

NATIONWIDE EXPRESS COURIER SERVICES BERHAD (133096-M)
Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting of Nationwide Express Courier Services Berhad will be held at Kelab Shah Alam, Jalan Akuatik, Seksyen 13, 40100 Shah Alam, Selangor Darul Ehsan on **Thursday, 26th September 2013 at 10.00 a.m.** for the following purposes:-

**AGENDA
AS ORDINARY BUSINESS**

No.	Agenda	Remarks
1.	To receive the Audited Financial Statements for the financial year ended 31st March 2013 and the Reports of the Directors and Auditors thereon.	Please refer to Note 1
2.	To approve the payment of Directors' fees for the ensuing financial year.	Ordinary Resolution 1
3.	To re-elect a Director, Tan Sri Dato' Sulaiman bin Sujak , who retires in accordance with Section 129 of the Companies Act, 1965 .	Ordinary Resolution 2
4.	To re-elect a Director, Yong Kok Liew , who retires in accordance with Article 69 of the Company's Articles of Association and being eligible, has offered himself for re-election.	Ordinary Resolution 3
5.	To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 4

AS SPECIAL BUSINESS

6.	Retention of Independent Directors	
(a)	THAT subject to the passing of Resolution No. 2, approval be and is hereby given to Tan Sri Dato' Sulaiman Bin Sujak, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as a Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012.	Ordinary Resolution 5
(b)	THAT subject to the passing of Resolution No. 3, approval be and is hereby given to Yong Kok Liew, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012.	Ordinary Resolution 6
(c)	THAT approval be and is hereby given to Dato' Adnan bin Shamsuddin, who has served as a Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code of Corporate Governance 2012.	Ordinary Resolution 7
7.	Proposed amendments to the Company's Articles of Association (Proposed Amendments). "THAT the proposed amendments to the Articles of Association of the Company as contained in Appendix I of the Circular to Shareholders of the Company dated 4 September 2013 be and is hereby approved". "AND THAT the Directors of the Company are also hereby authorised to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the proposed amendments to the Articles of Association of the Company".	Special Resolution 1
8.	To transact any other ordinary business of which due notice shall have been given.	

