



NETX HOLDINGS BERHAD (533441-W)

## NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Thirteenth Annual General Meeting of the Company will be held at Level 4, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 18 December 2014 at 10.30 a.m. to transact the following businesses:

	Ordinary Resolution No.
<b>AGENDA</b>	
1. To receive the Audited Financial Statements of the Company for the financial period ended 30 June 2014 together with the Directors' and Auditors' Reports thereon.	
2. To re-elect the following Directors retiring in accordance to Article 110 of the Company's Articles of Association with Company's Articles of Association:	
(a) Encik Yahya Bin Razali	1
(b) Mr Lai Pai Lan	2
(c) Dato' Chang Lik Sean	3
3. To appoint Auditors and to authorise the Directors to fix their remuneration.	4
4. As Special Business to consider and if thought fit, to pass the following resolution, with or without modifications:	
<b>ORDINARY RESOLUTION - AUTHORITY TO ISSUE SHARES</b>	
"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to issue shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being."	5
5. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965.	

### BY ORDER OF THE BOARD

**SEOW FEI SAN**

**LAW MEE POO**

Secretaries

Petaling Jaya

26 November 2014

#### Notes:-

- (i) Only depositors whose names appear in the Record of Depositors as at 12 December 2014 shall be regarded as members and are entitled to attend, speak and vote at the Meeting.
- (ii) Each member entitled to attend and vote in person may appoint up to two (2) proxies or attorneys or authorised representatives to attend and vote in its stead.
- (iii) A proxy may but need not be a Member of the Company and need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (iv) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of such Securities Account.
- (v) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary share in the Company for multiple beneficial owners in one (1) securities account (omnibus account), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (vi) The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17, Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.

#### Explanatory Note on Special Business

#### ORDINARY RESOLUTION 5

The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue not more than 10% of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the interest of the Company. This authorisation will, unless revoked or varied by the Company in a general meeting, expire at the next Annual General Meeting of the Company.

The authority, if granted by the shareholders, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, 56,800,000 new share in the Company was issued pursuant to the authority granted to the Directors at the Twelfth Annual General Meeting held on 26 June 2013 via a private placement on 13 November 2013 and the said authority will lapse at the conclusion of the Thirteenth Annual General Meeting.