



NATIONWIDE EXPRESS HOLDINGS BERHAD
(Company Registration No. 201601014526 (1185457-K))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the fifth (“5th”) Annual General Meeting (“AGM”) of Nationwide Express Holdings Berhad will be held on a fully virtual basis via live streaming from the Broadcast Venue at 12th Floor, Menara Symphony, No.5 Jalan Professor Khoo Kay Kim, Section 13 46200 Petaling Jaya, Selangor Darul Ehsan on **27th September 2021** at 10.00 a.m. for the following purposes:-

AGENDA	Remarks
AS ORDINARY BUSINESS	
No. Agenda	
1. To receive the Audited Financial Statements for the financial year ended 31st March 2021 together with the Reports of the Directors and Auditors thereon.	Please refer to Explanatory Note 1
2. To re-elect the following director who retires by rotation pursuant to Article 69 of the Company's Constitution , and being eligible, offered himself for re-election:- (a) Encik Yong Kok Liew	Ordinary Resolution 1
3. To approve the payment of the Directors' remuneration for the Non-Executive Directors of the Company for the period from 1 April 2021 until the conclusion of the next AGM of the Company.	Ordinary Resolution 2
4. To re-appoint Ernst & Young PLT as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Directors.	Ordinary Resolution 3
5. To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act, 2016 and the Constitution of the Company.	

BY ORDER OF THE BOARD

SHAHIDATUL NURZIHAN BINTI YA'ACOB (MIA36028)

Company Secretary

Shah Alam, Selangor

6th September 2021

EXPLANATORY NOTES

1. Note 1 - Audited Financial Statements

The Audited Financial Statements are meant for discussion only in accordance with Section 340(1)(a) of the Companies Act 2016 (“CA 2016”) as it does not require a formal approval of the shareholders and hence, is not put forward for voting.

2. Resolution 1 - Re-election of Director

Encik Yong Kok Liew (“Retiring Director”) is due for retirement by rotation pursuant to Article 69 of the Company's Constitution at the 5th AGM of the Company and is eligible to offer himself for re-election at the AGM in accordance with the Company's Constitution. The Retiring Director is seeking re-election as Director of the Company.

The Board of Directors (“Board”) through the Nomination and Remuneration Committee (“NRC”) has deliberated on the suitability of the Retiring Director to be re-elected as Director. Upon deliberation, the Board (except for the Retiring Director) collectively agreed that the Retiring Director meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge his respective roles as Director as prescribed in Paragraph 2.20A of the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”).

Further, in line with Practice 4.2 of the Malaysian Code on Corporate Governance (“MCCG”), the NRC has considered and affirmed, and the Board has endorsed that Encik Yong Kok Liew, the Independent Director who is seeking re-election at the 5th AGM of the Company comply with the independence criteria as prescribed in the Listing Requirements of Bursa Securities and remained independent in exercising his judgment and in carrying out his duties as Independent Director.

3. Resolution 2 - Directors' Remuneration

Section 230(1) of the Companies Act, 2016 provide amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the shareholders' approval shall be sought at the 5th AGM on the Directors' remuneration under Ordinary Resolution 2 on payment of Directors' remuneration in respect of the period from the 5th AGM to the next AGM of the Company.

The Directors' fees structure for the financial year ended (“FYE”) 31st March 2021 remains unchanged compared to the preceding FYE 31st March 2020 as follows:-

Board/Board Committees	Chairman	Member
Board	RM63,000	RM42,000
Audit & Risk Management Committee	RM10,000	RM7,000
Nomination & Remuneration Committee	RM8,000	RM5,000

The proposed Directors' fees from 1st April 2021 until the conclusion of the next AGM of the Company (18 months) is based on the above Directors' fees structure.

The proposed Resolution 2, if passed, will give authority to the Company to pay the Directors' fees on a quarterly/monthly basis based on the above Directors' fees structure, since the Non-Executive Directors have discharged their responsibilities and rendered their services to the Company throughout the period.

4. Resolution 3 - Appointment of Auditors

The shareholders' approval is sought for the re-appointment of Ernst & Young PLT. This resolution, if approved, will allow Ernst & Young PLT to hold office until the conclusion of the next AGM of the Company and will authorise the Board to determine their remuneration thereof.

