

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of NWP Holdings Berhad (“NWP” or “Company”) will be held at Kenanga Room, Sri Damansara Club Berhad, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Monday, 19 September 2016 at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following ordinary resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (“PROPOSED SIS”)

“THAT subject to the provisions under the Companies Act, 1965 (“the Act”) and the approvals of the relevant authorities being obtained for the Proposed SIS, approval be and is hereby given for the Company to-

- establish and administer the Proposed SIS which involves the granting of options to all eligible employees of the Company and its subsidiaries (“NWP Group” or “the Group”) including Directors of the Group (excluding NWP’s subsidiaries which are dormant) who meet the criteria of eligibility for participation of the Proposed SIS (“Eligible Persons”) as set out in the By-laws, a draft of which is set out in Appendix I of the Circular to Shareholders dated 26 August 2016 (“By-laws”);
- allot and issue such number of new ordinary shares of RM0.25 each in NWP (“NWP Shares”) to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed SIS while this approval is in force provided that the aggregate number of NWP Shares to be allotted and issued shall not exceed fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding any treasury shares) at any one time throughout the duration of the Proposed SIS;
- make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation for the new NWP Shares which may from time to time be allotted and issued pursuant to the Proposed SIS. Such new NWP Shares will, upon allotment, issuance and full payment, rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new NWP Shares will not be entitled to any dividends, rights, allotments or any other distributions that may be declared, made or paid, the entitlement date of which precedes the date of allotment of such new NWP Shares and will be subject to all the provisions of the Articles of Association of the Company (including those relating to transfer and transmission);
- modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the By-laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS; and
- extend the duration of the Proposed SIS for a maximum period of an additional five (5) years (the duration of the Proposed SIS would then be for a total period of ten (10) years from the effective date of the Proposed SIS), if the Board of Directors of the Company (“Board”) deems fit;

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed SIS with full power to modify and/or amend the By-laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-laws relating to amendments and/or modifications and to assent to any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities.”

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF OPTIONS TO WONG SEE MING

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Wong See Ming, being the Executive Director of the Company, options to subscribe for new NWP Shares and if such options are accepted and exercised, to allot and issue such number of new NWP Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- not more than ten percent (10%) of the total number of SIS Options shall be allocated to Wong See Ming, as long as Wong See Ming either singly or collectively through persons connected with him (as defined in the Main Market Listing Requirements of Bursa Securities (“Listing Requirements”)), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of NWP; and
- the number of NWP Shares allocated, in aggregate, to the Directors and senior management of the Company and its wholly-owned subsidiaries (excluding NWP’s subsidiaries which are dormant) shall not exceed eighty percent (80%) of the total number new NWP Shares to be issued under the Proposed SIS.

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws.”

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF OPTIONS TO DATO’ SRI KEE SOON LING

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato’ Sri Kee Soon Ling, being the Executive Director of the Company, options to subscribe for new NWP Shares and if such options are accepted and exercised, to allot and issue such number of new NWP Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato’ Sri Kee Soon Ling, as long as Dato’ Sri Kee Soon Ling either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of NWP; and
- the number of NWP Shares allocated, in aggregate, to the Directors and senior management of the Company and its wholly-owned subsidiaries (excluding NWP’s subsidiaries which are dormant) shall not exceed eighty percent (80%) of the total number new NWP Shares to be issued under the Proposed SIS.

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws.”

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS TO DATO’ ZHANG LI

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Dato’ Zhang Li, being the Executive Director of the Company, options to subscribe for new NWP Shares and if such options are accepted and exercised, to allot and issue such number of new NWP Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- not more than ten percent (10%) of the total number of SIS Options shall be allocated to Dato’ Zhang Li, as long as Dato’ Zhang Li either singly or collectively through persons connected with her (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of NWP; and
- the number of NWP Shares allocated, in aggregate, to the Directors and senior management of the Company and its wholly-owned subsidiaries (excluding NWP’s subsidiaries which are dormant) shall not exceed eighty percent (80%) of the total number new NWP Shares to be issued under the Proposed SIS.

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws.”

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF OPTIONS TO DATUK JOHN MALUDA @ WANJI

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datuk John Maluda @ Wanji, being the Independent Non-Executive Director of the Company, options to subscribe for new NWP Shares and if such options are accepted and exercised, to allot and issue such number of new NWP Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- not more than ten percent (10%) of the total number of SIS Options shall be allocated to Datuk John Maluda @ Wanji, as long as Datuk John Maluda @ Wanji either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of NWP; and

- the number of NWP Shares allocated, in aggregate, to the Directors and senior management of the Company and its wholly-owned subsidiaries (excluding NWP’s subsidiaries which are dormant) shall not exceed eighty percent (80%) of the total number new NWP Shares to be issued under the Proposed SIS.

