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**NETCCENTRIC LIMITED**

**ABRN 605 927 464**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME** : 10:30AM (GMT+8 AWST)

**DATE** : Wednesday, 31 May 2017

**PLACE** : Hotel Stripes, 25 Jalan Kumanting, Chow Kit, 50300 Wilayah Persekutuan Kuala Lumpur, Malaysia

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact Company Secretary on [+61 8 9322 7600].*

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## NETCCENTRIC LIMITED

ABRN 605 927 464

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### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Netccentric Limited (the "Company") will be held at Hotel Stripes, 25 Jalan Kumanting, Chow Kit, 50300 Wilayah Persekutuan Kuala Lumpur, Malaysia, on Wednesday, 31 May 2017 at 10:30AM (GMT+8 AWST) ("**Meeting**").

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the CDI Voting Instruction Form form part of this Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders Monday, 29 May 2017 at 5:00 PM (GMT+8 AWST) .

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

### AGENDA

#### ORDINARY BUSINESS

##### 1. AUDITED FINANCIAL STATEMENTS

To receive and consider the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Directors' Statement and Auditors' Report.

##### 2. RESOLUTION 1 – RE-ELECTION OF KEVIN TSAI SHAO CHUNG AS DIRECTOR

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with articles 84 and 89 of the Articles of Association and for all other purposes, Kevin Tsai Shao Chung, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."*

##### 3. RESOLUTION 2 – RE-ELECTION OF PIERRE PANG HEE TA AS DIRECTOR

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with articles 84 and 89 of the Articles of Association and for all other purposes, Pierre Pang Hee Ta, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."*

##### 4. RESOLUTION 3 – APPROVAL OF APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with section 205(2) of the Companies Act and for all other purposes, RSM Chio Lim LLP, having consented to act as the Company's auditor, is appointed as the Company's auditor effective from the date of the Meeting to hold office until conclusion of the next Annual General Meeting of the Company and the Directors be authorised to agree the remuneration."*

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## SPECIAL BUSINESS

### 5. RESOLUTION 4 – APPROVAL OF DIRECTORS' EMOLUMENTS

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with section 169 of the Companies Act, Listing Rule 10.17 and for all other purposes, the payment of the Directors' fees of up to A\$160,000 per annum in aggregate are approved for the financial year ending 31 December 2017 on the terms and conditions in the Explanatory Memorandum."*

#### Voting exclusion

The Company will disregard any votes cast on this Resolution by any Director, and any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the CDI Voting Instruction Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the CDI Voting Instruction Form to vote as the proxy decides.

### 6. RESOLUTION 5 – APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That pursuant to and in accordance with ASX Listing Rule 7.2, Exception 9(b) and for all other purposes, the Company adopt the securities incentive scheme known as the "Netccentric Employee Securities Incentive Plan" and the issue of securities under that plan, on the terms and conditions in the Explanatory Memorandum."*

#### Voting exclusion

The Company will disregard any votes cast on this Resolution by any Director, and any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the CDI Voting Instruction Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the CDI Voting Instruction Form to vote as the proxy decides.

### 7. RESOLUTION 6 – APPROVAL OF AUTHORITY TO ISSUE SHARES AND INSTRUMENTS

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with section 161 of the Companies Act and with regard to the Listing Rules, the Directors be authorised to:*

- (a) *issue Shares (whether by way of rights issue, bonus issue or otherwise);*
- (b) *make or grant offers, agreements, or options (collectively, **Instruments**) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, other instruments convertible or exchangeable into Shares; and*

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- (c) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution is in force,

provided that:

- (d) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed such limit as may be prescribed under the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver);
- (e) in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant instrument), the Company shall comply with the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver) and the Articles of Association; and
- (f) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

**8. RESOLUTION 7 – APPROVAL TO AMEND ARTICLES OF ASSOCIATION**

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

*"That, pursuant to and in accordance with section 26(1) of the Companies Act, article 2(c) of the Articles of Association and for all other purposes, the Articles of Association be amended, with effect from the close of this Meeting, by making the amendments contained in the amended Articles of Association tabled at the Meeting and signed by the Chairman for the purpose of identification."*

