

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 28th Annual General Meeting of Nationwide Express Courier Services Berhad will be held at Nationwide Express Courier Services Berhad, Lot 6 & 7, Jalan Utas 15/7, Section 15, 40000 Shah Alam, Selangor Darul Ehsan on **Monday, 15th September 2014 at 3.00 p.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 2014 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, Tun Dato' Seri Zaki bin Tun Azmi, who retires in accordance with Article 75 of the Company's Articles of Association.	Ordinary Resolution 3
5. To re-elect a Director, Dr. Roshayati binti Basir, who retires in accordance with Article 69 of the Company's Articles of Association.	Ordinary Resolution 4
6. To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 5

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 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
(b) THAT 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 7
(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 8
7. To transact any other ordinary business of which due notice shall have been given.	

BY ORDER OF THE BOARD

AMILIA BINTI SABTU (CA18550)

Company Secretary

Shah Alam, Selangor

25th August 2014

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.
 - Retention of Independent Directors

The proposed Ordinary Resolutions 6, 7 and 8 are to seek the shareholders' approval to retain directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. The Board and the Nomination Committee have assessed the independence of the following directors and recommends them to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

Resolution 6 – 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 judgement and balance to the Board.
 - Tan Sri Dato' Sulaiman bin Sujak has the respective knowledge, skills and experience that would enable him to provide independent, objective and effective oversight to the Board.
 - Tan Sri Dato' Sulaiman bin Sujak is very disciplined especially in respect 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 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 judgement 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 7 – 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 judgement 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 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 judgement to better manage the Group.
 - Having been with the Company for more than nine (9) 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 8 – 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 judgement 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.
- 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 appointer 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 8th September 2014 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.