



## APPASIA BERHAD

(FORMERLY KNOWN AS EXTOL MSC BERHAD)

(Company No. 643683-U)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eleventh (11th) Annual General Meeting of AppAsia Berhad (Formerly known as Extol MSC Berhad) ("AppAsia" or "the Company") will be held at The Ritz Carlton (Carlton Conference Centre), Cobalt 9, 1st Floor, 168, Jalan Imbi, 55100 Kuala Lumpur on Friday, 15 May 2015 at 11.00 a.m. for the purpose of transacting the following businesses:

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|---|------------------------|
| 1. To receive the Audited Financial Statements for the financial period ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. | Please refer to Note A |
| 2. To approve the payment of Directors' fees of RM175,935.00 to non-executive directors of the Company for the financial period ended 31 December 2014.         | Ordinary Resolution 1  |
| 3. To re-elect the following Directors retiring pursuant to Article 90 of the Company's Articles of Association :-  |                        |
| i) Datuk Wira Rahadian Mahmud Bin Mohammad Khalil   | Ordinary Resolution 2  |
| ii) Toh Hong Chye   | Ordinary Resolution 3  |
| iii) Wong Ngai Peow   | Ordinary Resolution 4  |
| iv) Dato' Lai Wen Shian   | Ordinary Resolution 5  |
| v) Low Kim Leng   | Ordinary Resolution 6  |
| vi) Tan Fie Jen   | Ordinary Resolution 7  |
| vii) Ng Kok Wah   | Ordinary Resolution 8  |
| 4. To re-appoint Messrs. UHY as Auditors of the Company and to authorise the Directors to fix their remuneration.   | Ordinary Resolution 9  |

#### SPECIAL BUSINESSES :-

To consider and, if thought fit, to pass the following Resolution:-

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| 5. <b>Authority To Directors To Allot And Issue Shares</b> | Ordinary Resolution 10 |
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- "THAT subject to the Companies Act, 1965, and the approval of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue shares of the Company from time to time upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution shall not exceed 10% of the issued capital of the Company for the time being, subject always to the approval of all the relevant regulatory bodies having been obtained for such allotment and issue, and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company; and FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities")."
6. 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  
23 April 2015

#### Notes

- A. This Agenda item is meant for discussion only as Section 169 (1) of the Companies Act, 1965 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.
- 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 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, 13 May 2015 or at any adjournment thereof.
  - For the purpose of determining a member who shall entitle to attend this meeting, the Company shall be requesting 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 8 May 2015. Only depositor whose name appears on the Record of Depositors as at 8 May 2015 shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

##### Ordinary Resolution 10: Authority To Directors To Allot And Issue Shares

The Ordinary Resolution 10, if passed, is a renewal General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) workings capital and/or acquisitions at any time without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the Tenth Annual General Meeting held on 28 March 2014 and which will lapse at the conclusion of the Eleventh Annual General Meeting.