**9. RESOLUTION 8 – RATIFICATION OF PAYMENT MADE TO CHEO MING SHEN IN RELATION TO CESSATION OF HIS SERVICES**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with section 168 of the Companies Act, the payment of A\$130,000 to Cheo Ming Shen on 27 January 2017 in relation to the cessation of his services as Executive Director and Chief Executive Officer of the Company (as described in the Explanatory Memorandum) be and is hereby approved and ratified."*

**10. RESOLUTION 9 – RATIFICATION OF PAYMENT MADE TO EWE TIAM TIAH IN RELATION TO CESSATION OF HIS SERVICES**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with section 168 of the Companies Act, the payment of A\$130,000 to Ewe Tiam Tiah on November 2016 in relation to the cessation of his services as Executive Director and Chief Operating Officer of the Company (as described in the Explanatory Memorandum) be and is hereby approved and ratified."*

**BY ORDER OF THE BOARD**



**MARTYN THOMAS  
CHAIRMAN, NON-EXECUTIVE DIRECTOR**

Date :

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**NETCCENTRIC LIMITED****ABRN 605 927 464**

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**EXPLANATORY MEMORANDUM**

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**1. INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Hotel Stripes, 25 Jalan Kumanting, Chow Kit, 50300 Wilayah Persekutuan Kuala Lumpur, Malaysia, on Wednesday, 31 May 2017 at 10:30AM (GMT+8 AWST),

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Audited Financial Statements
Section 4	Resolutions 1 and 2 – Re-election of Directors
Section 5	Resolution 3 – Approval of appointment of Auditor
Section 6	Resolution 4 – Approval of Directors' emoluments
Section 7	Resolution 5 – Approval of Employee Securities Incentive Plan
Section 8	Resolution 6 – Approval of Authority to issue Shares and Instruments
Section 9	Resolution 7 – Approval to amend Articles of Association
Section 10	Resolution 8 – Ratification of Payment made to Cheo Ming Shen in relation to cessation of his services
Section 11	Resolution 9 – Ratification of Payment made to Ewe Tiam Tiah in relation to cessation of his services
Schedule 1	Definitions and Interpretations
Schedule 2	Summary of Employee Securities Incentive Plan

A CDI Voting Instruction Form is located at the end of this Explanatory Memorandum.

If you have any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

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**2. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A CDI Voting Instruction Form is attached to the Notice. This is to be used by CDI Holders to direct CDN on how to vote at the Meeting, as CDI Holders are not entitled to vote in person at the Meeting.

CDI Voting Instruction Forms must be received by Link Market Services Limited, the Company's share registry, no later than 5:00PM (GMT +8 AWST) on Monday, 29<sup>th</sup> May 2017.

The CDI Voting Instruction Form provides further details on voting at the Meeting.

CDI Holders are welcome, and encouraged, to attend the Meeting, despite not being able to vote in person.

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### 3. AUDITED FINANCIAL STATEMENTS

The Annual Financial Statements must be laid before the Annual General Meeting. There is no requirement for Shareholders to approve the Annual Financial Statements.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Audited Financial Statements which are available online [www.netccentric.com](http://www.netccentric.com);
- (b) ask questions about, or comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditors' Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditors' Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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### 4. RESOLUTIONS 1 AND 2 - RE-ELECTION OF DIRECTORS

Article 84 of the Articles of Association provides that at each annual general meeting one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office. Article 89 of the Articles of Association provides that a retiring Director shall be eligible for re-election. In addition, Listing Rule 14.5 provides that an entity which has directors must hold an election of directors each year.

In accordance with articles 84 and 89 of the Articles of Association and Listing Rule 14.5, Mr Kevin Tsai Shao Chung and Mr Pierre Pang Hee Ta, having retired from office, and being eligible, offer themselves for re-election pursuant to Resolutions 1 and 2.

