

ASAPLUS RESOURCES LIMITED
(Incorporated in Singapore)
UEN 201210180E ARBN 158 717 492

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first Annual General Meeting (“AGM”) of Asaplus Resources Limited (ASX:AJY) (the “Company”) will be held at 10 Anson Road #10-02, International Plaza, Singapore 079903 on Saturday 29 June 2013, at 4:30 p.m. (Singapore Standard Time), to transact the following business:

The Explanatory Notes that accompanies and forms a part of this Notice describes the Special Business to be considered.

ORDINARY BUSINESS

To consider, and if thought fit, to pass with or without amendment the following as an ordinary resolutions:

1. To receive and adopt the audited financial statements of the Company and its subsidiaries for the financial year from 24 April 2012 (date of incorporation) to 31 March 2013 together with the reports of the directors and auditor thereon.
2. For the purposes of ASX Listing Rule 14.4 and all other purposes, to re-elect Ir Che Mohamed Hussein Bin Mohamed Shariff who being appointed under Article 97 of the Articles of Association of the Company holds office only until this AGM, and being eligible, has offered himself for re-election.
3. For the purposes of ASX Listing Rule 14.4 and all other purposes, to re-elect Mr Dominic Lim Kian Gam who being appointed under Article 97 of the Articles of Association of the Company holds office only until this AGM, and being eligible, has offered himself for re-election.
4. To approve the payment of directors' fees of S\$88,000 for the financial year ended 31 March 2013.
5. To re-appoint MGI Singapore PAC as auditors of the Company, and to authorise directors of the Company to fix their remuneration.

SPECIAL BUSINESS

6. To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution

Mandate For Directors To Issue Shares

RESOLVED THAT pursuant to Section 161 of the Companies Act (Cap. 50) and the

For personal use only

Listing Rules of the Australian Securities Exchange ("ASX"), the directors of the Company be and are hereby authorised to issue shares and convertible securities in the Company whether by rights issue, bonus issue, private placement or otherwise, to such persons and on such terms and for such purposes as the directors may in their absolute discretion deem fit AND THAT such authority shall continue in force until the earlier of:

- (a) the conclusion of the next AGM; or
- (b) the date by which the next AGM is required by law to be held; or
- (c) the date on which this mandate is revoked or varied by a resolution passed at an extraordinary general meeting,

PROVIDED ALWAYS THAT any issue of shares pursuant to this mandate shall be specifically subject to:

- (I) compliance with the ASX Listing Rules; and
- (II) the total number of shares issued by way other than on a *pro-rata* basis to existing shareholders, such as private placements or other means of selective issue of shares, not to exceed 15% of fully paid ordinary shares on issue 12 months before the date of the issue or agreement to issue; and
- (III) no share must be issued or agreed to be issued to a related party, which includes a director of the Company, or to persons whose relationship with the Company or a related party requires, in ASX's opinion, requires approval from holders of the Company's ordinary securities; and
- (IV) the total number of shares issued under this mandate not exceeding 50% of the fully paid ordinary on issue on the date of this resolution.

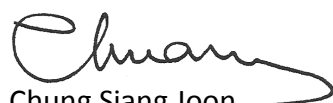
OTHER BUSINESS

To deal with any other business that may legally be brought forward in accordance with the Company's Constitution and the Act.

EXPLANATORY NOTES

Explanatory notes for the proposed resolutions appear on the following pages.

By Order of the Board



Chung Siang Joon
Company Secretary

14 June 2013

For personal use only

VOTING EXCLUSION

The Company will disregard any votes cast:

1. on Resolution 2, by Ir Che Mohamed Hussein Bin Mohamed Shariff and his associates; and
2. on Resolution 3, by Mr Dominic Lim Kian Gam and his associates.

