
NOTICE OF EXTRAORDINARY GENERAL MEETING

ASTAKA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200814792H)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Astaka Holdings Limited (“**Company**”) will be convened and held at 20 Collyer Quay, #11-07 Singapore 049319 on Friday, 25 August 2023 at 11.00 a.m. (the “**EGM**”) for the purpose of considering and, if thought fit, passing with or without any modification, the ordinary resolutions set out below.

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 10 August 2023 (the “**Circular**”).*

AS ORDINARY RESOLUTION 1: THE PROPOSED RATIFICATION OF THE BPP PAYMENT ON BEHALF THAT:

- (a) the BPP Payment on Behalf, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules, be and is hereby ratified, confirmed and approved; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

AS ORDINARY RESOLUTION 2: THE PROPOSED RATIFICATION OF THE BPP CONTRA ARRANGEMENT THAT:

- (a) the BPP Contra Arrangement, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules, be and is hereby ratified, confirmed and approved; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

AS ORDINARY RESOLUTION 3: THE PROPOSED RATIFICATION OF THE BPP ADVANCES THAT:

- (a) the BPP Advances, being interested person transactions for the purposes of Chapter 9 of the Catalist Rules, be and is hereby ratified, confirmed and approved; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

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AS ORDINARY RESOLUTION 4: THE PROPOSED RATIFICATION OF THE BPP LOANS

THAT:

- (a) the BPP Loans, being interested person transactions for the purposes of Chapter 9 of the Catalist Rules, be and is hereby ratified, confirmed and approved; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

AS ORDINARY RESOLUTION 5: THE PROPOSED RATIFICATION OF THE BPP SHAREHOLDERS' LOAN

THAT:

- (a) the BPP Shareholders' Loan, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules, be and is hereby ratified, confirmed and approved; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

AS ORDINARY RESOLUTION 6: THE PROPOSED RATIFICATION OF THE DM UNSECURED LOAN

THAT:

- (a) the DM Unsecured Loan, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules, be and is hereby ratified, confirmed and approved; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

AS ORDINARY RESOLUTION 7: THE PROPOSED RATIFICATION OF THE DMR LOAN FACILITY

THAT:

- (a) the DMR Loan Facility, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules, be and is hereby ratified, confirmed and approved; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

AS ORDINARY RESOLUTION 8: THE PROPOSED RATIFICATION OF THE APSB RENTAL OF OFFICE PREMISES

THAT:

- (a) the APSB Rental of Office Premises, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules, be and is hereby ratified, confirmed and approved; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

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AS ORDINARY RESOLUTION 9: THE PROPOSED RATIFICATION OF THE BPP SALE OF SHOPLOTS

THAT:

- (a) the BPP Sale of Shoplots, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules, be and is hereby ratified, confirmed and approved; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

AS ORDINARY RESOLUTION 10: THE PROPOSED ADOPTION OF THE IPT GENERAL MANDATE

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies (if any) which fall within the definition of "entities at risk" under Chapter 9 of the Catalist Rules, or any of them, to enter into any transaction falling within the categories of the Mandated Transactions set out under the IPT General Mandate, provided that such transaction is made on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders, and is entered into in accordance with the review procedures for interested person transactions as set out in the Circular;
- (b) the approval given for the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the review procedures and/or modify or implement such review procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalist Rules, which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company and each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to this resolution and the IPT General Mandate, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

AS ORDINARY RESOLUTION 11: ENTRY INTO THE DMR BPP LOAN AGREEMENT AS AN IPT

THAT:

- (a) the execution of the loan agreement dated 20 June 2023 ("**DMR BPP Loan Agreement**") between BPP, as borrower, and DMR Holdings Sdn Bhd, as lender, in relation to the extension of a loan facility from DMR Holdings Sdn Bhd to BPP for up to an aggregate principal sum of RM60,000,000, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules, be and is hereby approved and confirmed; and
- (b) the Directors and each of them be and are hereby authorised to take all such steps, complete and do all such acts, matters and things as they may consider necessary or expedient for the purposes of or in connection with the DMR BPP Loan Agreement (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the DMR BPP Loan Agreement) and exercise such discretion as the Directors or any of them may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

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AS ORDINARY RESOLUTION 12: ENTRY INTO THE DMR ACSB LOAN AGREEMENT AS AN IPT

THAT:

