

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 at Raffles Marina, 10 Tuas West Drive, Singapore 638404 on Friday, 26 April 2024 at 10.00 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 2023 (“**FY2023**”) together with the 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:

Dato’ Sri Mohd Mokhtar Bin Mohd Shariff **(Resolution 2)**

Ir. Hj. Syarul Izam Bin Hj. Sarifudin **(Resolution 3)**

[See Explanatory Note 1]
3. To approve the payment of Directors’ fees of S\$234,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears. (FY2023: S\$180,000) **(Resolution 4)**
4. To re-appoint Messrs Mazars LLP as auditors of the Company 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 and is hereby 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:

- (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 percent (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 percent (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);

Notice of Annual General Meeting

- (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 1967 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)

7. **Renewal of the General Mandate for Interested Person Transactions**

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the renewal of the general mandate for interested person transactions ("**IPT General Mandate**") as described in the appendix to the Annual Report (the "**Appendix**"), for either Astaka Padu Sdn. Bhd., Bukit Pelali Properties Sdn. Bhd. or Astaka Capital Sdn. Bhd. to enter into any transaction falling within the categories of the Mandated Transactions (as defined in the Appendix) 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 Appendix;
- (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

Notice of Annual General Meeting

- (d) the Directors 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.

[See Explanatory Note 3]

(Resolution 7)

By Order of the Board

Yoo Loo Ping
Company Secretary

Singapore
11 April 2024

Explanatory Notes:

1. Resolution 2 in item 2 above is to re-elect Dato' Sri Mohd Mokhtar Bin Mohd Shariff, who is retiring pursuant to Regulation 89 of the Company's Constitution. Dato' Sri Mohd Mokhtar Bin Mohd Shariff, if re-elected, will remain as Independent and Non-Executive Director of the Company, Chairman of Nominating Committee ("**NC**") and Remuneration Committee ("**RC**") and Member of Audit Committee ("**AC**"). The Board considers Dato' Sri Mohd Mokhtar Bin Mohd Shariff to be independent for the purposes of Rule 704(7) of Catalist Rules.

Resolution 3 in item 2 above is to re-elect Ir. Hj. Syarul Izam Bin Hj. Sarifudin, who is retiring pursuant to Regulation 89 of the Company's Constitution. Ir. Hj. Syarul Izam Bin Hj. Sarifudin, if re-elected, will remain as Non-Independent and Non-Executive Director of the Company and a member of the NC.

The key information of Dato' Sri Mohd Mokhtar Bin Mohd Shariff and Ir. Hj. Syarul Izam Bin Hj. Sarifudin can be found on pages 94 to 101 of the Annual Report.

2. Resolution 6 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, one hundred percent (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 fifty percent (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.
3. Resolution 7 in item 7 above, if passed, will authorise the entities at risk to enter into the Mandated Transactions with the Mandated Interested Persons which are recurring in the financial year and will empower the Directors of the Company to do all acts necessary to give effect to the IPT General Mandate. This authority will continue to be in force until the conclusion of the next annual general meeting of the Company (unless revoked or varied by the Company in general meeting) or the date by which the next annual general meeting is required by law to be held, whichever is earlier. Please refer to the Appendix for more information on the IPT General Mandate.

Notes:

The members of the Company are invited to attend physically at the AGM. There will be **no option** for shareholders to participate virtually. The Notice of AGM, Proxy Form and the Annual Report will be sent to members by electronic means via publication on the Company's website at <http://astaka.com.my/investor-relations/> and on the SGXNet at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice, Proxy Form and the Annual Report will also be sent by post to members.

Notice of Annual General Meeting

(a) Participation at the AGM

Members, including Central Provident Fund Investment Scheme members (“**CPFIS Investors**”) and/or Supplementary Retirement Scheme investors (“**SRS Investors**”), may participate in the AGM by:

- (i) Attending the AGM in person;
- (ii) Submitting questions in relation to any agenda item in this Notice of AGM in advance of, or at the AGM; and/or
- (iii) voting at the AGM by (i) themselves; or (ii) through duly appointed proxy(ies).