The bibliographical details for each of these Directors are as follows:

- (a) Mr Kevin Tsai Shao Chung

Mr Chung is the President of Want Want China Times Group ("WWCTG"). WWCTG is a leading Taiwanese multiple platform media company with a presence in television, magazine and newspaper publishing and online. He is a Non-Executive Director of Want Want China Holdings Limited, a food and beverage company listed

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on the Hong Kong Stock Exchange, and Vice-Chairman of Union Insurance Company Limited.

(b) Mr Pierre Pang Hee Ta

Mr Pang is the Group Manager of Sales & Marketing of Mamee Double Decker Sdn Bhd, a Malaysian based snack food and beverage exporter. He oversees the group commercial activities over 80 countries.

Further, he was previously the Managing Director of a digital advertising agency Eightedge Solutions which was contracted to both local and multi-national corporations.

Resolutions 1 and 2 are ordinary resolutions.

The Chairman intends to exercise all available proxies in favour of Resolutions 1 and 2.

The Board (excluding Mr Kevin Tsai Shao Chung) supports the re-election of Mr Kevin Tsai Shao Chung and recommends that Shareholders vote in favour of Resolution 1.

The Board (excluding Mr Pierre Pang Hee Ta) supports the re-election of Mr Pierre Pang Hee Ta and recommends that Shareholders vote in favour of Resolution 2.

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**5. RESOLUTION 3 – APPROVAL OF APPOINTMENT OF AUDITOR**

The current auditors, RSM Chio Lim LLP, were appointed as auditor of the Company on 15 April 2016. Section 205(2) of the Companies Act states:

“(2) A company shall at each Annual General Meeting of the Company appoint a person or persons to be the auditor or auditors of the Company, and any auditor or auditors so appointed shall, subject to this section, hold office until the conclusion of the next Annual General Meeting of the Company.”

The Board has been satisfied with the services of RSM Chio Lim LLP as auditor of the Company and thanks RSM Chio Lim LLP for these services and proposes to re-appoint them as auditor of the Company for the 2017 financial year.

Resolution 3 therefore seeks to re-appoint RSM Chio Lim LLP as auditor of the Company until the conclusion of the next Annual General Meeting of the Company.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

The Board supports the appointment of RSM Chio Lim LLP as auditor of the Company and recommends that Shareholders vote in favour of Resolution 3.

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**6. RESOLUTION 4 – APPROVAL OF DIRECTORS’ EMOLUMENTS**

Section 169 of the Companies Act requires that Directors’ emoluments (which includes fees as well as non-cash benefits) in respect of their office as such be approved by Shareholders.

Shareholders previously set the maximum aggregate Directors’ fees for the financial year ending 31 December 2016 at A\$100,000.

Listing Rule 10.17 provides that the Company may not increase the total aggregate amount of Directors’ fees payable to all of its non-executive Directors without Shareholder approval.

Resolution 4 therefore seeks approval for the proposed maximum aggregate Directors’ fees payable to all of its non-executive directors to be set at A\$160,000 for the financial year ending 31 December 2017. The total amount of non-executive Directors’ fees payable

includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice on a pre-tax basis.

No securities were issued to a non-executive Director under Listing Rule 10.11 or 10.14 with Shareholders approval at any time within the last 3 years.

The proposed level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount as this will provide the Company with the flexibility to attract appropriately qualified Directors and to act quickly if the circumstances require it.

The Remuneration Committee reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and Directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

Resolution 4 therefore seeks approval for the proposed maximum aggregate Directors' fees of A\$160,000 for the financial year ending 31 December 2017.

Resolution 4 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 4.

A voting exclusion statement is included in the Notice for Resolution 4.

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## **7. RESOLUTION 5 – APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN**

### **8.1 General**

The Company considers that it is desirable to maintain an incentive securities plan pursuant to which the Company can issue shares, options or performance rights to eligible Directors, employees and consultants in order to attract, motivate and retain such persons and to provide them with an incentive to deliver growth and value to all Shareholders.

