

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary 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, 1 June 2018 at 12.00 noon or immediately after the conclusion or adjournment (as the case maybe) of the Fourteenth (14th) Annual General Meeting of AppAsia which will be held at the same venue and on the same day at 11.30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

### **ORDINARY RESOLUTION 1**

#### **PROPOSED GRANT OF OPTIONS TO MADAM YONG MAI FANG, AN EXECUTIVE DIRECTOR OF THE COMPANY**

"THAT the Option Committee of the Company for administering the Share Issuance Scheme ("SIS") be and is hereby authorized at any time and from time to time, during the existence of the SIS, to offer and to grant to Madam Yong Mai Fang, an Executive Director of the Company, options to subscribe for the new Shares under the SIS and to allot and issue from time to time new Shares upon exercise of such options, provided always that:-

- i. she must not participate in the deliberation or discussion of her own allocation of the number of Options to be offered to her, as well as that of the persons connected with her, under the SIS; and
- ii. not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the new Shares available under SIS shall be allocated to her, if she, either singly or collectively through persons connected with her (as defined in the ACE LR") of Bursa Securities", holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the SIS and any prevailing guidelines issued by Bursa Securities, the ACE LR of Bursa Securities or any other relevant authorities as amended from time to time."

### **ORDINARY RESOLUTION 2**

#### **PROPOSED GRANT OF OPTIONS TO MR TIEW CHEE MING, AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

"THAT the Option Committee of the Company for administering the Share Issuance Scheme ("SIS") be and is hereby authorized at any time and from time to time, during the existence of the SIS, to offer and to grant to Mr Tiew Chee Ming, an Independent Non- Executive Director of the Company, options to subscribe for the new Shares under the SIS and to allot and issue from time to time new Shares upon exercise of such options, provided always that:-

- i. he must not participate in the deliberation or discussion of her own allocation of the number of Options to be offered to him, as well as that of the persons connected with him, under the SIS; and
- ii. not more than ten percent (10%) (or such percentage as allowable by the relevant authorities) of the new Shares available under SIS shall be allocated to him, if he, either singly or collectively through persons connected with her (as defined in the ACE LR") of Bursa Securities", holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the SIS and any prevailing guidelines issued by Bursa Securities, the ACE LR of Bursa Securities or any other relevant authorities as amended from time to time."

By order of the Board,  
**Tan Tong Lang** (MAICSA 7045482)  
**Chong Voon Wah** (MAICSA 7055003)  
Company Secretaries

Kuala Lumpur  
10 May 2018

#### **Notes:**

1. 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 stead and that where a member appoints two (2) proxies, he 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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 12.00 noon, Wednesday, 30 May 2018 or at any adjournment thereof.
7. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 25 May 2018. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend, vote and speak on his/her behalf.
8. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of EGM will be put to vote by way of poll.