



## N2N CONNECT BERHAD

(523137-K)

(Incorporated in Malaysia)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of the Company will be held at Wisma N2N, Level 9, Tower 2, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 4 June 2015 at 10:00 a.m. to transact the following business:

#### Agenda

##### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon. (Ordinary Resolution 1)
- To approve the payment of Directors' fees of RM193,700 for the financial year ended 31 December 2014 (2013: RM209,644). (Ordinary Resolution 2)
- To re-elect the following Directors retiring in accordance with Article 127 of the Company's Articles of Association:
  - Mr Tiang Boon Hwa (Ordinary Resolution 3)
  - Datuk Tan Boon Leng (Ordinary Resolution 4)
- To re-elect the following Directors retiring in accordance with Article 132 of the Company's Articles of Association:
  - Mr Tetsuya Iguchi (Ordinary Resolution 5)
  - Mr Akio Furuse (Ordinary Resolution 6)
- To consider, and if thought fit, to pass the following resolution:  
"That Dato' Chew Kong Seng @ Chew Kong Huat, who retires in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." (Ordinary Resolution 7)
- To re-appoint Messrs Morison Anuarul Azizan Chew as Auditors of the Company and to authorise the Board of Directors to determine their remuneration. (Ordinary Resolution 8)

##### Special Business

- To consider and if thought fit, to pass the following as an ordinary resolution:  
**AUTHORITY PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**  
"THAT, pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant government and/or regulatory authorities, where necessary, the Directors be and are hereby empowered to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and 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 does not exceed 10% of the total issued share capital of the Company at the time of issue, and that the Directors be and are also empowered to obtain the approval of Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued." (Ordinary Resolution 9)
- To consider and if thought fit, to pass the following as an ordinary resolution:  
**PROPOSED RENEWAL OF THE AUTHORITY FOR N2N CONNECT BERHAD TO PURCHASE UP TO TEN PERCENT (10%) OF ITS ISSUED AND PAID-UP SHARE CAPITAL ("PROPOSED SHARE BUY-BACK")**  
"THAT, subject to the Companies Act, 1965, the Articles of Association of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the ACE Market ("ACE LR") and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase its own ordinary shares of RM0.10 each ("Shares") on the ACE Market of Bursa Securities ("Proposed Share Buy-Back") at any time, upon such terms and conditions as the Directors shall in their discretion deem fit and expedient in the best interest of the Company provided that:-
  - The aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the prevailing issued and paid-up share capital of the Company at the time of purchase and the compliance with the public shareholding spread requirements as stipulated in Rule 8.02(1) of the ACE LR or such other requirements as may be determined by Bursa Securities from time to time;
  - The maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the audited retained profits and/or share premium account of the Company of RM13,846,441 and RM106,225,342 respectively as at 31 December 2014;
  - The authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-
    - the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
    - the expiration of the period within which the next AGM after that date is required by law to be held; or
    - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;
 whichever occurs first; and
  - Upon the purchase by the Company of its own Shares, the Board of Directors of the Company ("Board") be and is hereby authorised to:-
    - cancel all or part of the Shares purchased pursuant to the Proposed Share Buy-Back ("Purchased Shares"); and/or
    - retain all or part of the Purchased Shares as treasury shares; and/or
    - distribute the treasury shares as share dividends to the Company's shareholders for the time being; and/or
    - resell the treasury shares on Bursa Securities.

AND THAT authority be and is hereby given to the Board to take all such steps as are necessary or expedient to implement, finalise and give full effect to and to implement the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company." (Ordinary Resolution 10)

- To transact any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this Fourteenth Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") 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 29 May 2015. Only a depositor whose name appears on the Record of Depositors as at 29 May 2015 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.

By order of the Board

**HO MUN YEE (MAICSA 0877877)**  
**TAM FONG YING (MAICSA 7007857)**  
**Company Secretaries**

Kuala Lumpur  
13 May 2015

##### Notes:

- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act 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.

##### EXPLANATORY NOTES ON SPECIAL BUSINESS

###### A. Authority pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot ordinary shares in the Company up to and not exceeding in total 10% of the issued capital of the Company at the time of issue. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 23 June 2014, in which the said mandate will lapse at the conclusion of this AGM.

The Renewed Mandate 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, acquisitions and/or such other applications that the Directors may in their absolute discretion deem fit.

###### B. Proposed Renewal of Authority To Buy-Back Shares

The Ordinary Resolution, if passed, will provide mandate for the Company to buy-back its own shares up to a limit of 10% of the existing issued and paid-up share capital of the Company. Further explanatory notes on Ordinary Resolution 10 is set out in the Statement to Shareholders dated 13 May 2015 despatched together with the Annual Report.