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws.”

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO PAULINUS MOJIUN

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Paulinus Mojiun, being the Independent Non-Executive Director of the Company, options to subscribe for new NWP Shares and if such options are accepted and exercised, to allot and issue such number of new NWP Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- not more than ten percent (10%) of the total number of SIS Options shall be allocated to Paulinus Mojiun, as long as Paulinus Mojiun either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of NWP; and
- the number of NWP Shares allocated, in aggregate, to the Directors and senior management of the Company and its wholly-owned subsidiaries (excluding NWP’s subsidiaries which are dormant) shall not exceed eighty percent (80%) of the total number new NWP Shares to be issued under the Proposed SIS.

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws.”

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO PROF DATUK DR DOMINIC LAU HOE CHAI

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Prof Datuk Dr Dominic Lau Hoe Chai, being the Independent Non-Executive Director of the Company, options to subscribe for new NWP Shares and if such options are accepted and exercised, to allot and issue such number of new NWP Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- not more than ten percent (10%) of the total number of SIS Options shall be allocated to Prof Datuk Dr Dominic Lau Hoe Chai, as long as Prof Datuk Dr Dominic Lau Hoe Chai either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of NWP; and
- the number of NWP Shares allocated, in aggregate, to the Directors and senior management of the Company and its wholly-owned subsidiaries (excluding NWP’s subsidiaries which are dormant) shall not exceed eighty percent (80%) of the total number new NWP Shares to be issued under the Proposed SIS.

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws.”

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF OPTIONS TO MAK HON LEONG

“THAT, subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Mak Hon Leong, being the Non-Independent Non-Executive Director of the Company, options to subscribe for new NWP Shares and if such options are accepted and exercised, to allot and issue such number of new NWP Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-laws, provided that:

- not more than ten percent (10%) of the total number of SIS Options shall be allocated to Mak Hon Leong, as long as Mak Hon Leong either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of NWP; and
- the number of NWP Shares allocated, in aggregate, to the Directors and senior management of the Company and its wholly-owned subsidiaries (excluding NWP’s subsidiaries which are dormant) shall not exceed eighty percent (80%) of the total number new NWP Shares to be issued under the Proposed SIS.

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws.”

ORDINARY RESOLUTION 9

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF NWP FROM RM100,000,000 COMPRISING 400,000,000 NWP SHARES TO RM500,000,000 COMPRISING 2,000,000,000 NWP SHARES (“PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL”)

“THAT subject to the passing of Special Resolution, the authorised share capital of the Company be increased from RM100,000,000 divided into 400,000,000 ordinary shares of RM0.25 each to RM500,000,000 divided into 2,000,000,000 ordinary shares of RM0.25 each by the creation of 1,600,000,000 new ordinary shares of RM0.25 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

PROPOSED AMENDMENTS TO THE COMPANY’S MEMORANDUM OF ASSOCIATION AS A CONSEQUENCE OF THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL (“PROPOSED AMENDMENTS”)

“THAT subject to the passing of the Ordinary Resolution 9 above, the Memorandum of Association of NWP shall be amended by deleting the existing Clause 5 in its entirety and replacing it with the following new Clause 5:”

Existing	Amended
Memorandum of Association	Memorandum of Association
Clause 5	Clause 5
The Capital of the Company is RM100,000,000.00 divided into 400,000,000 shares of RM0.25 each	The Capital of the Company is RM500,000,000.00 divided into 2,000,000,000 shares of RM0.25 each.

By Order of the Board

MOHD ZAKIE BIN SAUD

(LS 0008268)

Company Secretary

Selangor Darul Ehsan

Date: 26 August 2016

Notes:

- A member of the Company entitled to attend and vote at the meeting may appoint more than two (2) proxies to attend and vote on the same occasion. A proxy appointed 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. If a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- If the appointer is a corporation, the form of proxy must be under its common seal or under the hand of an officer or attorney duly authorized in writing.
- Where a Member of the Company is an exempt authorised nominee which holds ordinary shares 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Central Depositories Act.
- The proxy form must be deposited at the registered office of the Company at Unit 1119, 11th Floor, Block A, Damansara Intan, No. 1, Jalan S20/27, 47400 Petaling Jaya, Selangor Darul Ehsan, at least forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.
- Kindly note that the date of the General Meeting Record of Depositors shall be on 9 September 2016.