

**NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Twenty-Second (22<sup>nd</sup>) Annual General Meeting (“**AGM**”) of NWP Holdings Berhad (“**NWP**” or “**Company**”) will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) Facilities from the broadcast venue at Unit 7-21, Wisma Conlay, No.1, Jalan USJ 10/1, 47620 Subang Jaya, Selangor Darul Ehsan on Monday, 29 August 2022 at 10.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 28 February 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To re-elect the following Directors who are retire pursuant to Clause 125 of the Company's Constitution:
  - Datuk Mohd Ashri Bin Muda Ordinary Resolution 1
  - Lim Gek Shan Ordinary Resolution 2
  - Tan Jyy Yeen Ordinary Resolution 3
  - Dato' Tan Lik Houe Ordinary Resolution 4
  - Ku Chong Hong Ordinary Resolution 5
  - Dato' Yeo Chai Poh Ordinary Resolution 6
- To approve the payment of Directors fees of up to RM320,000 for the financial year ending 28 February 2023 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM120,000 for the period commencing from 22<sup>nd</sup> AGM up to the conclusion of next AGM of the Company. Ordinary Resolution 7
- To re-appoint Messrs. HLB Ler Lum Chew PLT as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company. Ordinary Resolution 8

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution:

- AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 9  
“THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”
- To transact any other ordinary business for which due notice have been given.

By Order of the Board,

TAN TONG LANG (SSM PC NO. 202208000250 & MAICSA 7045482)  
Company Secretary

Selangor Darul Ehsan  
30 June 2022

**Notes:**

- Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. A proxy may, but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, he/she shall specify the proportions of his/her holdings to be represented by each proxy, failing which, the appointment shall be invalid.
- Where a member of the Company 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 the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- The instrument appointing a proxy and the power of attorney or other authority (if any) must be deposited at the Company's Share Registrar at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor, Malaysia not less than forty-eight (48) hours before the time appointed for holding AGM.
- If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- Pursuant to Paragraph 8.29A(f) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM shall be put to vote by poll.
- For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors (“ROD”) as at 18 August 2022 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

**Explanatory Notes:**

- Audited Financial Statements for the Financial Year Ended 28 February 2022**  
This item of the Agenda is for discussion purposes only, as Section 340(1)(a) of the Companies Act 2016 does not require the shareholders to formally approve the Audited Financial Statements. Therefore, this item will not be put forward for voting.
- Ordinary Resolution 1 to 6: Re-election of Directors who retire pursuant to Clause 125 of the Company's Constitution**  
The following Directors who are standing for re-election as Directors of the Company pursuant to Clause 125 of the Company's Constitution at the 22<sup>nd</sup> AGM of the Company and are being eligible have offered themselves for re-election in accordance with the Company's Constitution:-
  - Datuk Mohd Ashri Bin Muda
  - Lim Gek Shan
  - Tan Jyy Yeen
  - Dato' Tan Lik Houe
  - Ku Chong Hong
  - Dato' Yeo Chai Poh(collectively referred to as “Retiring Directors”)  
The Board of Directors through the Nomination Committee has deliberated on the suitability of the Retiring Directors to be re-elected as Directors. Upon deliberation, the Board (except for the respective Director concerned) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.
- Ordinary Resolution 9: Authority to Allot Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016**  
This is the renewal of the general mandate for issuance of shares by the Company obtained from the shareholders of the Company at the 21<sup>st</sup> AGM of the Company held on 30 August 2021 (hereinafter referred to as the “Previous Mandate”). The Previous Mandate was not utilised and accordingly no proceeds were raised.  
The proposed Resolution 9 is primarily to give a renewal mandate to the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be time consuming to organise a general meeting. The general mandate will provide flexibility and expediency to the Company for any possible fund-raising activities involving the issuance or placement of shares to facilitate business expansion or strategic merger and acquisition opportunities involving equity deals or part equity or to fund future investment project(s) or working capital requirements, which the Directors of the Company consider to be in the best interest of the Company. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company.

## NWP HOLDINGS BERHAD

[Registration No. 199901020576 (495476-M)]  
(Incorporated in Malaysia)

### ADMINISTRATIVE DETAILS FOR SHAREHOLDERS PARTICIPATING THE TWENTY SECOND ANNUAL GENERAL MEETING OF NWP HOLDINGS BERHAD (“22<sup>nd</sup> AGM”)

Date	: Monday, 29 August 2022
Time	: 10.00 a.m.
Broadcast Venue	: Unit 7-21, Wisma Conlay, No.1, Jalan USJ 10/1, 47620 Subang Jaya, Selangor Darul Ehsan
Meeting Platform	: <a href="http://www.propollsolutions.com.my">www.propollsolutions.com.my</a> (Domain registration number D1A403203)

#### VIRTUAL MEETING

In light of the Coronavirus Disease 2019 (COVID-19) pandemic and as part of the safety measures and control for the well-being of the shareholders of NWP Holdings Berhad (“**NWP**”) as well as the employees and Directors of NWP, the 22<sup>nd</sup> AGM of NWP will be conducted as a fully virtual meeting through live streaming and online remote voting using the Remote Participation and Voting (“**RPV**”) Facility. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 and as revised or amended from time to time.

