



ASTINO BERHAD
(523085-X)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 19th Annual General Meeting ("AGM") of ASTINO BERHAD ("the Company") will be held at Iconic 4, Level 7, Iconic Hotel, 71, Jalan Icon City, Icon City, 14000 Bukit Mertajam, Penang on Friday, 17 January 2020 at 10.30 a.m. for the following purposes:-

A G E N D A **ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the year ended 31 July 2019 and Reports of the Directors and Auditors thereon. (Resolution 1)
- To approve the payment of a first and final single tier dividend of 1 sen per ordinary share in respect of financial year ended 31 July 2019. (Resolution 2)
- To re-elect the following Directors who retire in accordance with Article 88 of the Company's Constitution, and being eligible have offered themselves for re-election:-
3.1 Mr. Ng Hung Seh (Resolution 2)
3.2 Dato' Haji Mohtar Bin Nong (Resolution 3)
- To approve the payment of Directors' Fees amounting to RM88,000 for the financial year ended 31st July 2019. (Resolution 4)
- To approve the payment of Directors' Other Benefits up to RM29,000 from 18 January 2020 to 31 January 2021. (Resolution 5)
- To re-appoint Messrs Crowe Malaysia PLT, the retiring Auditors, and to authorise the Directors to fix their remuneration. (Resolution 6)

SPECIAL BUSINESS:- **Ordinary Resolutions**

To consider and if thought fit, to pass (with or without modification) the following Ordinary Resolutions:-

- Authority to issue shares pursuant to Section 75 of the Companies Act 2016 (the "Act")** (Resolution 7)
"THAT subject always to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and approvals of any relevant governmental and/or any regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Section 75 of the Act, to issue and allot shares in the capital of the Company at any time upon such terms and conditions and for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit, provided and expedient in the interest of the Company, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10) per centum of the issued share capital 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 and THAT such authority shall continue in force until the conclusion of the next AGM of the Company."
- Proposed Renewal of Share Buy-Back Authority** (Resolution 8)
"THAT, subject to the provisions of the Act, rules, regulations, orders and guidelines made pursuant to the Act, provisions of the Company's Constitution, Bursa Securities' Main Market Listing Requirements and approvals of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised to utilize an amount not exceeding the Company's retained profits, to purchase such number of ordinary shares of the Company provided the ordinary shares so purchased shall [in aggregate with the treasury shares as defined under Section 127 of the Act ("Treasury Shares") then still held by the Company] not exceed ten (10) per centum of the total issued and paid-up share capital of the Company for the time being AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next AGM of the Company unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting AND THAT the Directors may cancel the ordinary shares so purchased or retain same as Treasury Shares and may distribute the Treasury Shares as share dividend or may sell same in a manner they deem fit and expedient as prescribed by the Act and the applicable regulations and guidelines of Bursa Securities and any other relevant authorities for the time being in force AND THAT authority be and is hereby given to the Directors to take such steps as are necessary or expedient to implement, finalise and to give effect to the aforesaid transactions with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities and to do all such acts and things and upon such terms and conditions as the Directors may in their discretion deem fit and expedient in the best interest of the Company in accordance the Act, regulations and guidelines."
- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** (Resolution 9)
"THAT, subject always to the compliance with Bursa Securities' Main Market Listing Requirements, the Company's Constitution and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given to the Company and its subsidiaries ("Astino Group") to enter into any of the category of recurrent related party transactions of a revenue or trading nature as set out in Paragraph 2.4 of Part A of the Circular/ Statement to Shareholders dated 30 November 2019 with the specific related parties mentioned therein ("Proposed Mandate") which are necessary for Astino Group's day-to-day operations on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.
THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-
(a) the conclusion of the next AGM of the Company following the AGM, at which time the Proposed Mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by resolution passed by the shareholders in general meeting;
whichever is the earlier.
THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions contemplated and/or authorised by this Ordinary Resolution."
- Continuing Office As Independent Non-Executive Director** (Resolution 10)
"To retain Dr. Cheah Soo Jin, who has served for more than nine (9) years as Independent Non-Executive Director of the Company, pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance"
- To transact any other ordinary business for which due notice has been given.