Accordingly, Resolution 5 seeks approval for the adoption of the employee securities incentive plan titled 'Netcentric Employee Securities Incentive Plan' (**Plan**) in accordance with Listing Rule 7.2 (Exception 9(b)).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of which is set out at Schedule 2.

In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

### **8.2 Application of Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

### **8.3 Listing Rule 7.2, Exception 9(b)**

Listing Rule 7.2, Exception 9(b) provides an exception to Listing Rule 7.1 by which Equity Securities issued under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

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If Resolution 5 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

No Equity Securities have been issued under the current Plan as it is a new employee incentive scheme and has not previously been approved by shareholders.

Prior Shareholder approval will be required under Listing Rule 10.14 before any Director or related party of the Company can participate in the Plan.

#### **8.4 Board recommendation**

Resolution 5 is an ordinary resolution.

The Chairman will cast all available proxies in favour of Resolution 5.

A voting exclusion statement is included in the Notice for Resolution 5.

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### **8. RESOLUTION 6 – APPROVAL TO ISSUE SHARES**

Section 161 of the Companies Act requires that the issue of any new Shares or other securities in the Company be approved by Shareholders.

Resolution 6 therefore seeks approval for the Directors to be empowered to issue Shares or convertible securities in the Company from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which next annual general meeting for the Company is required by law to be held, whichever is the earlier.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

Resolution 6 is not seeking approval for:

- (a) the issue of securities in the Company pursuant to the requirements of Listing Rule 7.1 or Listing Rule 7.1A; or
- (b) the issue of securities to related parties, pursuant to the requirements of Listing Rule 10.11.

Resolution 6 will therefore be subject to the Listing Rules, in particular:

- (a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period;
- (b) Listing Rule 10.11, which provides that the Company must not issue new securities to a related party without Shareholder approval; and
- (c) Listing Rule 10.14 which provides that the Company must not issue new securities under an employee share plan to a Director or an associate of a Director without Shareholder approval.

Resolution 6 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 6.

The Board recommends that Shareholders vote in favour of Resolution 6.

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**9. RESOLUTION 7 – APPROVAL TO AMEND ARTICLES OF ASSOCIATION**

Article 2(c) of the Articles of Association provides that the Articles of Association may be altered from time to time by special resolution, being a resolution of Shareholders passed by at least 75% of the votes cast by Shareholders entitled to vote on the resolution.

It is proposed that article 117 of the Articles of Association be amended to allow circular resolutions of Directors to be passed by a majority of Directors, rather than unanimously, as follows:

*“117. A resolution in writing, signed by ~~all~~ a majority of the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.” (emphasis added)*

Resolution 7 seeks Shareholder approval for the amendments to the Articles of Association in accordance with article 2(c) of the Articles of Association.

Resolution 7 is a special resolution and requires approval of 75% of the votes cast by Shareholders.

A copy of the amended Articles of Association will be sent to any Shareholder upon request and will also be available for inspection at the office of the Company during normal business hours prior to the Meeting and available for inspection at the Meeting.

The amended Articles of Association will become effective from the close of this Meeting.

The Chairman intends to exercise all available proxies in favour of Resolution 7.

The Board recommends that Shareholders vote in favour of Resolution 7.

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**10. RESOLUTION 8 – RATIFICATION OF PAYMENT MADE TO CHEO MING SHEN IN RELATION TO CESSATION OF HIS SERVICES**

Cheo Ming Shen was paid a monetary sum of A\$130,000 in relation to the cessation of his services as Executive Director and Chief Executive Officer of the Company on 27 January 2017. The payment was made pursuant to the 6 month termination clause contained within the CEO contract.

As section 168 of the Companies Act generally requires that proposed payments to be made to a director of the Company by way of compensation for loss of office as an officer of the Company or as consideration for or in connection with his retirement from any such office be approved by the Company in general meeting, this Resolution 8 seeks Shareholder approval to ratify the payment made to Cheo Ming Shen as described in this Section 8.

Resolution 8 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 8.

The Board recommends that Shareholders vote in favour of Resolution 8.