Please note that it is your responsibility to ensure the stability of your internet connectivity throughout the 22<sup>nd</sup> AGM as the quality of the live webcast and online remote voting are dependent on your internet bandwidth and stability of your internet connection.

**NO SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES/ATTORNEYS** from the public shall be physically present nor admitted at the Broadcast Venue on the day of the 22<sup>nd</sup> AGM.

#### RPV FACILITY

Shareholders are to participate, speak (in the form of real-time submission of typed texts) and vote remotely (collectively, “**participate**”) at the 22<sup>nd</sup> AGM using the RPV Facility provided by Propoll Solutions Sdn Bhd, the poll facilitator of the 22<sup>nd</sup> AGM, via its website at [www.propollsolutions.com.my](http://www.propollsolutions.com.my) (“Propoll Portal”) (Domain registration number D1A403203).

Shareholders may use the Q&A platform in Zoom Cloud Meetings App to submit questions in real time during the 22<sup>nd</sup> AGM. Shareholders may also submit questions to the Board of Directors (“**Board**”) prior to the 22<sup>nd</sup> AGM by emailing to [adminsupport@nwp.com.my](mailto:adminsupport@nwp.com.my) no later than 10:00 am on 26 August 2022 or via the Q&A platform in the Propoll Portal from 2.00 pm on 19 August 2022 up to 9.30 am on 29 August 2022. If there is time constraint in answering the questions during the 22<sup>nd</sup> AGM, the answers will be published in NWP’s corporate website at <http://nwp.com.my> under Investor Relations’ page, after the 22<sup>nd</sup> AGM.

If you wish to submit your questions through the Q&A platform via the Propoll Portal, you must first register as a user at the Propoll Portal. Thereafter, you may select “My Virtual Meeting” under the Main Menu and click on the Q&A platform to post your question(s).

## PROCEDURES FOR RPV FACILITY

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the 22<sup>nd</sup> AGM remotely using the RPV Facility, are to follow the requirements and procedures as summarised below:

Procedures	Action
<b>Before the day of the 22<sup>nd</sup> AGM</b>	
(i) Register as a User	<ul style="list-style-type: none"> <li>Access the Propoll Portal at <a href="http://www.propollsolutions.com.my">www.propollsolutions.com.my</a></li> <li>Click &lt;&lt;Login/Register&gt;&gt; followed by &lt;&lt;Register New User&gt;&gt; to register as a new user.</li> <li>Complete the registration by filling up the information required and upload a clear copy of your MyKAD (both front and back page) or Passport.</li> <li>Read and agree to the terms &amp; conditions and thereafter, submit your registration.</li> <li>Please enter a valid email address in order for you to receive the verification email from the Propoll Portal.</li> <li>Your registration will be verified and approved by the Propoll Portal. Once approved, an email notification will be sent to you.</li> <li>If you are already a user with the Propoll Portal, you are not required to register again.</li> </ul>
(ii) Submit your Question	<ul style="list-style-type: none"> <li>You may pre-submit your questions: <ul style="list-style-type: none"> <li>(i) using the Propoll Portal from 2.00 pm on 19 August 2022 up to 9.30 am on 29 August 2022; or</li> <li>(ii) to the Board prior to the 22<sup>nd</sup> AGM by emailing to <a href="mailto:adminsupport@nwp.com.my">adminsupport@nwp.com.my</a> no later than 10.00 am on 26 August 2022.</li> </ul> </li> </ul>
<b>On the day of the 22<sup>nd</sup> AGM</b>	
(iii) Login to Propoll Portal at <a href="http://www.propollsolutions.com.my">www.propollsolutions.com.my</a>	<ul style="list-style-type: none"> <li>Login with your user ID and password for remote participation at the 22<sup>nd</sup> AGM at any time from 9.30 a.m, i.e. 30 minutes before the commencement of the 22<sup>nd</sup> AGM.</li> <li>If you have forgotten your password, you can reset it by clicking on "Forgot Password".</li> </ul>
(iv) Participate through Live Streaming	<ul style="list-style-type: none"> <li>Select &lt;&lt;Virtual Meeting&gt;&gt; under Main Menu.</li> <li>Click &lt;&lt;Join Meeting&gt;&gt; located next to the event.</li> <li>Please click on the video link and key in the password provided to you in the email notification from the Propoll Portal in order to join the live streaming of the 22<sup>nd</sup> AGM.</li> <li>If you have any question(s) during the 22<sup>nd</sup> AGM, you may use the Q&amp;A platform in Zoom Cloud Meetings App to submit your question(s). The Chairman of the 22<sup>nd</sup> AGM ("Chairman") / Board / Management will try to respond to all relevant questions submitted during the 22<sup>nd</sup> AGM. If there is time constraint in answering the questions during the 22<sup>nd</sup> AGM, the responses will be published at NWP's website at the earliest possible time after the end of the 22<sup>nd</sup> AGM.</li> <li>If you are using a smartphone to participate in the 22<sup>nd</sup> AGM, please download Zoom Cloud Meetings App from the Google Play Store or App Store before the 22<sup>nd</sup> AGM.</li> <li>Please take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.</li> </ul>
(v) Online Remote Voting	<ul style="list-style-type: none"> <li>Please select the &lt;&lt;Voting&gt;&gt; option located next to &lt;&lt;Join Meeting&gt;&gt; to indicate your votes for the resolutions that are tabled for voting.</li> <li>Voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman.</li> </ul>

