ASIA POLY HOLDINGS BERHAD

(Company No. 619176-A)
(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Asia Poly Holdings Berhad ("**Asia Poly**" or the "**Company**") will be held at Conference Room of Asia Poly Industrial Sdn Bhd, Lot 758, Jalan Haji Sirat, Mukim Kapar, 42100 Klang, Selangor Darul Ehsan, on Friday, 25 August 2017 at 12.00 p.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 390,023,853 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN THE COMPANY ("ICPS") ON THE BASIS OF 1 ICPS FOR EVERY 1 EXISTING ORDINARY SHARE IN THE COMPANY ("ASIA POLY SHARE" OR "SHARE") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER, TOGETHER WITH UP TO 97,505,963 FREE DETACHABLE WARRANTS ("WARRANTS") ON THE BASIS OF 1 WARRANT FOR EVERY 4 ICPS SUBSCRIBED FOR ("PROPOSED RIGHTS ISSUE OF ICPS WITH WARRANTS")

"THAT, subject to the passing of Special Resolution 1 and the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to the Board of Directors of the Company ("**Board**") for the following:

(i) provisionally allot and issue by way of a renounceable rights issue of up to 390,023,853 ICPS at an issue price of RM0.05 on the basis of 1 ICPS for every 1 existing Asia Poly Share held, together with up to 97,505,963 Warrants on the basis of 1 Warrant for every 4 ICPS subscribed for by the shareholders of Asia Poly whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board, or their renouncees, or underwriters, on such other terms and conditions as the Board may determine;

(ii) enter into and execute the deed poll in relation to the Proposed Rights Issue of ICPS with Warrants ("**Deed Poll**") and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give full effect to the aforesaid Deed Poll; and

(iii) utilise the proceeds to be derived from the Proposed Rights Issue of ICPS with Warrants in the manner as set out in Section 3 of Part A of the circular to shareholders dated 27 July 2017 ("**Circular**") and vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company.

THAT the ICPS which are not taken up or validly taken up shall be made available for excess applications by the entitled shareholders and/or their renouncee(s) (if applicable). It is the intention of the Board to allocate the excess ICPS in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company;

THAT approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants ("**Additional Warrants**") as may be required or permitted to be issued as a consequence of the adjustments based on the indicative principal terms of the Warrants as set out in the Circular and the terms and conditions of the Deed Poll;

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of new Asia Poly Shares arising from the exercise by the holders of the Warrants and/or the Additional Warrants (as the case may be) in accordance with the provisions of the Deed Poll;

THAT approval be and is hereby given to the Board to create and issue additional warrants 2015/2020 pursuant to the Proposed Rights Issue of ICPS with Warrants ("**Adjustment Warrants**");

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of new Asia Poly Shares arising from the exercise by the holders of the Adjustment Warrants;

THAT the new Asia Poly Shares to be issued arising from the conversion of the ICPS and/or exercise of the Warrants, Additional Warrants and/or Adjustment Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Asia Poly Shares, save and except that the new Asia Poly Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the new Asia Poly Shares arising from the conversion of the ICPS and/or exercise of the Warrants, Additional Warrants and/or Adjustment Warrants;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Rights Issue of ICPS with Warrants with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue of ICPS with Warrants."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF 500,000 ORDINARY SHARES IN HIGH RESERVE LAND SDN BHD ("HRLSB SHARES" OR "SALE SHARES") ("HRLSB"), REPRESENTING THE ENTIRE EQUITY INTEREST IN HRLSB FOR A PURCHASE CONSIDERATION OF RM14,800,000 TO BE SATISFIED VIA A COMBINATION OF RM8,000,000 IN CASH AND THE ISSUANCE OF 42,027,194 NEW SHARES OF THE COMPANY ("CONSIDERATION SHARES") AT AN ISSUE PRICE OF RM0.1618 EACH ("PROPOSED ACQUISITION")

"THAT, subject to the passing of Ordinary Resolution 4, the relevant conditions precedent as stipulated in the share sale agreement and supplemental share sale agreement entered into on 25 January 2017 and 21 February 2017, respectively and letter of extension dated 4 July 2017 (collectively referred to as "**SSA**") between the Company and Dato' Yeo Boon Leong, Yeo Boon Ho and Yeo Boon Thai (collectively the "**Vendors**") for the Proposed Acquisition being met or waived (as the case may be) and the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to the Board to acquire from the Vendors, 500,000 Sale Shares, representing the entire equity interest in HRLSB for a purchase consideration of RM14,800,000 to be satisfied via combination of RM8,000,000 in cash and the issuance of 42,027,194 new shares of the Company at an issue price of RM0.1618 each in accordance to the terms and conditions of the SSA including any modifications, variations, amendments and additions thereto from time to time;

THAT the Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions that are declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment and issuance of the Consideration Shares;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Acquisition with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 3

PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE TWO-CALL RIGHTS ISSUE OF SHARES WITH WARRANTS OF THE COMPANY WHICH WAS COMPLETED ON 21 DECEMBER 2015 ("PROPOSED VARIATION")

"THAT, subject to the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to the Board to vary the utilisation of proceeds raised from the two-call rights issue of share with warrants of the Company which was completed on 21 December 2015 as stated in Section 2.3 of Part A of the circular to shareholders dated 27 July 2017;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Variation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Variation."

ORDINARY RESOLUTION 4

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF THE COMPANY AND ITS SUBSIDIARIES ("ASIA POLY GROUP") TO INCLUDE PROPERTY DEVELOPMENT ("PROPOSED DIVERSIFICATION")

"THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to Asia Poly Group to diversify its principal activities to include property development;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effects to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Diversification."

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE CONSTITUTION (MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ("M&A")) ("PROPOSED AMENDMENTS")

"THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant parties and/or authorities being obtained (where required), authority be and is hereby given to the Board to amend the Constitution (M&A) of the Company as set out in Appendix A;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things as are necessary to give full effects to the Proposed Amendments with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Amendments."

By Order of the Board

HO MENG CHAN (MACS 00574)
WU SIEW HONG (MAICSA 7039647)
Company Secretaries

Petaling Jaya
27 July 2017

Notes:

1. *A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or attorney or other duly authorised representative to attend and vote in his/her stead. A member shall be entitled to appoint up to 2 proxies to attend and vote at the same meeting and where a member appoints 2 proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.*
2. *The instrument appointing a proxy shall be in writing signed by the appointor or by his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.*
3. *Where a member of a Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
4. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.*
5. *The instrument appointing a proxy and the power of attorney or other authority duly authorised in writing or if such appointor is a Corporation, under its common seal or under the hand of an officer or attorney of the Corporation duly authorised, shall be deposited at the registered office at 308, Block A (3rd Floor), Kelana Business Centre, 97, Jalan SS7/2, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.*
6. *Depositors who appear in the Record of Depositors as at 18 August 2017 shall be regarded as Member of the Company entitled to attend this Meeting or appoint a proxy or proxies to attend, speak and vote on his/her behalf.*