

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting ("AGM") of the Company will be held at InterContinental Singapore, Bugis Vault 1 & 2, Basement 1, 80 Middle Road, Singapore 188966 on Friday, 29 April 2016 at 12 noon to transact the following business:—

**As Ordinary Business**

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2015 and the Auditor's Report thereon. **[Resolution 1]**
2. To approve the payment of Directors' fees of S\$215,000 for the financial year ending 31 December 2016, to be paid quarterly in arrears. (FY2015: S\$215,000) **[Resolution 2]**
3. (a) To re-elect Mr Ziyad F. Omar who is retiring in accordance with Article 93 of the Company's constitution ("**Constitution**"), as Director of the Company. **[Resolution 3(a)]**  
Mr Ziyad F. Omar will, upon re-election as a Director of the Company, remain as a member of the Audit and Remuneration Committees, and shall be considered non-independent for purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**").  
**[See explanatory note (i)]**
- (b) To re-elect Mr Hwang Kin Soon Ignatius who is retiring in accordance with Article 93 of the Company's Constitution, as Director of the Company. **[Resolution 3(b)]**  
Mr Hwang Kin Soon Ignatius will, upon re-election as a Director of the Company, remain as the chairman of the Remuneration and Nominating Committees and a member of the Audit Committee, and shall be considered independent for purposes of Rule 704(7) of the Catalist Rules.  
**[See explanatory note (ii)]**
4. To re-appoint RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 4]**

**As Special Business**

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

5. Authority to allot and issue shares  
(a) "That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("**Companies Act**") and Rule 806 of the Catalist Rules, authority be and is hereby given to the directors of the Company ("**Directors**") to:  
(i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or  
(ii) make or grant offers, agreements or options (collectively, the "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and  
(b) (notwithstanding the authority conferred by this ordinary resolution 5 may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this ordinary resolution 5 was in force, provided that:  
(i) the aggregate number of Shares to be issued pursuant to this ordinary resolution 5 (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this ordinary resolution 5) does not exceed 100% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company ("**Shareholders**") (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this ordinary resolution 5) does not exceed 50% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below); and  
(ii) (subject to such manner of calculation as may be prescribed or directed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this ordinary resolution 5 is passed, after adjusting for:  
(A) new Shares arising from the conversion or exercise of any convertible securities;  
(B) new Shares arising from exercising Share options or vesting of Share awards outstanding or subsisting at the time this ordinary resolution 5 is passed; and  
(C) any subsequent bonus issue, consolidation or sub-division of Shares; and  
(iii) in exercising the authority conferred by this ordinary resolution 5, the Company shall comply with the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Company's Constitution for the time being; and  
(iv) (unless revoked or varied by the Company in a general meeting) the authority conferred by this ordinary resolution 5 shall continue in force until the conclusion of the next AGM, or the date by which the next AGM is required by law to be held, whichever is earlier." **[Resolution 5]**  
**[See explanatory note (iii)]**
6. Authority to grant options, allot and issue shares under the Moya Holdings Asia Limited Employee Share Option Scheme ("**ESOS**") **[Resolution 6]**  
"That pursuant to Section 161 of the Companies Act, the Directors be authorised and empowered to grant options in accordance with the provisions of the ESOS and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the ESOS, provided the aggregate number of new Shares which may be issued pursuant to the ESOS shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."  
**[See explanatory note (iv)]**
7. To transact such other business as can be transacted at an AGM. **[Resolution 7]**

By Order of the Board

**Mohammad Syahril**  
Chief Executive Officer  
Singapore

14 April 2016

**Explanatory Notes:**

- (i) The key information of Mr Ziyad F. Omar can be found in the annual report. Mr Ziyad F. Omar, if re-elected as a Director of the Company, will remain as the Non-Executive Non-Independent Director of the Company. Mr Ziyad F. Omar is a director of Moya Holding Company B.S.C.(c), a controlling Shareholder.
- (ii) The key information of Mr Hwang Kin Soon Ignatius can be found in the annual report. Mr Hwang Kin Soon Ignatius, if re-elected as a Director of the Company, will remain as the Non-Executive Independent Director of the Company. There are no relationships including immediate family relationships between Mr Hwang Kin Soon Ignatius and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- (iii) The ordinary resolution 5, if passed, will authorise the Directors, from the date of the passing of ordinary resolution 5 to the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier, to allot and issue Shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an aggregate number not exceeding 100% of the Company's total number of issued Shares (excluding treasury shares), with a sub-limit of 50% of the total number of issued Shares (excluding treasury shares) for issues other than on a pro rata basis to Shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time ordinary resolution 5 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities, and (b) new Shares arising from exercising options or vesting of awards which are outstanding or subsisting at the time ordinary resolution 5 is passed, and (c) any subsequent bonus issue, consolidation or sub-division of Shares.
- (iv) The ordinary resolution 6, if passed, will empower the Directors to grant options and to allot and issue Shares in the capital of the Company pursuant to the ESOS provided that the aggregate number of Shares to be issued shall not exceed 15% of the total number of issued Shares (excluding treasury shares) of the Company from time to time.

**Notes:**

- 1 A member who is not a relevant intermediary may appoint not more than 2 proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- 2 A member who is a relevant intermediary may appoint more than 2 proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than 2 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- 3 "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
- 4 A proxy need not be a member of the Company.
- 5 The instrument appointing a proxy must be deposited at the office of the Company's share registrar at M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 not less than 48 hours before the time set for the holding of the AGM.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This notice has been prepared by Moya Holdings Asia Limited (the "Company") and its contents have been reviewed by the Company's Sponsor, Canaccord Genuity Singapore Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Ms Soo Hsin Yu, Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.*