- Please cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.
  - The RPV Facility will end and the Q&A platform will be disabled the moment the Chairman announces the closure of the 22<sup>nd</sup> AGM.
- (vi) End of the RPV Facility

**Notes to users of the RPV Facility:**

- (a) Should your registration to join the 22<sup>nd</sup> AGM be approved, we will make available to you the rights to join the live streamed 22<sup>nd</sup> AGM and to vote remotely using the RPV Facility. Your login to the Propoll Portal on the day of the 22<sup>nd</sup> AGM will indicate your presence at the 22<sup>nd</sup> AGM.
- (b) If you encounter any issue with your online registration at the Propoll Portal, please call +6016-439 7718/+6010-526 5490 or e-mail to [propollsolution@gmail.com](mailto:propollsolution@gmail.com) for assistance.

**PROXY**

1. The 22<sup>nd</sup> AGM will be conducted on a fully virtual basis. If you are unable to participate the 22<sup>nd</sup> AGM, you may appoint the Chairman as proxy and indicate the voting instructions in the Proxy Form.
2. If you wish to appoint proxy(ies) to participate in the 22<sup>nd</sup> AGM using the RPV Facility, please submit your Proxy Form, either by hand or by post to the following address, not less than 48 hours before the time appointed for holding the 22<sup>nd</sup> AGM or any adjournment thereof, otherwise the Proxy Form shall be treated as invalid:-

The Share Registrar of NWP Holdings Berhad

**c/o ALDPRO CORPORATE SERVICES SDN BHD**

Address: Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor

3. Corporate representatives of corporate shareholders must deposit their original certificate of appointment of corporate representative to **Aldpro Corporate Services Sdn Bhd** not less than 48 hours before the time appointed for holding the 22<sup>nd</sup> AGM or any adjournment thereof, in order to participate in the 22<sup>nd</sup> AGM via the RPV Facility.
4. Attorneys appointed by power of attorney are to deposit their power of attorney to **Aldpro Corporate Services Sdn Bhd** not less than 48 hours before the time appointed for holding the 22<sup>nd</sup> AGM or any adjournment thereof, in order to participate in the 22<sup>nd</sup> AGM via the RPV Facility.
5. Shareholders who has appointed a proxy or attorney or authorised representative to participate at the 22<sup>nd</sup> AGM via the RPV Facility must ensure that his/her proxy or attorney or authorised representative register himself/herself at the Propoll Portal prior to the 22<sup>nd</sup> AGM.

**POLL VOTING**

1. The voting at the 22<sup>nd</sup> AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. NWP has appointed Propoll Solutions Sdn Bhd as Poll Administrator to conduct the poll by way of online remote voting using the RPV Facility and Symphony Corporate Services Sdn Bhd as Scrutineers to verify the poll results.
2. The online remote voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Please refer to item (v) for the online remote voting procedures using the RPV Facility.
3. Upon completion of the voting session, the Scrutineers will verify the poll results followed by the declaration of results by the Chairman.

**REVOCATION OF PROXY**

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in the 22<sup>nd</sup> AGM by yourself, please write in to **Aldpro Corporate Services Sdn Bhd** to revoke the earlier appointed proxy 48 hours before the time appointed for holding the 22<sup>nd</sup> AGM.

## **RECORDING**

Unauthorised recording of the proceedings of the 22<sup>nd</sup> AGM is strictly prohibited.

## **RECORD OF DEPOSITORS (“ROD”) FOR THE 22<sup>nd</sup> AGM**

Only shareholders whose names appear on the ROD as at 18 August 2022 shall be entitled to participate or appoint proxy(ies) to participate at the 22<sup>nd</sup> AGM via the RPV Facility.

## **NO DOOR GIFT**

There will be **NO** door gift to be provided for participating at the 22<sup>nd</sup> AGM.

## **ENQUIRIES**

If you have any enquiry relating to the 22<sup>nd</sup> AGM, please contact any of the following persons during office hours from 9:00 am to 6:00 pm on Mondays to Fridays:

- (a) Mr Eric Tan (Tel: +6016-439 7718/+6010-526 5490 or  
E-mail: [propollsolution@gmail.com](mailto:propollsolution@gmail.com))

## **PERSONAL DATA PRIVACY**

By lodging and subscribe for a user account with Propoll Portal for appointing a proxy(ies) and/or representative(s) to participate and vote remotely at the 22<sup>nd</sup> AGM using the RPV Facility, the shareholder/proxy holder/representative(s) accepts and agrees to the personal data privacy terms.