



**N2N CONNECT BERHAD**

(Company No. 523137-K)  
(Incorporated in Malaysia)

**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 Wednesday, 12 December 2018 at 10:00 a.m. or any adjournment thereof, for the purposes of considering and, if thought fit, passing the following resolutions, with or without modification:

**ORDINARY RESOLUTION 1**

**PROPOSED BONUS ISSUE OF UP TO 149,469,460 FREE WARRANTS IN N2N (“WARRANT(S)”) ON THE BASIS OF 1 WARRANT FOR EVERY 4 EXISTING ORDINARY SHARES IN N2N (“N2N SHARE(S)” OR “SHARE(S)”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE OF WARRANTS”)**

“**THAT**, subject to the approvals of all relevant regulatory authorities or parties being obtained for the Proposed Bonus Issue of Warrants, and to the extent permitted by law and the Constitution of the Company, the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to issue up to 149,469,460 Warrants to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an Entitlement Date, on the basis of 1 Warrant for every 4 existing N2N Shares held in accordance with the provisions in the deed poll to be executed by the Company, constituting the Warrants (“**Deed Poll**”);

**AND THAT** the exercise price will be determined and fixed by the Board at a later date, after the receipt of all relevant approvals and the Board be and is hereby authorised to allot and issue new N2N Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll and such new N2N Shares shall, upon allotment and issuance, rank equally in all respects with the existing N2N Shares, except that the new N2N Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the date of allotment and issuance of the new N2N Shares to be issued arising from the exercise of the Warrants;

**AND THAT** fractional entitlements of the Warrants arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded, and shall be dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and in the best interest of the Company;

**AND THAT** approval be and is hereby given to the Board to allot and issue additional Warrants as a consequence of any adjustments in accordance with the provisions of the Deed Poll and to allot and issue further new N2N Shares as may be required or permitted to be issued pursuant to such adjustments and upon any exercise by the holders of such additional Warrants.

**AND THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit and/or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll.

**AND THAT** the Board be and is hereby authorised to do all acts, deeds and things as they may consider necessary and/or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as it may deem fit and/or as may be required or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party

or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

## ORDINARY RESOLUTION 2

**PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) FOR ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF N2N AND ITS SUBSIDIARY COMPANIES ("N2N GROUP" OR "GROUP") (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) ("ELIGIBLE PERSONS") ("PROPOSED LTIP" OR "SCHEME")**

"**THAT**, subject to the approvals of all relevant regulatory authorities (where required) being obtained for the Proposed LTIP, and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised and empowered to:

- (i) establish, implement and administer the Scheme of up to 15% of the total number of issued shares of the Company (excluding treasury shares, if any) for the eligible Executive Directors and employees of N2N Group (excluding subsidiary companies which are dormant) in accordance with the provisions of the by-laws governing the Scheme ("**By-Laws**"), a draft of which is set out in Appendix I of the circular to shareholders in relation to the Proposed LTIP of the Company dated 19 November 2018 ("**Circular on Proposed LTIP**"), and to give full effect to the Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) appoint a trustee ("**Trustee**"), if required, to facilitate the implementation and administration of the Proposed LTIP and authorise the Trustee to, amongst others, purchase N2N Shares from the open market of Bursa Securities for the purpose of the Proposed LTIP and to pay expenses in relation to the administrative of the trust to the extent permitted by the law;
- (iii) provide funding or other assistance (financial or otherwise) and/or to authorise and/or procure any one or more of the subsidiaries of the Company and/or third parties, to provide funding or other assistance (financial or otherwise), from time to time, if required, to enable the Trustee to acquire existing N2N Shares from the open market of Bursa Malaysia Securities Berhad and/or to subscribe for such number of N2N Shares from time to time as may be required pursuant to the Proposed LTIP;
- (iv) allot and issue and/or transfer such number of N2N Shares from time to time to the Eligible Persons upon the award of N2N Shares in writing to Executive Directors and senior management of N2N Group ("**SGP Award(s)**") and/or award of share options in writing to Eligible Persons ("**SOP Option(s)**") at the award date to subscribe for N2N Shares at a prescribed option price, subject to the terms and conditions of the By-Laws ("**SOP Award(s)**"), provided that the total number of such Shares to be issued under the Scheme shall not in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point of time during the duration of the Scheme.