NOTES

A. Virtual AGM

- The 5th AGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting (RPEV) facilities (collectively referred as “5th Virtual AGM”). Kindly refer to the procedures provided in the Administrative Guide for the 5th Virtual AGM in order to register, participate and vote remotely.
- The broadcast venue of the 5th Virtual AGM which is the main venue of the meeting is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 that requires the Chairman of the meeting to be present at the main venue of the meeting. **No shareholders/proxies/corporate representatives** should be physically present nor admitted at the broadcast venue on the day of the 5th Virtual AGM of the Company.

B. Appointment of Proxy(ies)

- Only members registered in the General Meeting Records of Depositors as at 20th September 2021 shall be entitled to participate in the 5th Virtual AGM or appoint proxy(ies) to participate and/or vote on their behalf.
- A Member of the Company who is entitled to participate and vote at the 5th Virtual AGM, may appoint up to 2 proxies by specifying the proportion of his/her shareholding to be represented by each proxy. A proxy may not be a member of the Company.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the 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.
- The instrument appointing a proxy must be deposited at the Company's Share Registrars' office in the following manner:
 - By electronic means through the Boardroom Smart Investor Online Portal at <http://investor.boardroomlimited.com> by lodging in and selecting “E-PROXY LODGEMENT” not less than 48 hours before the time of holding the meeting or adjournment thereof; or
 - By hand or post to Boardroom Share Registrars Sdn Bhd (“Boardroom Share Registrars”), 11th Floor Menara Symphony No.5 Jalan Prof.Khoo Kay Kim Seksyen 13 46200 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time of holding the meeting or adjournment thereof. Boardroom Share Registrar will provide a box at the ground floor of its office building to facilitate the drop-off of proxy forms.
- If appointer is a corporation, the proxy form or certificate of appointment of corporate representative must be deposited by hand or post to Boardroom Share Registrars' office not less than 48 hours before the time of holding the meeting or adjournment thereof. Alternatively, the proxy form of certificate of appointment of corporate representative may also be sent to Boardroom Share Registrars via email at BSR.Helpdesk@boardroomlimited.com.
- If you have submitted your proxy form prior to the 5th Virtual AGM and subsequently, decide to participate in the 5th Virtual AGM yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies) 48 hours before the 5th Virtual AGM. Your proxy(ies) on revocation would not be allowed to participate in the 5th Virtual AGM. In such event, you should advise your proxy(ies) accordingly.
- The voting at the 5th Virtual AGM will be conducted on a poll. The Company will appoint independent scrutineer to verify the poll results.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad).

No notice in writing has been received by the Company nominating any candidate for election as Director at the 5th AGM of the Company. The Director who is due for retirement and seeking for re-election pursuant to the Company's Constitution are as set out in the Notice of AGM and the profile are set out in the Directors' Profile in the 2021 Annual Report.



NATIONWIDE EXPRESS HOLDINGS BERHAD
(Company No.1185457-K)
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**ADMINISTRATIVE GUIDE
FOR THE FIFTH ANNUAL GENERAL MEETING**

1. FULLY VIRTUAL FIFTH ANNUAL GENERAL MEETING (“AGM”)

Date : Monday, 27 September 2021
Time : 10.00 a.m.
Broadcast Venue : 12th Floor, Menara Symphony, No.5 Jalan Professor Khoo Kay Kim, Section 13, 46200 Petaling Jaya, Selangor Darul Ehsan
Meeting Platform : <https://web.lumiagm.com>

The Fifth AGM of Nationwide Express Holdings Berhad (“the Company”) will be conducted on a fully virtual basis via the remote participation and electronic voting platform (“RPEV”) from the Broadcast Venue where only essential individuals will be present. Shareholders, proxies and authorized representatives will participate via RPEV and will not be admitted to the Broadcast Venue as it is solely meant to facilitate the conduct of the virtual AGM, which will be live-streamed.

2. SHAREHOLDERS ENTITLED TO ATTEND THE VIRTUAL AGM

Shareholders whose names appear on the Record of Depositors on 20 September 2021 (“General Meeting Record of Depositors”) shall be eligible to participate in the virtual AGM or appoint proxy(ies) to participate on his/her behalf. If you are unable to participate, you are encouraged to appoint the Chairman of the Meeting as your proxy and indicate your voting instructions in the proxy form.

3. VOTING PROCEDURES

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the virtual AGM will be conducted by poll. The Company has appointed Boardroom Share Registrars Sdn Bhd (“Boardroom”) as poll administrator to conduct the poll by way of electronic voting and Coopers Professional Scrutineers Sdn Bhd as independent scrutineer to verify the poll results.

