareholders including Investors, or where applicable, their appointed proxy(ies), who have registered by the Pre-Registration Deadline but did not receive the aforementioned email by **26 April 2023, 11.00 a.m.** should contact the Company by email to [ir@astaka.com.my](mailto:ir@astaka.com.my).

## (c) Submission of Questions

Shareholders including Investors may submit substantial and relevant textual questions related to the resolutions to be tabled for approval at the AGM in advance of, or “live” at, the AGM.

### Submission of Questions in advance of the AGM

Shareholders and Investors who have questions in relation to any agenda item in this Notice of AGM may submit their questions to the Company in advance, by **11.00 a.m. on 18 April 2023**, through any of the following means:

- (i) via the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/astaka2023/>;
- (ii) by email to [ir@astaka.com.my](mailto:ir@astaka.com.my); or
- (iii) by post, to be deposited at the Company’s registered office at 133 Cecil Street, #14-01 Keck Seng Tower, Singapore 069535.

Shareholders including Investors must identify themselves when posting questions through email, mail or the pre-registration website by providing the following details:

- (i) full name;
- (ii) contact telephone number;
- (iii) email address; and
- (iv) the manner in which you hold Shares (if you hold Shares directly, please provide your CDP account number; otherwise, please state if you hold the Shares through CPF or SRS, or are a relevant intermediary Shareholder).

Shareholders including Investors are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will address and provide its responses to all substantial and relevant questions received on or before **11.00 a.m. on 18 April 2023**, relating to the ordinary resolutions to be tabled for approval at the AGM via an announcement on SGXNet and the Company’s corporate website latest by **11.00 a.m. on 23 April 2023**.

Investors who wish to submit questions in advance of the AGM, should contact the relevant intermediary through which they hold such Shares as soon as possible in order to make the necessary arrangements.

Substantial and relevant questions which are submitted after **11.00 a.m. of 18 April 2023** will be consolidated and addressed either before the AGM via an announcement on SGXNet and the Company’s corporate website or at the AGM.

### Submission of Questions “live” at the AGM

Shareholders including Investors may submit textual questions “live” at the AGM in the following manner:

- (a) Shareholders including Investors or where applicable, their appointed proxy(ies) who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM “live” at the AGM, by typing in and submitting their questions through the “live” ask question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
- (b) Shareholders including Investors who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions “live” at the AGM on their behalf must, in addition to the completion and submission of an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately online at <https://globalmeeting.bigbangdesign.co/astaka2023/> before the Pre-Registration Deadline.

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- (c) Shareholders (including the Investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the “live” audio-visual webcast in order to ask questions “live” at the AGM by submitting text-based questions, and will not be able to do so via the audio-only stream of the AGM proceedings.
- (d) The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the ordinary resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received “live” at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

The Company will publish the minutes of the AGM, which will include responses from the Board and the management of the Company on the substantial and relevant questions received from Shareholders via an announcement on SGXNet and the Company’s corporate website within one (1) month after the conclusion of the AGM.

## (d) Live voting or voting by appointing proxy(ies)

*For Investors who hold Shares through relevant intermediaries, please refer to item (e) for the procedures to vote at the AGM.*

Shareholders will be able to vote online at the AGM via the live voting feature. Alternatively, a Shareholder (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM may submit a Proxy Form to appoint the Chairman of the AGM or such other person(s) as his/her/its proxy(ies) to vote on his/her/its behalf at the AGM. A proxy need not be a Shareholder of the Company.

Duly completed Proxy Forms (together with the letter or power of attorney under which it is signed or a certified copy thereof) must be submitted through any of the following means not later than **25 April 2023, 11.00 a.m.** (being no later than 48 hours before the time appointed for holding the AGM), if not the Proxy Form shall, by default, not be treated as valid:

- (i) by email, a copy to [ir@astaka.com.my](mailto:ir@astaka.com.my); or
- (ii) by post, be deposited at the Company’s registered office at 133 Cecil Street, #14-01 Keck Seng Tower, Singapore 069535.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

The Proxy Form has been made available on SGXNet and the Company’s corporate website and may be accessed at the URLs <https://www2.sgx.com/securities/company-announcements> and <http://astaka.com.my/investor-relations/>.

In appointing the Chairman of the AGM as proxy, the Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

In appointing such other person(s) as proxy(ies), if no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain at his/her discretion.

Please refer to the detailed instruction set out in the Proxy Form.

## (e) Voting at the AGM by the Investors (including the CPF/SRS Investors)

The Investors (including CPF/SRS Investors) who wish to appoint Chairman of the AGM or such other person(s) as their proxy(ies) to vote at the AGM should approach their respective relevant intermediaries (including their respective CPF agent banks and/or SRS agent banks) as soon as possible to specify their voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF agent banks or SRS approved banks or depository agents to submit their votes by **11.00 a.m. on 17 April 2023**, being at least seven (7) working days before the AGM.

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In the case of a Shareholder whose Shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form appointing the Chairman of the AGM or such other person(s) as proxy(ies) lodged if such Shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding this AGM as maintained by The Central Depository (Pte) Limited to the Company.

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## **Personal data privacy:**

By (a) submitting a proxy form appointing the Chairman of the AGM or such other person(s) as proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice of AGM, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of the proxy form(s) appointing the Chairman of the AGM or such other person(s) as proxy(ies) for the AGM (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to Shareholders to the Live Webcast or Audio Feed of the AGM proceedings and providing Shareholders with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

In addition, the personal data of a Shareholder (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company during audio and/or video recordings of the AGM which may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM, and a Shareholder of the Company consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for such purpose.