Any new N2N Shares to be allotted and issued shall, upon allotment and issuance, rank equally in all respects with the existing N2N Shares and together with the N2N Shares procured by the Company, via the Trustee, for transfer, pursuant to the vesting of any SGP Award or exercise of SOP Option shall be subject to the provisions of the Constitution of N2N and rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing N2N Shares, the record date for which is on or after the date on which the N2N Shares are transferred to the Central Depository System account of the Eligible Persons and shall in all other respects rank *pari passu* with other existing N2N Shares then in issue;

- (v) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Scheme from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary and/or expedient in order to give full effect to the Proposed LTIP;

- (vi) extend the duration of the Scheme for a further period of up to 5 years, provided always that such extension of the Scheme made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of 10 years from the date the Scheme takes effect; and
- (vii) do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for new Shares that may, hereafter from time to time, be allotted and issued under the Proposed LTIP;

**AND THAT** the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary and/or expedient to implement, finalise and give full effect to the Proposed LTIP.

**AND THAT** the draft By-Laws, as set out in Appendix I of the Circular on Proposed LTIP and which is in compliance with ACE Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), be and is hereby approved and adopted."

### **ORDINARY RESOLUTION 3**

#### **PROPOSED GRANTING OF LTIP AWARDS TO TIANG BOON HWA**

**"THAT**, subject to the passing of Ordinary Resolution 2 above and the approvals of the relevant authorities (where required) for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed LTIP, to award and grant such number of SGP Awards and/or SOP Awards to Tiang Boon Hwa, the Managing Director of N2N, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total Shares made available under the Scheme shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new Shares and/or transfer existing N2N Shares (if required) pursuant to the Proposed LTIP, from time to time, to the abovementioned person."

### **ORDINARY RESOLUTION 4**

#### **PROPOSED GRANTING OF LTIP AWARDS TO LAI SU PING**

**"THAT**, subject to the passing of Ordinary Resolution 2 above and the approvals of the relevant authorities (where required), the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed LTIP, to award and grant such number of SGP Awards and/or SOP Awards to Lai Su Ping, the Non-Independent Executive Director of N2N who is also the spouse of Tiang Boon Hwa, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

- (i) she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her, under the Proposed LTIP;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total Shares made available under the Scheme shall be allocated to her, if she either singly or collectively through persons connected (as defined in the Listing Requirements) with her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new Shares and/or transfer existing N2N Shares (if required) pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### **ORDINARY RESOLUTION 5**

##### **PROPOSED GRANTING OF LTIP AWARDS TO TIANG ZHANG QUAN, BRYAN**

“**THAT**, subject to the passing of Ordinary Resolution 2 above and the approvals of the relevant authorities (where required), the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed LTIP, to award and grant such number of SGP Awards and/or SOP Awards to Tiang Zhang Quan, Bryan, an employee of N2N Group who is also the son of Tiang Boon Hwa and Lai Su Ping, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total Shares made available under the Scheme shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new Shares and/or transfer existing N2N Shares (if required) pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

#### **ORDINARY RESOLUTION 6**

##### **PROPOSED GRANTING OF LTIP AWARDS TO LAI SU MIN**

“**THAT**, subject to the passing of Ordinary Resolution 2 above and the approvals of the relevant authorities (where required), the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed LTIP, to award and grant such number of SGP Awards and/or SOP Awards to Lai Su Min, an employee of N2N Group who is also the sister to Lai Su Ping, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

- (i) she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her, under the Proposed LTIP;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total Shares made available under the Scheme shall be allocated to her, if she either singly or collectively through persons connected (as defined in the Listing Requirements) with her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new Shares and/or transfer existing N2N Shares (if required) pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

## **ORDINARY RESOLUTION 7**

### **PROPOSED GRANTING OF LTIP AWARDS TO LAI WEI SUEN**

“**THAT**, subject to the passing of Ordinary Resolution 2 above and the approvals of the relevant authorities (where required), the Board be and is hereby authorised at any time and from time to time throughout the duration of the Proposed LTIP, to award and grant such number of SGP Awards and/or SOP Awards to Lai Wei Suen, an employee of N2N Group who is also the brother of Lai Su Ping, subject to the provisions of the By-Laws of the Proposed LTIP, provided always that:

- (i) he must not participate in the deliberation or discussion of his own allocation, as well as that of the persons connected with him, under the Proposed LTIP;
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total Shares made available under the Scheme shall be allocated to him, if he either singly or collectively through persons connected (as defined in the Listing Requirements) with him, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares); and

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed LTIP and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

**AND THAT**, the Board be further authorised to allot and issue such number of new Shares and/or transfer existing N2N Shares (if required) pursuant to the Proposed LTIP, from time to time, to the abovementioned person.”

## **SPECIAL RESOLUTION 1**

### **PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY (“PROPOSED ADOPTION”)**

“**THAT**, approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Appendix III of the circular to shareholders in relation to the Proposed Adoption dated 19 November 2018 (“**Circular on Proposed Adoption**”), be and is hereby adopted as the Constitution of the Company.

**AND THAT** the Board be and is hereby authorised to do all such acts, deeds and things as they may consider necessary and/or expedient in order to give full effect to the Proposed Adoption with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities.”

By Order of the Board

**Ho Mun Yee (MAICSA 0877877)**  
**Tam Fong Ying (MAICSA 7007857)**  
Company Secretaries

19 November 2018

Notes:

1. A proxy may but need not be a member of the Company.
2. 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.
3. 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.
4. For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. (“**Bursa Depository**”) in accordance with Article 77 of the Company’s Constitution and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 3 December 2018. Only a depositor whose name appears on the Record of Depositors as at 3 December 2018 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.



**N2N CONNECT BERHAD**

(Company No. 523137-K)  
(Incorporated in Malaysia)

**PROXY FORM**

CDS Account No.		No. of Shares held		Tel. No	
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\*I/We.....(\*I/C No./Passport No./Company No. ....)

of .....

being \*a member(s) of the N2N CONNECT BERHAD, hereby appoint

Full Name (in Block Letters) and address	NRIC/Passport No.	% of Shareholding

or failing him/her

Full Name (in Block Letters) and address	NRIC/Passport No.	% of Shareholding

or failing him/her

Full Name (in Block Letters) and address	NRIC/Passport No.	% of Shareholding

or failing him/her, the Chairman of the Meeting as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Extraordinary General Meeting ("EGM") of the Company, to be held at Wisma N2N, Level 9, Tower 2, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 12 December 2018 at 10:00 a.m. or at any adjournment thereof, on the following resolutions as indicated below:

No.	RESOLUTIONS		FOR	AGAINST
1.	PROPOSED BONUS ISSUE OF WARRANTS	ORDINARY RESOLUTION 1		
2.	PROPOSED LTIP	ORDINARY RESOLUTION 2		
3.	PROPOSED GRANTING OF LTIP AWARDS TO TIANG BOON HWA	ORDINARY RESOLUTION 3		
4.	PROPOSED GRANTING OF LTIP AWARDS TO LAI SU PING	ORDINARY RESOLUTION 4		
5.	PROPOSED GRANTING OF LTIP AWARDS TO TIANG ZHANG QUAN, BRYAN	ORDINARY RESOLUTION 5		
6.	PROPOSED GRANTING OF LTIP AWARDS TO LAI SU MIN	ORDINARY RESOLUTION 6		
7.	PROPOSED GRANTING OF LTIP AWARDS TO LAI WEI SUEN	ORDINARY RESOLUTION 7		
8.	PROPOSED ADOPTION OF A NEW CONSTITUTION OF THE COMPANY	SPECIAL RESOLUTION 1		

Please indicate with an "X" in the appropriate space provided above on how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy will vote as he thinks fit.

\_\_\_\_\_  
Signature(s)/Common Seal of Shareholder

Signed this ..... day of ..... 2018.

Notes:

1. *A proxy may but need not be a member of the Company.*
2. *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.*
3. *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.*
4. *For the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") in accordance with Article 77 of the Company's Constitution and Section 34 (1) of the Securities Industry (Central Depositories) Act 1991 to issue a General Meeting Record of Depositors as at 3 December 2018. Only a depositor whose name appears on the Record of Depositors as at 3 December 2018 shall be entitled to attend the said meeting or appoint proxy/proxies to attend and/or vote on his behalf.*



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AFFIX  
STAMP

The Company Secretary  
**N2N CONNECT BERHAD** (523137-K)  
3<sup>rd</sup> Floor  
No. 17, Jalan Ipoh Kecil  
50350 Kuala Lumpur

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