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**11. RESOLUTION 9 – RATIFICATION OF PAYMENT MADE TO EWE TIAM TIAH IN RELATION TO CESSATION OF HIS SERVICES**

Ewe Tiam Tiah was paid a monetary sum of A\$130,000 in relation to the cessation of his services as Executive Director and Chief Operating Officer of the Company on 16 November 2016. The payment was made pursuant to the 6 month termination clause contained within the COO contract.

As section 168 of the Companies Act generally requires that proposed payments to be made to a director of the Company by way of compensation for loss of office as an officer of the Company or as consideration for or in connection with his retirement from any such office be approved by the Company in general meeting, this Resolution 9 seeks Shareholder approval to ratify the payment made to Ewe Tiam Tiah as described in this Section 9.

Resolution 9 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 9.

The Board recommends that Shareholders vote in favour of Resolution 9.

## **Schedule 1 – Definitions and Interpretation**

In the Notice and this Explanatory Memorandum, unless the context otherwise requires:

**A\$** means Australian dollars.

**Articles of Association** means the Company's Articles of Association.

**Annual Financial Statements** means the Directors' Report, the Financial Reports and the Auditor's Report in respect to the financial period ended 31 December 2016.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Limited.

**ASX Settlement Rules** means ASX Settlement Operating Rules of ASX Settlement Pty Ltd (ABN 49 008 504 532).

**Auditors' Report** means the auditors' report on the Financial Reports.

**Board** means the board of Directors from time to time.

**CDI** means CHESS Depository Interest issued by CDN, where each CDI represents a beneficial interest in one Share.

**CDI Voting Instruction Form** means the CDI voting instruction form attached to the Notice.

**CDN** means CHESS Depository Nominees Pty Ltd (ABN 75 071 346 506) (AFSL 254514), in its capacity as depository of the CDIs under the ASX Settlement Rules.

**Chairman** means the person appointed to chair the Meeting.

**Companies Act** means the Companies Act (Cap. 50) of Singapore.

**Company** means Netccentric Limited ARBN 605 927 464.

**Director** means any director of the Company and Directors means all of them.

**Directors' Report** means the annual directors' report of the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules and Equity Securities has the corresponding meaning.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Financial Reports** means the annual financial reports of the Company and its controlled entities.

**Listing Rules** means the official listing rules of the ASX.

**Meeting** means the annual general meeting of the Company to be held at Hotel Stripes, 25 Jalan Kumanting, Chow Kit, 50300 Wilayah Persekutuan Kuala Lumpur, Malaysia, on Wednesday, 31 May 2017 at 10:30AM (GMT +0:800 AWST)

**Notice** means the notice of meeting that accompanies this Explanatory Memorandum.

**Option** means an option to acquire a Share.

**Plan** means the Netccentric Employee Securities Incentive Plan.

**Resolutions** mean any resolution detailed in the Notice as the context requires.

**S\$** means Singapore dollars.

**Schedule** means a schedule to the Notice.

**Section** means a section of this Explanatory Memorandum.

**Share** means a fully paid ordinary share in the capital of the Company or a CDI, as applicable.

**Shareholder** means a holder of a Share (including CDN in its capacity as depository of the CDIs under the ASX Settlement Rules), or holder of a CDI, as applicable.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

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## **Schedule 2 – Summary of Employee Securities Incentive Plan**

The Company has established an employee securities incentive plan (**Plan**).

The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below.

### **1. Definitions**

**Eligible Participant** means a person that is at least 18 years old who is not an undischarged bankrupt and is an employee or director (whether executive or non-executive) of a member of the Group, or is otherwise a person that has been determined by the Board to be eligible to participate in the Plan from time to time.

**Convertible Security** means a Security exercisable for Plan Share(s) in accordance with the terms and conditions of the Plan, including an Option or performance right.

**Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

**Participant** means an Eligible Participant who has been granted any Security under the Plan.

**Plan Share** means all Shares issued or transferred to a Participant under the Plan, including upon the valid exercise of a Convertible Security.

