

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

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**NOTICE OF ANNUAL GENERAL MEETING**

*The Explanatory Notes that accompanies this Notice forms part of this Notice*

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**NOTICE IS HEREBY GIVEN** that the fourth Annual General Meeting of Asaplus Resources Limited (ASX:AJY) (the "Company") will be held at the following date, time and place:

Date: 6 August 2016 (Saturday)  
Time: 11:00AM  
Place: 110 Jalan Sri Pelangi  
Taman Pelangi  
80400 Johor Bahru  
Malaysia

to transact the following business:

**ORDINARY BUSINESS**

1. To receive and adopt the audited financial statements of the Company and its subsidiaries for the financial year from 1 April 2015 to 30 March 2016 together with the reports of the directors and auditor thereon.
2. To re-elect Ir Che Mohamed Hussein Bin Mohamed Shariff who is seeking re-election under Article 92 of the Articles of Association.
3. To re-elect Mr Dominic Lim Kian Gam who is seeking re-election under Article 92 of the Articles of Association.
4. To approve the payment of nominal directors' fees of S\$3,000 for the financial year ended 31 March 2016.
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 Listing Rules of 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

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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 annual general meeting; or
- (b) the date by which the next annual general meeting is required by law to be held; or
- (c) the date on which this mandate is revoked 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) the total number of shares issued other than to existing shareholders on a *pro-rata* basis not exceeding 15% of fully paid ordinary shares on issue 12 months before the date of the issue or agreement to issue; and
- (II) 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, approval from holders of the Company's ordinary securities; and
- (III) 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**



LAU Eng Foo (Andy)  
Managing Director  
8 July 2016

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## **VOTING EXCLUSION**

The Company will disregard any votes cast:

1. on Resolution 2, by Ir Che Mohamed Hussein Bin Mohamed Shariff and his associates;
2. on Resolution 3, by Mr Dominic Lim Kian Gam and his associates;
3. on Resolution 4, by the Chairman, any director of the Company and their 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 1 April 2015 to 30 March 2016 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 addition copies thereof, please inform the Company by fax (Fax No. (65) 6602 8140) or by e-mail (E-Mail: [ar.ajy@biztrack.com.sg](mailto:ar.ajy@biztrack.com.sg)).

### 2. Resolutions 2 and 3

Article 92 of the Company's Articles of Association provides, *inter alia*, that a director must retire from office or seek re-election by no later than the third annual general meeting following his or her appointment or election. Both Ir Che Mohamed Hussein Bin Mohamed Shariff and Mr Dominic Lim Kian Gam were last elected as directors at the first annual general meeting held on 29 July 2013. Therefore, in accordance with Article 92 of the Company's Articles of Association, they now seek re-election as directors.

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.

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4. Resolution 5

MGI Singapore PAC is the incumbent auditors of the Company duly appointed at the last annual general meeting. Singapore law requires that the Company at every annual general meeting appoint auditors to hold office until the conclusion of the next annual general meeting.

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 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.

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.

**VOTING INSTRUCTIONS AND RIGHT TO APPOINT PROXIES**

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

- (a) give 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.

If you wish to give CDN voting instructions

If you wish to register your voting instructions, please complete the attached CDI Voting Instruction Form, and send it in person, by post, facsimile or e-mail (as the case may be) to the Company's share registry at the following contacts:

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**In person**

Link Market Services Limited,  
1A Homebush Bay Drive, Rhodes  
NSW 2138

**By post**

Asaplus Resources Limited  
c\ - Link Market Services Limited  
Locked Bag A14  
Sydney South  
NSW 1235  
Australia

**By Facsimile**

Link Market Services Limited on facsimile number +61 2 9287 0309

**By E-Mail**

By visiting <https://investorcentre.linkmarketservices.com.au>  
Enter Asaplus Resources Limited or the ASX code (AJY) in the Issuer name field in the Single Holding section, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your voting form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts.

If you wish to attend the meeting in person or by proxy

If you wish to attend the annual general meeting either in person or by proxy, please complete the attached Proxy Form, and send it in person, by post, facsimile or e-mail (as the case may be) to the Company's share registry at the following contacts:

**In person**

Link Market Services Limited,  
1A Homebush Bay Drive, Rhodes  
NSW 2138

**By post**

Asaplus Resources Limited  
c\ - Link Market Services Limited  
Locked Bag A14  
Sydney South  
NSW 1235  
Australia

**By Facsimile**

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Enter Asaplus Resources Limited or the ASX code (AJY) in the Issuer name field in the Single Holding section, your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your voting 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 annual general meeting 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 shareholder appoints the chairperson of the meeting as the shareholder'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 shareholder, in favour of that item on a poll.

**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

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474

**VOTING FORM**

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

**A DIRECTION TO CHESSE 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 Annual General Meeting of the Company to be held at **11:00am on Saturday, 6 August 2016 at 110 Jalan Sri Pelangi, Taman Pelangi, 80400 Johor Bahru, Malaysia** (the Meeting) and at any adjournment of that meeting, in the manner set out below.

OR

**B APPOINT A PROXY**

OR if you are **NOT** appointing Chesse 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 Chesse 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 **11:00am on Saturday, 6 August 2016 at 110 Jalan Sri Pelangi, Taman Pelangi, 80400 Johor Bahru, Malaysia** (the Meeting) and at any adjournment or postponement of the meeting.

**VOTING DIRECTIONS**

Proxies 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

**Resolutions**

- 2 To re-elect Ir Che Mohamed Hussein Bin Mohamed Shariff who is seeking re-election under Article 92 of the Articles of Association
- 3 To re-elect Mr Dominic Lim Kian Gam who is seeking re-election under Article 92 of the Articles of Association
- 4 To approve the payment of nominal directors' fees of S\$3,000 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
- 6 Mandate for Directors to Issue Shares

For Against Abstain\*

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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.

**SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

CDI Holder 3 (Individual)

Director

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).



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STEP 1 Please mark either A or B

STEP 2

STEP 3

## 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 CHESS DEPOSITORY NOMINEES PTY LTD BOX A

Each CHESS Depository Interest (CDI) is evidence of an indirect ownership in a Common Share. The underlying Common Shares are registered in the name of CHESS 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 Chess 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 Chess 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.

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 or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### 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 **11:00am on Thursday, 4 August 2016**, 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:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Voting 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 Voting 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

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**