



## N2N CONNECT BERHAD

(Company No.: 523137-K)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of N2N Connect Berhad ("N2N" or "Company") will be held at Wisma N2N, Level 9, Tower 2, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Thursday, 15 December 2016 at 11.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION BY N2N OF THE ENTIRE EQUITY INTEREST IN AFE SOLUTIONS LIMITED ("AFE") FROM REUTERS INTERNATIONAL HOLDING S.A.R.L. ("REUTERS SARL") AND SYSTEX CAPITAL GROUP INC ("SYSTEX") FOR AN INITIAL PURCHASE CONSIDERATION OF USD20,597,300 (EQUIVALENT TO RM88.10 MILLION) (SUBJECT TO ADJUSTMENTS) TO BE FULLY SATISFIED IN CASH ("PROPOSED ACQUISITION")**

**"THAT**, subject to the requisite approvals being obtained from all relevant authorities and/or parties as may be required, approval be and is hereby given to N2N for the acquisition by N2N of the entire equity interest in AFE from Reuters SARL and Systex for an initial purchase consideration of USD20,597,300 which is subject to adjustments pursuant to the terms and conditions set out in the conditional sale and purchase agreement dated 12 October 2016;

**AND THAT** the Board of Directors of N2N ("**Board**") be and is hereby authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents to complete the Proposed Acquisition with full powers to give effect or assent to any condition, variation, modification and/or amendment in such manner as may be required or permitted by the relevant authorities and/or parties or otherwise deemed necessary by the Directors in the best interest of the Company."

By Order of the Board

**HO MUN YEE (MAICSA 0877877)**

**TAM FONG YING (MAICSA 7007857)**

Company Secretaries

30 November 2016

#### Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint not more than three (3) proxies to attend and vote on his/her behalf. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy may, but need not, be a member. A member may appoint any person to be his/her proxy without any restriction as to the qualification of such person and the provisions of Sections 149(1)(a) and 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), he/she may appoint not more than three (3) proxies in respect of each Securities Account he/she holds with ordinary shares of the Company standing to the credit of the said Securities Account.
3. Where a member of the Company is an Exempt Authorised Nominee as defined under the SICDA 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 PROVIDED THAT each beneficial owner of ordinary shares, or where the ordinary shares are held on behalf of joint beneficial owners, such joint beneficial owners, shall only be entitled to instruct the Exempt Authorised Nominee to appoint not more than three (3) proxies to attend and vote at the EGM instead of the beneficial owner or joint beneficial owners.
4. The instrument appointing a proxy shall be in writing signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or signed by an officer or attorney so authorised.
5. The Form of Proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's Registered Office at 3rd Floor, No. 17 Jalan Ipoh Kecil, 50350 Kuala Lumpur not less than 24 hours before the time appointed for holding the Meeting or any adjournment thereof.
6. Only members registered in the Record of Depositors as at 8 December 2016 shall be eligible to attend, speak and vote at the EGM or appoint proxy(ies) to attend, speak and/or vote on their behalf.