



NATIONWIDE EXPRESS HOLDINGS BERHAD

(Company No. 1185457-K)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Nationwide Express Holdings Berhad ("**NEHB**" or "**Company**") will be held at Training Room, Nationwide Express Holdings Berhad, Lot 11A, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan on Thursday, 17 May 2018 at 10.00 a.m., or at any adjournment thereof, to consider and if thought fit, to pass with or without modification the following resolutions:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF COURIER SERVICE BUSINESS INCLUDING CERTAIN ASSETS AND LIABILITIES FROM AIRPAK EXPRESS (M) SDN BHD ("AIRPAK") BY NATIONWIDE EXPRESS DISTRIBUTION SDN BHD ("NEDSB"), A WHOLLY-OWNED SUBSIDIARY OF NATIONWIDE EXPRESS HOLDINGS BERHAD ("NEHB" OR "COMPANY") FOR A CASH CONSIDERATION OF RM15,000,000 AND 3,005,810 NEW ORDINARY SHARES OF NEHB ("NEHB SHARES") REPRESENTING 2.5% OF THE ISSUED SHARE CAPITAL OF NEHB AS AT THE DATE HEREOF AT THE ISSUE PRICE OF RM0.73 PER SHARE, SUBJECT TO ANY ADJUSTMENT PURSUANT TO THE ACQUISITION AGREEMENT (AS DEFINED HEREIN)

"THAT subject to the approval of Bursa Malaysia Securities Berhad and approval of all other relevant authorities and/or parties (if any) being obtained, approval be and is hereby given to NEDSB to acquire all Airpak's rights, title and interest in and to its courier service business as a going concern, including certain assets and liabilities of Airpak ("**Business**"), free from all encumbrances for a cash consideration of RM15,000,000 and 3,005,810 new NEHB Shares ("**Consideration Share(s)**") representing 2.5% of the issued share capital of NEHB as at the date hereof at the issue price of RM0.73 per Consideration Share, subject to and upon such terms and conditions as set out in a conditional acquisition agreement entered between NEDSB and Airpak dated 16 October 2017 ("**Acquisition Agreement**") ("**Proposed Acquisition**");

THAT pursuant to terms of the Acquisition Agreement, approval be and is hereby given for our Company to allot (whether provisionally or otherwise) and issue the Consideration Shares to Airpak and/or its nominee(s);

THAT the Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other and with the then existing NEHB Shares save and except that the holders of such new NEHB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the shareholders of NEHB, the entitlement date of which is prior to the date of allotment and issuance of such new NEHB Shares;

AND THAT the Board of Directors of our Company ("**Board**") be and is hereby authorised and empowered to give full effect to the Proposed Acquisition and the Acquisition Agreement with full power to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps and to execute and deliver and/or cause to be executed and delivered the Acquisition Agreement and all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, extensions, assignments, confirmations, declarations, and/or guarantees to or with any party or parties, and to do all such acts, things and matters as it may deem fit, necessary and/or expedient or in the best interests of NEHB and/or appropriate in order to implement, finalise and give full effect to the Proposed Acquisition under the terms and conditions of the Acquisition Agreement, with full powers to negotiate, approve, agree and assent to any conditions, revaluations, modifications, variations and/or amendments as may be required by any relevant authorities and/or as the Board deem fit, appropriate and in the best interest of NEHB."

By Order of the Board

Nationwide Express Holdings Berhad

FATTIADRIATI BINTI MOHD TAREH (LS 0009849)

FATINTAFRINA BINTI MOHD TAREH (BC/F/291)

Company Secretaries
Shah Alam, Selangor

2 MAY 2018

Notes:

1. Only members whose names appear in the Record of Depositors as at 11th May 2018 will be entitled to attend and vote at the meeting or appoint a proxy to attend and vote in his/her stead. A member entitled to attend and vote at the meeting may appoint one (1) proxy or two (2) proxies to attend and vote on his/her behalf. Where a member appoints two (2) proxies, the appointment shall be invalid unless he or she specifies the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of our Company and if not a member, he/she need not be a qualified legal practitioner, and approved company auditor or a person approved by the Registrar.
2. The instrument appointing a proxy shall be signed by (a) the individual member or (b) the individual member's attorney duly supported by a certified true copy of the power of attorney.
3. For a corporate member, the instrument appointing a proxy shall be executed under (a) its common seal or (b) the hand of a duly authorised officer or attorney. In the case of (b), it shall be supported by a certified true copy of (i) the resolution appointing such officer, or (ii) the relevant power of attorney.
4. In the case of a member who is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit as to the number of proxies it may appoint. If more than one (1) proxy is appointed, the Exempt Authorised Nominee shall specify the number of shares to be represented by each proxy.
5. The instrument appointing a proxy must be deposited at the Registered Office of our Company at Lot 11A, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof.