



Nationwide Express Courier Services Berhad (133096-M)
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF COURT CONVENED MEETING
IN THE HIGH COURT OF MALAYA AT SHAH ALAM
SELANGOR DARUL EHSAN
ORIGINATING SUMMONS NO. BA-24NCC-52-06/2016**

In the matter of Nationwide Express Courier Services Berhad (Company No.: 133096-M);

And

In the matter of the Proposed Scheme of Arrangement between Nationwide Express Courier Services Berhad and its Members involving Nationwide Express Holdings Berhad (formerly known as Nationwide Express Holdings Sdn. Bhd.) (Company No.: 1185457-K);

And

In the matter of Share Exchange Agreement between Nationwide Express Courier Services Berhad and Nationwide Express Holdings Berhad;

And

In the matter of Sections 176, 177 and 178 of the Companies Act, 1965;

And

In the matter of Order 88 of the Rules of Court, 2012

NATIONWIDE EXPRESS COURIER SERVICES BERHAD (Company No.: 133096-M) ... Applicant

NOTICE OF COURT CONVENED MEETING

(For Shareholders of the Applicant)

NOTICE IS HEREBY GIVEN that by an Order of the High Court of Malaya at Shah Alam ("**High Court**") dated 24 June 2016 in respect of the above matter ("**Order**"), the High Court has directed a meeting to be convened for the shareholders of the abovenamed Applicant, Nationwide Express Courier Services Berhad ("**NECSB**" or "**Company**"), be convened for the purpose of considering and, if thought fit, approving (with or without modification or addition) a scheme of arrangement proposed to be made between NECSB and its shareholders ("**Court Convened Meeting**") pursuant to Section 176 of the Companies Act, 1965 ("**Act**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for NECSB's shareholders:

"**THAT** subject to the sanction of the High Court of the proposed scheme of arrangement as set out in the Notice of Court Convened Meeting dated 8 August 2016, approval be and is hereby given for the implementation under Section 176 of the Act of a scheme of arrangement of NECSB and the shareholders of NECSB ("**Proposed Scheme of Arrangement**"), details of which are set out in Sections 2.1 to 2.2 of the Explanatory Statement to holders of NECSB Shares (as defined below) / Circular to shareholders of NECSB dated 8 August 2016 ("**Explanatory Statement/Circular**"), which entails amongst others, the following proposals:

(a) Proposed exchange of the entire issued and paid-up ordinary shares of RM1.00 each in NECSB ("**NECSB Shares**") for ordinary shares of RM0.50 each in NewCo ("**NewCo Shares**") on the basis of two (2) new NewCo Shares for every one (1) NECSB Share held ("**Proposed Share Exchange**"); and

(b) Proposed assumption of the listing status of NECSB by NewCo and the admission of NewCo to, and withdrawal of NECSB from the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**") with the listing and quotation for the new NewCo Shares on the Main Market of Bursa Securities ("**Proposed Transfer of Listing**");

(collectively referred to as the "**Proposed Internal Reorganisation**")

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to complete and give effect to the Proposed Internal Reorganisation and to do all acts and things for and on behalf of the Company as the Board may consider necessary or expedient with full power to:

(a) execute any other agreements in relation to the Proposed Share Exchange and the Proposed Transfer of Listing and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Share Exchange and the Proposed Transfer of Listing; and

(b) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by Bursa Securities and any other relevant authorities or as may be deemed necessary by the Board in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Share Exchange and the Proposed Transfer of Listing,

AND THAT all previous actions taken by the Board for the purpose of or in connection with the Proposed Share Exchange and the Proposed Transfer of Listing and are hereby adopted, approved and ratified."

The Court Convened Meeting for Shareholders will be held at Training Room, Nationwide Express Courier Services Berhad, Lot 11A, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 30 August 2016 at 11.30 a.m. or immediately following the conclusion of the Company's Thirtieth (30th) Annual General Meeting (which will be held at the same venue and on the same day at 10.00 a.m.), whichever is later, or at any adjournment thereof, at which place and time all the aforesaid shareholders are requested to attend.

A copy of the Explanatory Statement/Circular detailing the Proposed Scheme of Arrangement and containing the Form of Proxy required to be furnished pursuant to Section 177 of the Act is enclosed herewith ("**Document**"). Additional copies of the Document can be obtained from the registered office of the Company at Lot 11A, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia on any day from the date of the Document up to the date of the Court Convened Meeting for Shareholders, from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays).

The Shareholders may vote in person at the Court Convened Meeting for Shareholders or they may appoint another person or proxy to attend and vote in their stead. A proxy may but need not be a member of the Company. A Form of Proxy for Court Convened Meeting for shareholders is enclosed in the Document.

The Form of Proxy must be deposited at the registered office of the Company at Lot 11A, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia no later than 24 hours before the time appointed for the Court Convened Meeting for shareholders or any adjourned meeting thereof.

By the Order of the Court, the Court has appointed Cik Rozilawati binti Haji Basir, or in her absence, Puan Mazatul Aini Shahar binti Abdul Malek Shahar to act as the Chairman of the Court Convened Meeting for Shareholders and that the results of the Court Convened Meeting for Shareholders be reported to the Court after the Court Convened Meeting for shareholders

The Proposed Scheme of Arrangement will be subject to the subsequent sanction of the Court.

Date: 8 August 2016

Messrs Naqiz and Partners
Solicitors for Nationwide Express Courier Services Berhad
No. 42A, Lorong Dungun, Damansara Heights,
50490 Kuala Lumpur,
Malaysia.

Notes:

1. A member entitled to attend and vote at the meeting may appoint one (1) proxy to attend and vote on his/her behalf. A proxy may but need not be a member of the Company and if not a member, he/she need not be a qualified legal practitioner, and approved company auditor or a person approved by the Registrar.
2. The instrument appointing a proxy shall be signed by (a) the individual member or (b) the individual member's attorney duly supported by a certified true copy of the power of attorney.
3. For a corporate member, the instrument appointing a proxy shall be executed under (a) its common seal or (b) the hand of a duly authorised officer or attorney. In the case of (b), it shall be supported by a certified true copy of (i) the resolution appointing such officer, or (ii) the relevant power of attorney.
4. In the case of a member who is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit as to the number of proxies it may appoint. If more than one (1) proxy is appointed, the Exempt Authorised Nominee shall specify the number of shares to be represented by each proxy.
5. The 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, Malaysia not less than 24 hours before the time for holding the meeting or any adjourned meeting.