**Security** means a security in the capital of the Company granted under the Plan, including a Plan Share, Option, performance right or other Convertible Security.

### **2. Purpose**

The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

### **3. Plan administration**

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

### **4. Eligibility, invitation and application**

- (a) The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
- (b) On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.
- (c) If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

## **5. Grant of Securities**

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

## **6. Terms of Convertible Securities**

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

## **7. Vesting of Convertible Securities**

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

## **8. Exercise of Convertible Securities and cashless exercise**

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

## **9. Delivery of Shares on exercise of Convertible Securities**

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

## **10. Forfeiture of Convertible Securities**

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any

applicable vesting conditions have not been met or cannot be met by the relevant date; and

- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

#### **11. Change of control**

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

#### **12. Rights attaching to Plan Shares**

All Plan Shares will rank pari passu in all respects with the Shares of the same class and will trade on the ASX in the form of CDIs. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

#### **13. Disposal restrictions on Plan Shares**

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

#### **14. Adjustment of Convertible Securities**

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

#### **15. Participation in new issues**

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

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**16. Amendment of Plan**

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

**17. Plan duration**

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

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**LODGE YOUR VOTE****ONLINE**[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)**BY MAIL**Netccentric Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia**BY FAX**

+61 2 9287 0309

**BY HAND**Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138**ALL ENQUIRIES TO**

Telephone: +61 1300 554 474

**LODGE A PROXY FORM**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am (AWST) on Monday, 29 May 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

**ONLINE**[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

**BY MOBILE DEVICE**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

**QR Code****HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM****YOUR NAME AND ADDRESS**

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

**APPOINTMENT OF PROXY**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

**DEFAULT TO CHAIRMAN OF THE MEETING**

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

**VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT**

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**APPOINTMENT OF A SECOND PROXY**

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

**SIGNING INSTRUCTIONS**

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either securityholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

**CORPORATE REPRESENTATIVES**

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

# PROXY FORM

I/We being a member(s) of Netccentric Limited and entitled to attend and vote hereby appoint:

## APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AWST) on Wednesday, 31 May 2017 at Hotel Stripes, 25 Jalan Kumanting, Chow Kit, 50300 Wilayah Persekutuan Kuala Lumpur, Malaysia** (the Meeting) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Re-Election of Kevin Tsai Shao Chung as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Ratification of Payment Made to Ewe Tiam Tinh in Relation to Cessation of His Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Pierre Pang Hee Ta as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Directors' Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Authority to Issue Shares and Instruments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Amend Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of Payment Made to Cheo Ming Shen in Relation to Cessation of His Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



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STEP 1

STEP 2

STEP 3

**LODGE YOUR VOTE** **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) **BY MAIL**  
Netccentric Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia **BY FAX**  
+61 2 9287 0309 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474**LODGEMENT OF A CDI VOTING INSTRUCTION FORM**

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am (AWST) on Sunday, 28 May 2017**, being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, stockholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this CDI Voting Instruction Form).

**HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM****YOUR NAME AND ADDRESS**

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

**DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD**

Each CHESS Depository Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESS Depository Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

**APPOINTMENT OF A PROXY**

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

**SIGNING INSTRUCTIONS**

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either holder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

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## CDI VOTING INSTRUCTION FORM

STEP 1

### DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depository Interests (CDIs) of Netccentric Limited (Company) hereby direct CHESS Depository Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual General Meeting of stockholders of the Company to be held at 10:30am (AWST) on Wednesday, 31 May 2017 at Hotel Stripes, 25 Jalan Kumanting, Chow Kit, 50300 Wilayah Persekutuan Kuala Lumpur, Malaysia and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

### VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*
1 Re-Election of Kevin Tsai Shao Chung as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Pierre Pang Hee Ta as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Directors' Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Authority to Issue Shares and Instruments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Amend Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of Payment Made to Cheo Ming Shen in Relation to Cessation of His Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ratification of Payment Made to Ewe Tiam Tinh in Relation to Cessation of His Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

STEP 3

### SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

NCL PRX1701J

