



**NWP Holdings Berhad**

(Company No. 495476-M)

(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of NWP Holdings Berhad ("NWP" or "Company") will be held at Melati Room (1st Floor), Royale Chulan The Curve Hotel, No.6, Jalan PJU 7/3, Mutiara Damansara, 47800 Petaling Jaya on Friday, 20 December 2019 at 11.00 a.m. for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:

### SPECIAL RESOLUTION

#### **PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY ("PROPOSED ADOPTION")**

"THAT approval be and is hereby given for the Company to alter or amend the whole of the existing Memorandum and Articles of Association of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix A of the Circular to Shareholders dated 28 November 2019 with immediate effect.

AND THAT the Board 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 (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Adoption with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Adoption."

### ORDINARY RESOLUTION 1

#### **PROPOSED GRANTING OF OPTIONS TO YEW ONN CHONG, THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

"THAT the Board of Directors of the Company be and is hereby authorised, at any time and from time to time during the existence of the Company's Share Issuance Scheme ("SIS") which was approved by the shareholders at the Extraordinary General Meeting held on 19 September 2016, to offer and grant to Yew Onn Chong, being the Independent Non-Executive Director of the Company, options to subscribe for new NWP shares and if such options are accepted and exercised, to allot and issue such number of new NWP shares as may be required to be issued to him under the SIS, in accordance with the provisions of the By-laws governing the SIS, provided that:

- (i) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Yew Onn Chong, as long as Yew Onn Chong either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Malaysia Securities Berhad), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of NWP; and
- (ii) the number of NWP shares allocated, in aggregate, to the Directors and senior management of the Company and its wholly-owned subsidiaries (excluding NWP's subsidiaries which are dormant) shall not exceed eighty percent (80%) of the total number new NWP shares to be issued under the SIS.

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

### ORDINARY RESOLUTION 2

#### **PROPOSED GRANTING OF OPTIONS TO TAN SHIAH HUEI, THE INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

"THAT the Board of Directors of the Company be and is hereby authorised, at any time and from time to time during the existence of the Company's Share Issuance Scheme ("SIS") which was approved by the shareholders at the Extraordinary General Meeting held on 19 September 2016, to offer and grant to Tan Shiah Huei, being the Independent Non-Executive Director of the Company, options to subscribe for new NWP shares and if such options are accepted and exercised, to allot and issue such number of new NWP shares as may be required to be issued to him under the SIS, in accordance with the provisions of the By-laws governing the SIS, provided that:

- (i) not more than ten percent (10%) of the total number of SIS Options shall be allocated to Tan Shiah Huei, as long as Tan Shiah Huei either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Malaysia Securities Berhad), holds twenty percent (20%) or more of the issued and paid-up share capital (excluding any treasury shares) of NWP; and
- (ii) the number of NWP shares allocated, in aggregate, to the Directors and senior management of the Company and its wholly-owned subsidiaries (excluding NWP's subsidiaries which are dormant) shall not exceed eighty percent (80%) of the total number new NWP shares to be issued under the SIS.

Subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-laws."

### BY ORDER OF THE BOARD

Chong Voon Wah (MAICSA 7055003)

Thai Kian Yau (MIA 36921)

Company Secretaries

Kuala Lumpur

Date: 28 November 2019

### NOTES ON APPOINTMENT OF PROXY

1. A member entitled to attend and vote at the general meeting may appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. The Form of Proxy must be signed by the appointor or his attorney duly authorised in writing or in the case of a corporation, be executed under its common seal or under the hand of its officer, attorney or other person duly authorised in writing.
3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one 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.
5. The Form of Proxy or other instruments of appointment must be deposited at the office of the Company's Registrar Office of the Company at Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd), 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the meeting or adjourned thereof.
6. For the purpose of determining a member who shall be entitled to attend the meeting, only a member whose name appear in the Record of Depositors as at 13 December 2019 will be entitled to attend, speak and vote at the said meeting or appoint proxies to attend, speak and vote on his stead.
7. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out above will be put to vote by way of poll.