However, the Company will not disregard a vote if it is cast by an above-mentioned person:

- (a) who votes in accordance with the directions on the proxy form, or
- (b) if it is cast by that person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTES

1. Resolution 1

The audited financial statements of the Company and its subsidiaries for the financial year from 24 April 2012 (date of incorporation) to 31 March 2013 together with the reports of the directors and auditor thereon are set out in the Annual Report which will be dispatched separately to you. If you have not received the Annual Report or wish to obtain additional copies thereof, please inform the Company by fax (Fax No. (65) 6602 8140) or by e-mail (E-Mail: info@asaplusresources.com).

2. Resolutions 2 and 3

Article 97 of the Company's Articles of Association provides that a director who is appointed by directors of the Company, either to fill a casual vacancy or as an addition to the existing directors, hold office only until the next following AGM and shall be eligible for re-election. Both Ir Che Mohamed Hussein Bin Mohamed Shariff and Mr Dominic Lim Kian Gam offer themselves for re-election.

The qualifications and business experiences of Ir Che Mohamed Hussein Bin Mohamed Shariff and Mr Dominic Lim Kian Gam are set out in the Annual Report.

3. Resolution 4

Singapore law requires that directors' fees be approved by shareholders.

For personal use only

4. Resolution 5

MGI Singapore PAC was appointed auditors of the Company on its incorporation. Singapore law requires that: (i) auditors appointed on its incorporation hold office only until conclusion of the first AGM; and (ii) the Company at every annual general meeting appoint auditors to hold office until the conclusion of the next AGM.

5. Resolution 6

Singapore law requires that the issue of any new shares or securities be approved by shareholders of the Company. The proposed resolution, if passed, will empower the Directors to:

- (a) issue such number of shares or convertible securities representing up to 15% of the Company's existing share capital by way other than on a pro-rata basis to existing shareholders, such as private placements or other means of selective issue of shares;
- (b) issue such number of shares or convertible securities representing more than 15% but less than 50% of the Company's existing share capital by way of an offer on a pro-rata basis such as a bonus issue or a rights issue (both as defined in the ASX Listing Rules).

The total number of shares which the directors may issue pursuant to this mandate can not exceed 50% of the Company's existing share capital at the date the resolution is passed.

This proposed resolution does not seek shareholders' approval to issue shares to related parties such as directors of the Company and their associates (other than in accordance with the ASX Listing Rules).

VOTING INSTRUCTIONS AND RIGHT TO APPOINT PROXIES

Under the Company's constitution, a CDI-holder may either:

- (a) give Chess Depository Nominees Pty Ltd ("CDN") voting instructions in relation to the number of CDIs he or she holds; or
- (b) requests CDN to appoint him or her or another person he or she nominates as CDN's proxy to attend the general meeting as CDN's proxy in relation to the number of CDIs he or she holds.

At a general meeting, on a show of hands, a CDI holder present in person or by proxy has one vote and, upon a poll, each CDI shall have one vote.

For personal use only

If you wish to register your voting instructions, or to attend the AGM either in person or by proxy, please complete the attached Securityholder Voting Form, by 4:30 p.m. Thursday, 27 June 2013 and send it by person, post, facsimile or online (as the case may be) to the Company's share registry at the following contacts:

In person	By post	By Facsimile	Online
Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138	Asaplus Resources Limited c/- Link Market Services Limited Locked Bag A14, Sydney South, NSW 1235, Australia	Link Market Services Limited on facsimile number +61 2 9287 0309	By visiting www.linkmarketservices.com.au . Select 'Investor Login' and enter Asaplus Resources Limited or the ASX code (AJY) in the Issuer name field, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts.

A CDI-holder who is entitled to attend and vote at the AGM may appoint up to two proxies to attend and vote on his or her behalf. If a CDI-holder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. A proxy need not be a shareholder of the Company.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a CDI-holder appoints the chairperson of the meeting as the CDI-holder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that CDI-holder, in favour of that item on a poll.

Corporate representatives

A body corporate may appoint an individual to act as its representative to exercise any of the powers the body may exercise at meetings of a company's CDI-holders. Unless otherwise stated, the corporate representative may exercise all of the powers the appointing body can exercise. The certificate evidencing the appointment of a corporate representative (or a

photocopy or facsimile of it) may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

ELIGIBILITY TO VOTE

The Directors have determined that, for the purposes of voting at the Meeting, CDI-holders are those persons who are the registered holders of CDIs at 4:30 pm (Singapore Standard Time) on 27 June 2013.

