



## N2N CONNECT BERHAD

(Company No.: 523137-K)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of N2N Connect Berhad (“N2N” or “Company”) will be held at Wisma N2N, Level 9, Tower 2, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Monday, 23 June 2014 at 1.00 p.m. (or immediately following the conclusion or adjournment of the Thirteenth Annual General Meeting of the Company scheduled to be held at 12.00 p.m. on the same day and at the same venue) or any adjournment thereof, for the purposes of considering and, if thought fit, to pass the following resolutions:

#### ORDINARY RESOLUTION 1

**PROPOSED PRIVATE PLACEMENT OF 122,027,600 NEW ORDINARY SHARES OF RM0.10 EACH IN N2N (“PLACEMENT SHARES”) REPRESENTING UP TO APPROXIMATELY 28% OF THE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF RM0.89 PER PLACEMENT SHARE (“PROPOSED PRIVATE PLACEMENT”)**

“THAT subject to the passing of the Ordinary Resolution 2, Special Resolution 1 and the approval of all relevant authorities, including the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for all new N2N Shares to be issued hereunder, approval be and is hereby given to the Directors of the Company to issue 122,027,600 new Placement Shares representing approximately twenty eight percent (28%) of the enlarged issued and paid-up share capital of N2N at the issue price of RM0.89 per Placement Share, equally to Nikkei Inc and QUICK Corp. for such purposes as disclosed in the Circular to shareholders dated 30 May 2014.

**AND THAT** the Placement Shares shall, upon issue and allotment, rank *pari passu* in all respects with the then existing N2N Shares, save and except that the holders of the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid prior to the date of allotment of the Placement Shares, as the case may be.

**AND THAT** the Directors be and are hereby authorised with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to enter into all such agreements, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to take steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Private Placement.”

#### ORDINARY RESOLUTION 2

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

“THAT subject to the passing of the Ordinary Resolution 1 and Special Resolution 1 and the approval of all relevant authorities, if required, the authorised share capital of the Company be increased from RM50,000,000 divided into 500,000,000 ordinary shares of RM0.10 each to RM100,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.10 each by the creation of 500,000,000 new ordinary shares of RM0.10 each and such new shares shall rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company.”

#### SPECIAL RESOLUTION 1

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY (“PROPOSED M&A AMENDMENTS”)**

“THAT, subject to the passing of the Ordinary Resolution 1 and 2 above and the approval of all relevant authorities, if required, approval be and is hereby given for the Memorandum and Articles of Association (“M&A”) of the Company to be amended by deleting the existing Clause VI of the Memorandum of Association of the Company and Article 11 of the Articles of Association of the Company in their entirety and be replaced with the following new Clause VI and Article 11 as set out below:

Existing Clause and Article of our M&A	Amended Clause and Article of our M&A
<b>Existing Clause VI</b> The Authorised Capital of the Company is RM50,000,000.00 divided into 500,000,000 Ordinary shares of RM0.10 each (Malaysian Currency). The Company shall have power to increase or reduce its capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and divide the shares forming the capital or increased or reduced capital for the time being into several classes and attach thereto preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid and any preference shares may be issued on the terms that it is or at the option of the Company is liable to be redeemed.	<b>New Clause VI</b> The Authorised Capital of the Company is RM100,000,000.00 divided into 1,000,000,000 Ordinary shares of RM0.10 each (Malaysian Currency). The Company shall have power to increase or reduce its capital, to consolidate or subdivide the shares into shares of larger or smaller amounts and divide the shares forming the capital or increased or reduced capital for the time being into several classes and attach thereto preferential, deferred or special rights, privileges or conditions as may be determined by or in accordance with regulations for the time being of the Company and to issue additional capital with any such rights, privileges or conditions as aforesaid and any preference shares may be issued on the terms that it is or at the option of the Company is liable to be redeemed.
<b>Existing Article 11</b> The share capital of the Company is RM50,000,000.00 divided into 500,000,000 ordinary shares of RM0.10 each.	<b>New Article 11</b> The share capital of the Company is RM100,000,000.00 divided into 1,000,000,000 ordinary shares of RM0.10 each.

**AND THAT** the Directors of the Company be and are hereby authorised to give full effect to the said amendments, alteration, modification and deletion to the M&A of the Company as may be required by any relevant authorities as they deem fit, necessary or expedient.”

#### BY ORDER OF THE BOARD

**Ho Mun Yee (MAICSA 0877877)**  
**Tam Fong Ying (MAICSA 7007857)**  
Company Secretaries

Kuala Lumpur  
30 May 2014

#### Notes:

- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall be entitled to appoint more than one (1) proxy but not exceeding three (3) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at 3rd Floor, No. 17 Jalan Ipoh Kecil, 50350 Kuala Lumpur not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 77 of the Company's Articles of Association and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 16 June 2014. Only a depositor whose name appears on the Record of Depositors as at 16 June 2014 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.