BY ORDER OF THE BOARD

AMIRUDDIN BIN ABDUL SHUKOR (MIA 19037)
Company Secretary

Shah Alam, Selangor
4th September 2013

NOTES:-

- Receiving of the Audited Financial Statements Item 1 of the Agenda is intended for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders of the Audited Financial Statements. As such, this item is not put forward for voting.
- Explanatory Notes on Ordinary Business
 - Re-appointment of Directors above 70 years of age
The proposed Ordinary Resolution 2 of the Agenda is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed for Directors above the aged of 70. The Director so appointed shall hold office until the conclusion of the next Annual General Meeting of the Company. This resolution must be passed by a majority of not less than three-fourth of such Members of the Company as being entitled to vote in person or where proxies are allowed, by proxy at the Annual General Meeting of the Company.
- Explanatory Notes on Special Business
 - Retention of Independent Directors
The proposed Ordinary Resolutions 5, 6 and 7 are to seek the shareholders' approval to retain directors who have served as an Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. The Board and the Nomination Committee has assessed the independence of the following directors and recommends them to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-
Resolution 5 – Tan Sri Dato' Sulaiman bin Sujak
 - Tan Sri Dato' Sulaiman bin Sujak has fulfilled the criteria under the definition of an Independent Director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities) and hence he would be able to provide an element of objectivity, independent judgment and balance to the Board.
 - Being the Chairman of the Audit Committee, Tan Sri Dato' Sulaiman bin Sujak has the respective knowledge, skills and experience that would enable him to ensure the effectiveness of the Audit Committee in providing independent, objective and effective oversight to the Board.
 - Tan Sri Dato' Sulaiman bin Sujak is very disciplined especially in respects of the internal controls of the Company. He has performed his duty diligently and in the best interests of the Company and has always provided the Board balance required by providing the Board a check and balance on matters being deliberated by the Board.
 - Tan Sri Dato' Sulaiman bin Sujak has vast experience in various industries that would enable him to provide the Board with a diverse set of experience, expertise and independent judgment to better manage the Group.
 - Having been with the Company for more than nine (9) years, Tan Sri Dato' Sulaiman bin Sujak is familiar with the Group's business operations and has devoted sufficient time and attention to his professional obligations for informed and balance decision making.
 - Tan Sri Dato' Sulaiman bin Sujak has exercised due care during his tenure as Independent Non-Executive Directors of the Company and has carried out his professional duties in the interest of the Company and shareholders.
 Resolution 6 – Yong Kok Liew
 - Yong Kok Liew has fulfilled the criteria under the definition of an Independent Director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities) and hence he would be able to provide an element of objectivity, independent judgment and balance to the Board.
 - His wealth of experience in the accounting and audit fields will enable him to provide immeasurable guidance both technically as well as judgment wise during Board deliberations. Being a member of the Malaysian Institute of Accountants and also an associate member of the Chartered Institute of Management Accountants, U.K, Yong Kok Liew has the respective knowledge, skills and experience that would enable him to ensure the effectiveness of the Audit and Risk Management Committees in providing independent, objective and effective oversight to the Board.
 - Yong Kok Liew has performed his duty diligently and in the best interests of the Company and has always provided the Board balance required by providing the Board a check and balance on matters being deliberated by the Board.
 - Yong Kok Liew has vast experience in various industries that would enable him to provide the Board with a diverse set of experience, expertise and independent judgment to better manage the Group.
 - Having been with the Company for more than eight (8) years, Yong Kok Liew is familiar with the Group's business operations and has devoted sufficient time and attention to his professional obligations for informed and balance decision making.
 - Yong Kok Liew has exercised due care during his tenure as Independent Non-Executive Directors of the Company and has carried out his professional duties in the interest of the Company and shareholders.
 Resolution 7 – Dato' Adnan bin Shamsuddin
 - Dato' Adnan bin Shamsuddin has fulfilled the criteria under the definition of an Independent Director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Bursa Securities) and hence he would be able to provide an element of objectivity, independent judgment and balance to the Board.
 - Being the Senior Independent Non-Executive Director, Dato' Adnan bin Shamsuddin has the respective knowledge, skills and experience especially in the areas of operational excellence and human capital management that would enable him to give prudent counsel to ensure the effectiveness of the Audit Committee in providing independent, objective and effective oversight to the Board.
 - Being the whistleblowing director, Dato' Adnan bin Shamsuddin has performed his duty diligently and in the best interests of the Company and has always provided the Board balance required by providing the Board a check and balance on matters being deliberated by the Board.
 - Dato' Adnan bin Shamsuddin has vast experience in various industries that would enable him to provide the Board with a diverse set of experience, expertise and independent judgment to better manage the Group.
 - Having been with the Company for more than nine (9) years, Dato' Adnan bin Shamsuddin is familiar with the Group's business operations and has devoted sufficient time and attention to his professional obligations for informed and balance decision making.
 - Dato' Adnan bin Shamsuddin has exercised due care during his tenure as Independent Non-Executive Directors of the Company and has carried out his professional duties in the interest of the Company and shareholders.
- Proposed Amendments to the Company's Articles and Association
The proposed Special Resolution 1 under agenda item 8 is to amend the Company's Articles of Association to be in line with the recent amendments to the Main Market Listing Requirements of Bursa Securities. The details of the Proposed Amendments to the Company's Articles of Association are set out in Appendix I of the Circular to Shareholders of the Company dated 4 September 2013.
- Form of Proxy
 - A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of him/her. A proxy may but need not be a Member of the Company.
 - Where a Member appoints two (2) or more proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
 - A Member who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, may appoint one (1) proxy in respect of each securities account.
 - Where a Member is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
 - The instruments appointing a proxy in the case of individual shall be signed by the appointor or his attorney duly authorised in writing and in the case of a corporation, the instrument appointing a proxy must be under seal or under the hand of an officer or attorney duly authorised.
 - Only Members whose names appear in the Record of Depositors as at 20th September 2013 will be entitled to attend, speak and vote at the meeting or appoint a proxy to attend, speak and vote instead of him/her.
 - To be valid, the original instrument appointing a proxy must be deposited at the Registered Office of the Company at Lot 11A, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan, not less than forty eight (48) hours before the time appointed for holding of the Annual General Meeting and any adjournment thereof.