Details of the steps for registration, asking of questions and voting at the AGM by shareholders, are set out below.

(b) Register in person to attend the AGM

Members, including CPF and SRS investors, attending the AGM in person will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the AGM if the attendee’s identity cannot be verified accurately.

For investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) (the “**Relevant Intermediary**”), please refer to note (e) for the procedures to attend and vote at the AGM.

(c) Asking Questions

Members may submit their questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, by **19 April 2024, 10.00 a.m.** (the “**Questions Submission Cut-Off Date**”), through any of the following means:

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

Members submitting questions are requested to state the following details:

- (i) full name;
- (ii) Identification/registration number;
- (iii) contact telephone number;
- (iv) email address; and
- (v) the manner in which Shares are held (if you hold Shares directly, please provide your CDP account number; otherwise, please state if you hold the 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 AGM. The responses to substantial and relevant questions raised by members on or before the Questions Submission Cut-Off Date will be published on the Company’s corporate website at the URL <http://astaka.com.my/investor-relations/> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> by 22 April 2024, 10.00 a.m..

The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its responses referred to at (c) above, at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and 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 management of the Company on the substantial and relevant questions raised during the AGM or any questions received by the Company after the Questions Submission Cut-Off Date, via an announcement on SGXNet and the Company’s website within one (1) month after the date of the AGM.

(d) Voting at the AGM or voting by appointing proxy(ies) (excluding Relevant Intermediary investors)

Members will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. A member who is not a Relevant Intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore) is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

Duly completed proxy forms must be submitted through any of the following means **no later than 24 April 2024, 10.00 a.m.** (being no later than forty-eight (48) hours before the time appointed for holding the AGM):

- (i) by email to ir@astaka.com.my; or

Notice of Annual General Meeting

(ii) by post, to be deposited at the Company's registered office at 133 Cecil Street, #14-01 Keck Seng Tower, Singapore 069535.

In appointing the Chairman of the AGM as proxy, the member (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 instructions set out in the Proxy Form.

(e) Voting at the AGM by Relevant Intermediary investors

A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, 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 hundred percent (100%) of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

Relevant Intermediaries who wish to attend the AGM, 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.

CPF/SRS investors who wish to vote at the AGM may attend the AGM in person physically, or appoint the Chairman of the Meeting or such other person as their proxy(ies) to vote. The CPF/SRS investors who wish to appoint the Chairman of the Meeting or such other person as their proxy(ies) should not make use of the Proxy Form. They should approach their respective CPF agent banks or SRS operators to submit their votes by 16 April 2024, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies) to vote 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 AGM.

(f) The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one Proxy Form). If no specific direction as to voting is given in respect of a resolution, the appointed proxy/proxies will vote or abstain from voting at his/her/their discretion. If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney. In addition, in the case of Shares entered in the Depository Register maintained by The Central Depository (Pte) Limited, the Company may reject a Proxy Form if the shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM as certified by CDP to the Company.

(g) A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

Personal data privacy:

"Personal data" has the same meaning ascribed to it in the Personal Data Protection Act 2012 of Singapore, which includes name, address, NRIC/passport number of a member and proxy(ies) and/or representative(s) of a member.

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or submitting any question prior to the AGM in accordance with this Notice of AGM, a member (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or, service providers) for the purposes of (a) processing, administration and analysis by the Company (or its agents or, service providers) of Proxy Forms/instruments appointing proxy(ies) and/or representative(s) for the AGM (including any adjournment thereof); (b) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and (c) preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and (d) in order for the Company (or its agents or, service providers) 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 or, service providers), 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 or, service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to indemnify the Company in respect of any penalties, liabilities, claims, losses and damages as a result of the member's breach of warranty.

This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor").

This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("SGX-ST") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Ms Audrey Mok (Telephone no.: (65) 6232 3210) at 1, Robinson Road, #21-00 AIA Tower, Singapore 048542.