

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth (13th) Annual General Meeting of AppAsia Berhad ("AppAsia" or "the Company") will be held at Gallery 1, Level 1 Concorde Hotel Kuala Lumpur, No 2 Jalan Sultan Ismail, 50200 Kuala Lumpur on Friday, 19 May 2017 at 11.00 a.m. or at any adjournment thereof to transact the following business:

AGENDA**As Ordinary Business:**

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. (Please refer to Note A of the Explanatory Notes on Ordinary Business)
- To approve the payment of Directors' fees of RM 445,158 in respect of the financial year ended 31 December 2016. Resolution 1
- To approve the payment of Directors' fees and other benefits payable of up to RM 445,158 to the directors of the Company for the financial year ending 31 December 2017. Resolution 2
- To re-elect the following Directors who are retiring in accordance with Article 84 of the Articles of Association of the Company:-
 - Toh Hong Chye Resolution 3
 - Ng Kok Wah Resolution 4
- To re-appoint Messrs. UHY as the Company's Auditors and to authorise the Directors to fix their remuneration. Resolution 5

As Special Business:

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

- Authority to Allot Shares Pursuant to Section 75 of the Companies Act, 2016** Resolution 6
THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental / regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Section 75 of the Act, to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.
- Proposed Renewal of Share Buy-Back Authority for the Purchase of its own Ordinary Share** Resolution 7
THAT subject to the compliance with Section 127 of the Companies Act, 2016 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing total number of issued shares in the ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement to Shareholders dated 27 April 2017.
THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of the Ace Market Listing Requirements of Bursa Securities and any other relevant authorities.
THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Ace Market Listing Requirements of Bursa Securities and any other relevant authorities.
AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."
- To transact any other business of the Company for which due notice shall have been given.

By order of the Board,

Tan Tong Lang (MAICSA 7045482)

Chong Voon Wah (MAICSA 7055003)

Company Secretaries

Kuala Lumpur
27 April 2017

Notes:

- This Agenda item is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 and the Company's Articles of Association provide that the Audited Financial Statements are to be laid in the general meeting. Hence, it is not put forward for voting.
- A member entitled to attend and vote at this meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead and that where a member appoints two (2) proxies, he/she shall specify the proportion of his holdings to be represented by each proxy. A proxy may but need not be a member of the Company.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's Seal or under the hand of an officer or an attorney duly authorised.
- The instrument appointing a proxy must be deposited at Boardroom Corporate Services (KL) Sdn Bhd, Share Registrar office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia at least forty-eight (48) hours before the time set for holding the meeting, i.e. on or before 11.00 a.m., Wednesday, 17 May 2017 or at any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 61(2) of the Company's Articles of Association to issue a General Meeting Record of Depositors as at 15 May 2017. Only a member whose name appears on the Record of Depositors as at 15 May 2017 shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.

EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS:-**1. Audited Financial Statements – Agenda item No. 1**

This Agenda item is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 and the Company's Articles of Association provide that the audited financial statements are to be laid in the general meeting. Hence, it is not put forward for voting.

2. Special Business - Ordinary Resolution 6**Authority to Allot Shares Pursuant to Section 75 of the Companies Act, 2016**

The proposed Ordinary Resolution 6, if passed, will renew the authority to empower the Director of the Company to issue and allot shares of the Company up to and not exceeding in total 10% of the issued share capital of the Company from time to time and for such purposes as they consider would be in the best interest of the Company ("Renewed Mandate"). The Renewed Mandate will unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 27 May 2016 and such general mandate will lapse at the conclusion of the 13th Annual General Meeting of the Company.

The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects, working capital and/or acquisitions.

3. Special Business - Ordinary Resolution 7**Proposed Renewal of Share Buy-Back Authority for the Purchase of its own Ordinary Share**

This proposed Ordinary Resolution 7, if passed, will give the Directors of the Company authority to purchase its own shares up to ten percent (10%) of its issued and paid-up share capital. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.