



NETX HOLDINGS BERHAD

(Company No.: 533441-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of NetX Holdings Berhad ("NetX" or 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, 24 November 2016 at 11.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution, with or without any modifications:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY VIA THE CANCELLATION OF RM0.03 OF THE PAR VALUE OF THE ORDINARY SHARES OF RM0.05 EACH TO RM0.02 EACH PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("PROPOSED PAR VALUE REDUCTION")

"THAT subject to the confirmation of the High Court of Malaya pursuant to Section 64 of the Companies Act, 1965 and approvals being obtained from the relevant authorities and parties, approval be and is hereby given to the Company to effect the following:

- (a) a reduction in the par value of each of the issued and unissued ordinary shares in the capital of the Company from RM0.05 each to RM0.02 each so that the authorised capital is reduced from RM250,000,000.00 divided into 5,000,000,000 ordinary shares of RM0.05 each to RM100,000,000.00 divided into 5,000,000,000 ordinary shares of RM0.02 each by the cancellation of RM0.03 per ordinary share ("**Proposed Par Value Reduction**");
- (b) the credit of RM37,533,181.98 arising therefrom shall be utilised to reduce its accumulated losses (at Company level) and any balance arising thereafter will be credited to its retained earnings (at Company level) which may be utilised in such manner as the board of directors of the Company ("**Board**") deems fit and as permitted by relevant and applicable laws; and
- (c) immediately upon completion of the said Proposed Par Value Reduction, the authorised share capital of the Company which has been reduced from RM250,000,000.00 to RM100,000,000.00 shall be increased to RM250,000,000.00 by the creation of 7,500,000,000 new ordinary shares of RM0.02 each so as to restore the authorised share capital of the Company to its original amount of RM250,000,000.00 comprising 12,500,000,000 ordinary shares of RM0.02 each,

AND THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute, sign and deliver on behalf of the Company all such documents and/or agreement as the Board may deem fit, necessary or expedient or appropriate in the best interest of the Company, in order to finalise, implement and/or give effect to the Proposed Par Value Reduction with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities and/or the High Court of Malaya."

BY ORDER OF THE BOARD

SEOW FEI SAN
LAW MEE POO

Company Secretaries

Petaling Jaya
20 October 2016

Notes:

- (i) Only depositors whose names appear in the Record of Depositors as at 17 November 2016 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 Share Registrar's office at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting.