



NETX HOLDINGS BERHAD

(Company No. 533441-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting 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 Friday, 22 February 2019 at 10.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:-

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 1,038,223,900 NEW ORDINARY SHARES IN NETX, REPRESENTING UP TO 30% OF THE ENLARGED TOTAL NUMBER OF ISSUED SHARES OF NETX, TO INDEPENDENT THIRD PARTY INVESTORS TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER

“**THAT** subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company (“**Board**” or “**Directors**”) to allot and issue up to 1,038,223,900 new ordinary shares in the Company (“**NetX Shares**” or “**Shares**”) by way of private placement to independent third party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board (“**Price-Fixing Date**”) upon such terms and conditions as disclosed in the Circular to the shareholders of the Company dated 31 January 2019 (“**Circular**”) (“**Proposed Private Placement**”);

THAT the issue price of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume weighted average market price of NetX Shares up to and including the Price-Fixing Date;

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares;

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.”

By Order of the Board
NETX HOLDINGS BERHAD

**SEOW FEI SAN
LAW MEE POO**

Company Secretaries
Petaling Jaya
31 January 2019

Notes:-

1. Only depositors whose names appear in the Record of Depositors as at 15 February 2019 shall be regarded as members and are entitled to attend, speak and vote at the Extraordinary General Meeting.
2. Each member entitled to attend and vote in person may appoint up to 2 proxies or attorneys or authorised representatives to attend and vote in its stead.
3. 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. 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.
4. 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 1 proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of such Securities Account.
5. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary share in the Company for multiple beneficial owners in 1 securities account (“**omnibus account**”), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect each omnibus account it holds.
6. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notariately certified copy of that power or authority shall be deposited at the office of the Company’s Share Registrar at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia not less than 48 hours before the time for holding the meeting or adjourned meeting.