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend this 19th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 10 January 2020. Only a depositor whose name appears on the Record of Depositors as at 10 January 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/ or vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that, subject to the approval of the shareholders at the 19th Annual General Meeting, a first and final single tier dividend of 1.0 sen per ordinary share in respect of the financial year ended 31 July 2019 will be paid on 13 March 2020 respectively to depositors registered in the Records of Depositors on 21 February 2020.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the depositor's securities account before 4.00 p.m. on 21 February 2020 in respect of transfers; and
- Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board

Ch'ng Lay Hoon
MAICSA 0818580
Company Secretary
Penang

29 November 2019

NOTES:

- Proxy**
 - A member entitled to attend, speak and vote at the AGM is entitled to appoint proxy(ies) to attend, participate, speak and vote in his stead.
 - Where a member is an authorised nominee ("AN") as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), the AN may appoint proxy(ies) in respect of each securities account it holds which is credited with ordinary shares of the Company.
 - Where a member of the Company is an exempt authorised nominee ("EAN") as defined under SICDA which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), the EAN may appoint proxy(ies) in respect of each omnibus account it holds.
 - Where a member appoints more than one (1) Proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
 - The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, under its common seal or in such other manner approved by its directors. Any alteration to the instrument appointing a proxy must be initialled.
 - The instrument appointing a proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang or lodged electronically via TIH Online at website: <http://tihih.online/> not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof. Kindly refer to the Annexure To Proxy Form – Electronic Lodgement of Proxy Form for General Meeting for further details.
 - Pursuant to Paragraph 8.29A of the Bursa Securities Main Market Listing Requirements, all resolutions set out in the Notice of 19th AGM will be put vote on a poll.

2. Audited Financial Statements for financial year ended 31 July 2019

The audited financial statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not required shareholders' approval and hence, will not be put for voting.

3. Explanatory Notes On Special Business **Resolution 7: Authority to Issue Shares**

The proposed Resolution 7, if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten (10) per centum of the issued share capital of the Company for the time being, for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at the 18th AGM held on 18 January 2019. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

Resolution 8: Proposed Renewal of Share Buy-Back

The proposed Resolution 8, if passed, will provide the mandate for the Company to buy back its own shares up to a limit 10% of the total issued and paid-up share capital of the Company. The explanatory notes on Resolution 8 are set out in Part B of the Circular/Statement dated 29 November 2019 accompanying the Annual Report.

Resolution 9: Proposed Renewal Mandate for Recurrent Related Party Transactions

The proposed Resolution 9, if approved, will enable the Astino's Group to enter into recurrent related party transactions of a revenue or trading nature with related parties in accordance with paragraph 10.09 of Bursa Securities' Main Market Listing Requirements. The explanatory notes on Resolution 9 are set out in Part A of the Circular/ Statement to Shareholders dated 29 November 2019 accompanying the Annual Report.

Resolution 10: Continuing in office as Independent Non-Executive Director

The Board of Directors via the Nominating Committee assessed the independence of Dr. Cheah Soo Jin, who has served on the Board as Independent Non-Executive Director of the Company for a cumulative of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Dr. Cheah Soo Jin as an Independent Non-Executive Director, based on the following justifications:-

- He has met the criteria the independence guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and therefore able to give independent opinion to the Board;
- Being director for more than nine (9) years have enabled him to contribute positively during deliberations/discussions at meetings as he is familiar with the operations of the Company and possess tremendous knowledge of the Company's operations;
- He has the caliber, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- He has contributed sufficient time and exercised due care during his tenure as Independent Non-Executive Director and carried out his fiduciary duties in the interest of the Company and minority shareholders.