- (a) the execution of the loan agreement dated 20 June 2023 (“**DMR ACSB Loan Agreement**”) between ACSB, as borrower, and DMR Holdings Sdn Bhd, as lender, in relation to the extension of a loan facility from DMR Holdings Sdn Bhd to ACSB for up to an aggregate principal sum of RM60,000,000, being an interested person transaction for the purposes of Chapter 9 of the Catalist Rules, be and is hereby approved and confirmed; and
- (b) the Directors and each of them be and are hereby authorised to take all such steps, complete and do all such acts, matters and things as they may consider necessary or expedient for the purposes of or in connection with the DMR ACSB Loan Agreement (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the DMR ACSB Loan Agreement) and exercise such discretion as the Directors or any of them may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

BY ORDER OF THE BOARD

Yoo Loo Ping
Company Secretary
10 August 2023

Notes:

1. The members of the Company are invited to attend the EGM physically in person. There will be no option for members to participate the EGM by electronic means. The Circular (including this Notice of EGM and the accompanying Proxy Form) has been made available on the SGXNet and on the Company’s website at <http://astaka.com.my/investor-relations/>. Printed copies of this Notice of EGM, proxy form and printed Circular will also be sent to members by post.
2. All the resolution(s) proposed at the EGM will be voted on by way of a poll.
3. Pursuant to Rule 919 of the Catalist Rules, Dato’ Daing A Malek Bin Daing A Rahaman (“**Dato’ Malek**”), will abstain, and will ensure that his associates will abstain, from voting on the Proposed Resolutions, nor accept any nominations to act as proxy for any Shareholder in approving the Proposed Resolutions at the EGM unless specific instructions as to voting are given by such Shareholder in the Proxy Form. The Company will disregard any votes cast by Dato’ Malek or his associates on the Proposed Resolutions.
4. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
5. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such members. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding to be represented by each proxy. If no proportion is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named. “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
6. If the appointer is a corporation, the instrument appointing a proxy must be executed under common seal or the hand of its duly authorised officer or attorney.
7. The proxy form appointing the Chairman of the EGM or such other person(s) as proxy(ies) (together with the power of attorney, if any, under which it is signed or a certified copy thereof) must be submitted to the Company by depositing at the registered office of the Company at 133 Cecil Street, #14-01 Keck Seng Tower, Singapore 069535, or if submitted by email, be received by the Company at ir@astaka.com.my, in either case, by no later than 11.00 a.m. on 23 August 2023 (being not less than 48 hours before the time appointed for holding the EGM), and in default the proxy form shall not be treated as valid.

Members are strongly encouraged to submit completed proxy forms electronically via email.
8. A Depositor’s name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

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9. Members may raise questions at the EGM or submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM. Members who would like to submit questions in advance of the EGM may do so in the following manner:

- (a) if submitted by post, by depositing at the registered office of the Company at 133 Cecil Street, #14-01 Keck Seng Tower, Singapore 069535; or
- (b) if submitted by email, be received by the Company at ir@astaka.com.my.

in either case, by 17 August 2023 (being seven (7) calendar days from the date of the Notice of EGM) (the “**Questions Submission Cut-Off Date**”).

Members are strongly encouraged to submit questions electronically via email.

Members submitting questions are requested to state: (i) their full name; (ii) their identification/registration number; (iii) contact telephone number; (iv) email address; and (v) the manner in which they hold shares (if you hold shares directly, please provide your CDP account number, otherwise, please state if you hold your shares through CPFIS or SRS, or are a relevant intermediary shareholder), failing which the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the EGM.

The responses to substantial and relevant questions raised by members on or before the Questions Submission Cut-Off Date will be published on SGXNet and the Company's website at the URL <http://astaka.com.my/investor-relations/> by 20 August 2023.

Substantial and relevant questions which are submitted after the Questions Submission Cut-Off Date will be consolidated and addressed either before the EGM via an announcement on SGXNet and the Company's website at the URL <http://astaka.com.my/investor-relations/> by 24 August 2023 or at the EGM.

10. Relevant intermediaries who wish to attend the EGM, or to appoint proxy(ies) to vote at the AGM should not make use of the Proxy Form and should instead approach their respective relevant intermediaries as soon as possible for the proxy(ies) appointment.

CPF/SRS investors who wish to vote at the EGM may attend the EGM in person physically, or may appoint the Chairman of the Meeting or such other person as their proxy to vote. The CPF/SRS investors who wish to appoint the Chairman of the Meeting or such other person as their proxy should not make use of the Proxy Form. They should approach their respective CPF agent banks and/or SRS operators to submit their votes at least seven (7) working days before the EGM (by 11.00 a.m. on 16 August 2023), in order to allow sufficient time for the respective relevant intermediaries to in turn submit a proxy form for voting on their behalf. CPF/SRS investors are requested to contact their respective CPF agent banks and/or SRS operators for any queries they may have with regard to the appointment of proxies for the EGM.

11. **Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, 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.