The electronic voting session will commence from the start of the virtual AGM at 10.00 a.m. on Monday, 27 September 2021 or such other time as announced by the Chairman until the Chairman declares the end of the voting session.

4. RPEV FACILITIES

Shareholders and proxies are advised to log in to the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> for the following services:

- (a) Register participation for the virtual AGM.
- (b) Submit e-proxy forms electronically via E-Proxy Lodgment.
- (c) Submit request for Integrated Annual Report 2021 and Circular to Shareholders.
- (d) Submit questions prior to the virtual AGM.




Kindly follow the steps below to register for the virtual AGM:

Procedures	Steps
Before the day of the virtual AGM	
1. Register online with Boardroom Smart Investor Portal (For first time registration only)	<i>Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.</i> <ul style="list-style-type: none">a. Access website https://investor.boardroomlimited.com/b. Click <<Register>> to sign up as a user.c. Complete registration and upload softcopy of MyKad (front and back) or passport.d. Enter a valid email address.e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

Before the day of the virtual AGM

2.	Submit request for remote participation	<p>The registration for RPEV will be opened on Monday, 6 September 2021 and end on Saturday, 25 September 2021 at 10.00 a.m. (48 hours before the commencement of the virtual AGM).</p> <p>Individual Shareholder</p> <ol style="list-style-type: none">Log in to https://investor.boardroomlimited.com/ using your user ID and password from Step 1 above.Select "NATIONWIDE EXPRESS HOLDINGS BERHAD FIFTH ANNUAL GENERAL MEETING" from the list of Corporate Meeting.Click "Register for RPEV".Read and accept the General Terms and Conditions and enter your CDS account no. to submit your request. <p>Appointment of Proxy</p> <ol style="list-style-type: none">Log in to https://investor.boardroomlimited.com/ using your user ID and password from Step 1 above.Select "NATIONWIDE EXPRESS HOLDINGS BERHAD FIFTH ANNUAL GENERAL MEETING" from the list of Corporate Meeting.Click "Submit eProxy Form".Read and accept the General Terms and Conditions and enter your CDS account no. to appoint proxies and insert proxy details and voting instructions. <p>Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none">Write to bsr.helpdesk@boardroomlimited.com and provide the name of shareholder, CDS account no. and Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be) to submit the request.Please provide a copy of the Corporate Representative's or proxy's MyKad (front and back) or passport as well as his/her email address.
3.	Verification and email notification	<ol style="list-style-type: none">You will receive an email from Boardroom that your request has been received and is being verified.Upon verification against the General Meeting Record of Depositors, you will receive an email from Boardroom on Sunday, 26 September 2021 with the Meeting ID, User Name and Password for the virtual AGM. You will also be notified in the event your registration is rejected.

On the day of the virtual AGM

4.	Log in to RPEV	<ol style="list-style-type: none">The RPEV will be opened for log in commencing 9.00 a.m. on Monday, 27 September 2021 (one (1) hour before the commencement of the virtual AGM).Click the link provided in the email in Step 3b to join the virtual AGM. Insert the Meeting ID and sign in with the User Name and Password provided to you via the same email.
5.	Participate	<ol style="list-style-type: none">Please follow the User Guides to view the live webcast, submit questions and vote.To view the live webcast, select the broadcast icon To ask a question during the virtual AGM, select the messaging icon , type your question in the chat box and click the send button to submit.
6.	Vote	<ol style="list-style-type: none">Once voting has commenced, the voting icon  will appear with the resolutions and voting choices until the Chairman declares the end of the voting session.To vote, select your voting preference from the options provided. A confirmation message will appear to indicate that your vote has been received.To change your vote, re-select your voting preference.If you wish to cancel your vote, please press "Cancel".
7.	End	Upon declaration by the Chairman of the closure of the virtual AGM, the live webcast will end.

5. SUBMISSION OF QUESTIONS

(a) Prior to the virtual AGM

Shareholders may submit questions in relation to the agenda items by logging in to the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com/>, select "Submit Questions" after select "NATIONWIDE EXPRESS HOLDINGS BERHAD FIFTH ANNUAL GENERAL MEETING" from the list of Corporate Meeting latest by 10.00 a.m. on Friday, 24 September 2021.

(b) During the virtual AGM

Shareholders may type their questions in the chat box at any time during the virtual AGM.

The Board and Management will endeavour to provide the responses at the virtual AGM. However, being mindful of time constraints, some responses may be emailed after the conclusion of the virtual AGM.

