

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twelfth (12th) 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, 27 May 2016 at 11.00 a.m. or at any adjournment thereof to transact the following business:

#### AGENDA

##### As Ordinary Business:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. *(Please refer to Note A of the Explanatory Notes on Ordinary Business)*  
*Resolution 1*
2. To approve the payment of Directors' fees of RM221,194.00 in respect of the financial year ended 31 December 2015.
3. To re-elect the following Directors who are retiring in accordance with Article 84 of the Articles of Association of the Company:-
  - i) Wong Ngai Peow *Resolution 2*
  - ii) Low Kim Leng *Resolution 3*
4. To re-appoint Messrs. UHY as the Company's Auditors and to authorise the Directors to fix their remuneration. *Resolution 4*

##### As Special Business:

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

5. **AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** *Resolution 5*

"**THAT** subject to the Companies Act, 1965, and the approvals 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 allot and issue Shares in the share capital 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 does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
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  
29 April 2016

#### 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.
1. 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.
  2. 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.
  3. 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.
  4. 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.
  5. 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, 25 May 2016 or at any adjournment thereof.
  6. 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 20 May 2016. Only depositor whose name appears on the Record of Depositors as at 20 May 2016 shall be entitled to attend this meeting or appoint proxies to attend and/ or vote 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 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.

##### 2. Special Business - Ordinary Resolution 5

##### Authority To Issue Shares Pursuant To Section 132D of the Companies Act, 1965

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to issue and allot new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the nominal value of the total issued share capital of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The General Mandate approved in the preceding year 2015 which was not exercised by the Company during the year, will expire at the forthcoming Twelfth AGM of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arises.