DEFINITIONS

In this Notice and explanatory notes:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
ASX Listing Rules	means the listing rules of the ASX.
CDN	means CHESS Depository Nominees Pty Ltd (ACN 071 346 506).
CDI	means CHESS Depository Interests, each CDI being a unit of beneficial ownership of one share in the Company.
CHESS	means clearing house electronic subregister system.
Company	means Asaplus Resources Limited (Incorporated in Singapore) UEN 201210180E ARBN 158 717 492.
Companies Act (Cap. 50)	means Companies Act (Cap. 50) of Singapore.
Directors	means the directors of the Company.

For personal use only

For personal use only

This page has been left blank intentionally

For personal use only

This page has been left blank intentionally



LODGE YOUR VOTE

ONLINE www.linkmarketservices.com.au

By mail:
Asaplus Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: +61 1300 554 474



X99999999999

SECURITYHOLDER VOTING FORM

STEP 1 Please mark either Box A or Box B

I/We being a member(s) of Asaplus Resources Limited and entitled to attend and vote hereby:

A DIRECTION TO CHESS DEPOSITORY NOMINEES PTY LTD

I/We being a holder of CHESSE Depository Interests (CDI) of Asaplus Resources Limited (the Company) hereby direct CHESSE Depository Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the General Meeting of the Company to be held at 4:30pm on Saturday, 29 June 2013 at 10 Anson Road #10-02, International Plaza, Singapore 079903 and at any adjournment of that meeting, in the manner set out below.

OR B APPOINT A PROXY

OR if you are **NOT** appointing Chess Depository Nominees Pty Ltd as your proxy, please write the name of the person or body corporate you are appointing as your proxy below

or failing the person/body corporate named, or if no person/body corporate is named, the Chess Depository Nominees Pty Ltd, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 4:30pm on Saturday, 29 June 2013, 10 Anson Road #10-02, International Plaza, Singapore 079903 and at any adjournment or postponement of the meeting.

Voting Directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2 VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 2 To re-elect Ir Che Mohamed Hussein Bin Mohamed Shariff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 To re-appoint MGI Singapore PAC as auditors of the Company and to authorise directors of the Company to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To re-elect Mr Dominic Lim Kian Gam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Mandate for Directors to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To approve the payment of directors' fees of S\$88,000 for the financial year ended 31 March 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

<p>CDI Holder 1 (Individual)</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Joint CDI Holder 2 (Individual)</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director/Company Secretary (Delete one)</p>	<p>Joint CDI Holder 3 (Individual)</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director</p>
--	---	--

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

AJY PRX303



HOW TO COMPLETE THIS VOTING FORM

Your Name and Address

This is your name and address as it appears on the company's CDI register. If this information is incorrect, please make the correction on the form. CDI holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

Direction to CHESSE Depository Nominees Pty Ltd Box A

Each CHESSE Depository Interest (CDI) is evidence of an indirect ownership in a Common Share. The underlying Common Shares are registered in the name of CHESSE Depository Nominees Pty Ltd (CDN). As holders of CDI's are not the legal owners of the Common Shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDI's. For voting purposes each CDI is equivalent to one Common Share.

Voting under Box B - Appointment of a Proxy

If you do not wish to appoint Chesse Depository Nominees Pty Ltd (CDN) as your proxy by marking Box A, please write the name of the Person or body Corporate you are appointing as your proxy in Box B. If you leave this section blank, or your named proxy does not attend the meeting, the Chesse Depository Nominee Pty Ltd will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the company's security registry or you may copy this form.

Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:30pm on Thursday, 27 June 2013**, being not later than 48 hours before the commencement of the meeting. Any Voting Form received after that time will not be valid for the scheduled meeting.

Voting Forms may be lodged using the reply paid envelope or:

 **ONLINE**  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

by mail:

Asaplus Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

by fax:

+61 2 9287 0309

by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.