6. APPOINTMENT OF PROXY

(a) If a shareholder is unable to participate at the virtual AGM via the online meeting facilities, he/she is entitled to appoint one (1) or more proxies to exercise all or any of his/her rights to attend, participate, speak and vote for him/her subject to the following provisions:

- save as provided in item 6(b) below, the Companies Act 2016 ("the Act") and any applicable law, a shareholder shall not be permitted to appoint more than two (2) proxies to attend the same meeting; and
- where a shareholder appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

(b) For the avoidance of doubt and subject always to item 6(a) above, the Act and any applicable law:

- (i) where a shareholder is an exempt authorised nominee 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 an exempt authorised nominee may appoint in respect of each omnibus account it holds; and
- (ii) where a shareholder is an authorised nominee, it may appoint at least one (1) proxy in respect of each securities account it holds to which ordinary shares in the Company are credited. Each appointment of proxy by an authorised nominee may be made separately or in one (1) instrument of proxy and should specify the securities account number and the name of the beneficial owner for whom the authorised nominee is acting.

There shall be no restriction as to the qualification of the proxy. Hence, a proxy may but need not be a shareholder. A proxy appointed to attend and vote at the meeting shall have the same rights as a shareholder to attend, participate, speak and vote at the meeting.

(c) The instrument appointing a proxy (“Proxy Form”) must be received by Boardroom latest by **10.00 a.m. on Saturday, 25 September 2021**. The Proxy Form may be deposited with Boardroom in the following manner:

- (i) By electronic means
Please refer to item 4 Step 2 above.
- (ii) Submission of hardcopy
By hand or post to Boardroom at Ground Floor or 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, to the extent that is permissible to do so under any relevant movement control orders issued.

(d) If you choose to deposit the Proxy Form by hand or post, the Proxy Form shall:

- (i) in the case of an individual, be signed by the appointor or by his/her attorney; and
- (ii) in the case of a corporation, be either affixed with its Common Seal or signed by its attorney or an officer on behalf of the corporation.

(e) If you have submitted your Proxy Form and subsequently decide to appoint another person or you wish to participate in the virtual AGM, please write to bsr.helpdesk@boardroomlimited.com to revoke the appointment of proxy no later than **Saturday, 25 September 2021 at 10.00 a.m.**, being 48 hours before the meeting.

(f) The Company reserves the right to reject incomplete or erroneous forms. If the Proxy Form is returned without an indication as to how the proxy shall vote on any particular resolution, the proxy may exercise his discretion as to whether to vote on such matter and if so, how.

7. CORPORATE SHAREHOLDER, AUTHORISED NOMINEE AND EXEMPT AUTHORISED NOMINEE

For a corporate shareholder who has appointed a representative to participate in the virtual AGM, please deposit the **ORIGINAL** certificate of appointment by hand or post to Boardroom at 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, to the extent that is permissible to do so under any relevant movement control orders issued.

Upon verification against the General Meeting Record of Depositors, an email will be sent to the corporate representative by Boardroom providing the User Name and Password. Please note that one (1) User Name will be provided to each corporate representative.

8. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the virtual AGM proceedings is allowed without the prior written permission of the Company.

9. ENQUIRIES RELATING TO INTEGRATED ANNUAL REPORT 2021, CIRCULAR TO SHAREHOLDERS AND VIRTUAL AGM

Should you require a printed copy of the Integrated Annual Report 2021 and/or Circular to Shareholders, you may submit a request via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com/>. For any enquiries on the virtual AGM, kindly contact Boardroom in the following manner:

Boardroom Share Registrars Sdn Bhd

Tel : +603 7890 4700 (Help Desk)
+603 7890 4748 (Wei Heng Chan)
+603 7890 4744 (Nu'man Al-muqarrin)
Fax : +603 7890 4670
E-mail : bsr.helpdesk@boardroomlimited.com
weiheng.chan@boardroomlimited.com
numan.muqarrin@boardroomlimited.com

PERSONAL DATA PRIVACY NOTICE

By registering for the RPEV and/or submitting the instrument appointing a proxy(ies) and/or representative(s), you consent to NATIONWIDE EXPRESS HOLDINGS BERHAD (1185457-K) processing your personal data in the manner stipulated in the Personal Data Protection Policy set out in http://nationwide.com.my:8082/v2/pdp_policy.cfm and warrant that consent of the proxy(ies) and/or representative(s) whose personal data you have provided has also been obtained accordingly and that they have been informed of the privacy notice.