

ASTAKA HOLDINGS LIMITED

(Incorporated in Singapore)
(Company Registration No: 200814792H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Annual General Meeting**”) of ASTAKA HOLDINGS LIMITED (the “**Company**”) will be held at Chartroom, Level 2, Raffles Marina Ltd, 10 Tuas West Drive, Singapore 638404 on Wednesday, 5 February 2020 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

Ordinary Resolutions

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2019 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To note the retirement of the following Directors of the Company pursuant to Regulation 91 of the Company’s Constitution:
 - i) Mr. Neo Gim Kiong; and
 - ii) Mr. San Meng Chee**[See Explanatory Note (i)]**
3. To re-elect the following Directors retiring pursuant to the Company’s Constitution:

Mr. Khong Chung Lun	(Retiring under Regulation 88)	(Resolution 2)
Dato’ Sri Mohd Mokhtar Bin Mohd Shariff	(Retiring under Regulation 88)	(Resolution 3)
Mr. Lai Kuan Loong, Victor	(Retiring under Regulation 88)	(Resolution 4)

[See Explanatory Note (ii)]
4. To approve the payment of Directors’ fees of SGD251,000 for the financial year ending 30 June 2020, to be paid quarterly in arrears (FY2019: SGD220,000). **(Resolution 5)**
5. To note the retirement of KPMG LLP as the Company’s Auditors.
6. To appoint Mazars LLP as the Company’s Auditors and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
[See Explanatory Note (iii)]
7. To transact any other ordinary business which may be transacted at the Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions, with or without any modifications:

Ordinary Resolutions

8. AUTHORITY TO ALLOT AND ISSUE SHARES

THAT:

Pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the listing rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), authority be given to the Directors of the Company to allot and issue shares 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 in this Resolution may have ceased to be in force) 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 per cent (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 shall not exceed fifty per cent (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 exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, 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;
- (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 the Constitution of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue to be in force until the conclusion of the Company’s next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
[See Explanatory Note (iv)] **(Resolution 7)**

By Order of the Board

Lai Foon Kuen
Secretary
Singapore, 21 January 2020

Explanatory Notes on Resolutions to be passed:

- (i) Mr. Neo Gim Kiong will retire as a Non-Executive Chairman and Independent Director of the Company after the conclusion of the Annual General Meeting. He will also cease to be Chairman of the Nominating Committee and a member of Audit Committee and Remuneration Committee.
Mr. San Meng Chee will retire as an Independent Director after the conclusion of the Annual General Meeting. He will also cease to be the Chairman of the Remuneration Committee and a member of the Nominating Committee and Audit Committee.
- (ii) Mr. Khong Chung Lun will, upon re-election as a Director of the Company, remain as an Executive Director.
Both Dato’ Sri Mohd Mokhtar Bin Mohd Shariff and Mr. Lai Kuan Loong, Victor will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
Both Dato’ Sri Mohd Mokhtar Bin Mohd Shariff and Mr. Lai Kuan Loong, Victor will, upon re-election as a Director of the Company, remain as an Independent Director, and a member of Audit Committee, Nominating Committee and Remuneration Committee of the Company.
Key information on Mr. Khong Chung Lun, Dato’ Sri Mohd Mokhtar Bin Mohd Shariff and Mr. Lai Kuan Loong, Victor can be found on pages 17 to 19 of the Annual Report 2019.
- (iii) Information relating to the proposed appointment of Mazars LLP as the Company’s Auditors are set out in the Appendix to the Annual Report 2019 accompanying this notice.
- (iv) The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, from the date of the Annual General Meeting effective 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 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, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% 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 of passing of Ordinary Resolution 7, 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 outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. A member of the Company (who is not a relevant intermediary as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
3. Where a member appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
4. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
5. The duly executed instrument appointing a proxy must be deposited at the registered office of the Company at 38 Beach Road, #29-11 South Beach Tower, Singapore 189767 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.
6. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the Annual General Meeting unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time of the Annual General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.

This announcement has been prepared by the Company and reviewed by the sponsor, Novus Corporate Finance Pte. Ltd. (the “Sponsor”), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalyst.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.

The contact person for the Sponsor is Mr Pong Chen Yih, Chief Operating Officer, at 9 Raffles Place, #17-05 Republic Plaza Tower 1, Singapore 048619, telephone (65) 6950 2188.