



MOYA HOLDINGS ASIA LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 201301085G

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("AGM") of Moya Holdings Asia Limited (the "Company") will be held at the Boardroom, Lower Lobby, Fullerton Hotel Singapore, 1 Fullerton Square, Singapore 049178 on Thursday, 30 April 2015 at 3:00 p.m. to transact the following business:

As Ordinary Business

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2014 and the Reports of the Directors and the Auditors thereon. **[Resolution 1]**
2. To approve the payment of Directors' fees of S\$215,000 for the financial year ending 31 December 2015, to be paid quarterly in arrears [FY2014: S\$205,000] **[Resolution 2]**
3. (a) To re-elect Mr Low Chai Chong who is retiring in accordance with Article 93 of the Company's articles of association ("Articles"), as a Director of the Company.
[See explanatory note (i)]
- (b) To re-elect Mr Irwan Atmadja Dinata who is retiring in accordance with Article 99 of the Company's Articles, as a Director of the Company.
[See explanatory note (ii)]
- (c) To re-elect Mr Mohammad Syahrial who is retiring in accordance with Article 99 of the Company's Articles, as a Director of the Company.
[See explanatory note (iii)]

4. To re-appoint RSM Chio Lim LLP as the Company's auditors 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, Cap. 50 of Singapore (the "Companies Act") and Rule 806 of the Listing Manual Section B: Rules of Catalyst (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), 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, "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 resolution 5 may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution 5 was in force, provided that:
 - (i) the aggregate number of Shares to be issued pursuant to this resolution 5 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this 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 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this 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 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 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 resolution 5, the Company shall comply with the Catalyst 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 memorandum and articles of association for the time being of the Company; and
 - (iv) (unless revoked or varied by the Company in a general meeting) the authority conferred by this 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."**[See explanatory note (iv)]**

[Resolution 5]

6. Authority to Allot and Issue Shares pursuant to the Employee Share Option Scheme
"That pursuant to Section 161 of the Companies Act, the Directors be authorised and empowered to grant share options in accordance with the provisions of the Employee Share Option Scheme (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 share 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 (v)]

[Resolution 6]

7. To transact any other business that may be properly transacted at an AGM. **[Resolution 7]**

By Order of the Board

Simon A. Melhem

Chief Executive Officer/Managing Director

Singapore

14 April 2015

Explanatory Notes:

- (i) The key information of Mr Low Chai Chong can be found in the annual report. Mr Low Chai Chong, if re-elected, will remain as the Chairman of the Audit Committee and the Remuneration Committee and a member of the Nominating Committee and will be considered independent for the purposes of Rule 704(7) of the Catalyst Rules. There are no relationships including immediate family relationships between Mr Low Chai Chong and the other Directors, the Company, its related corporations, its 10% shareholders or its officers.
- (ii) The key information of Mr Irwan Atmadja Dinata can be found in the annual report. Mr Irwan Atmadja Dinata, if re-elected, will remain as a member of the Audit Committee and will not be considered independent for the purposes of Rule 704(7) of the Catalyst Rules. Mr Irwan Atmadja Dinata have indirect interests of not more than 10% in PT Tamaris Hidro, the beneficial owner of all the issue shares in the Company's substantial shareholder, Tamaris Infrastructure Pte. Ltd..
- (iii) The key information of Mr Mohammad Syahrial can be found in the annual report. Mr Mohammad Syahrial, if re-elected, will remain as a member of the Remuneration Committee and the Nominating Committee. Mr Irwan Atmadja Dinata have indirect interests of not more than 10% in PT Tamaris Hidro, the beneficial owner of all the issue shares in the Company's substantial shareholder, Tamaris Infrastructure Pte. Ltd..
- (iv) Resolution 5, if passed, will authorise the Directors, from the date of the passing of 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 of the Company. 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 this 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 share options or vesting of share awards which are outstanding or subsisting at the time this resolution 5 is passed, and (c) any subsequent bonus issue, consolidation or sub-division of Shares.
- (v) Resolution 6, if passed, will empower the Directors to grant share 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 of the Company entitled to attend and vote at a meeting of the Company may appoint not more than 2 proxies, whether a member or not, to attend and vote instead of him.
- (2) Where a member 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.
- (3) The instrument appointing a proxy must be deposited at the office of the Company's share registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, not less than 48 hours before the time appointed for the holding of the AGM.
- (4) The instrument appointing a proxy must be under the hand of the appointor or his attorney. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an attorney or a duly authorised officer of the corporation.

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, or by attending the AGM, a Member (a) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (b) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) 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. In addition, by attending the AGM and/or any adjournment thereof, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for any of the Purposes.

This notice has been prepared by 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. The contact person for the Sponsor is Mr Alex Tan, Chief Executive Officer, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.