



Netccentric Limited (200612086W)

Listed on the ASX

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Singapore 219107

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Dear Shareholders,

This has reference to the Notice dated 16 October 2017 convening the Extraordinary General Meeting (EGM) of the Company on the requisition notice received from the shareholders of the Company, Datuk Tiah Thee Kian and Dato' Tiah Thee Seng, collectively and jointly holding 10.77% of the voting capital of the Company.

The EGM is scheduled to be held on 1 November 2017 at 2:00 p.m. at Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, to consider the resolution for removal of Mr Cheo Ming Shen as Director of the Company.

Pursuant to Section 152(3) of the Companies Act, Cheo Ming Shen has sent his representation in writing to the Company requesting the Company to circulate the representation to the members of the Company. Accordingly, several reference and allegations against another board member, Tiah Ewe Tiam were made in the said Representation. In view of that, the Company has received a response to the Representation from Tiah Ewe Tiam's solicitors. Please find attached the response to the Representation. The said document shall also be made available for inspection at the venue of the EGM or otherwise requested by members separately.

The Independent Directors and management of the Company have not verified the statements made in the response to the Representation or documents provided by Tiah Ewe Tiam and do not take responsibility for the same. In so far as the response, the Independent Directors and management of the Company can only confirm to members from its own records that the non-compete agreement as referred to in the Representation is currently being complied with by Tiah Ewe Tiam and secondly, is unaware of any other "Agreement" between Cheo Ming Shen and Tiah Ewe Tiam as referred to in the Representation.

Thank you.

BY ORDER OF THE BOARD

MARTYN THOMAS
CHAIRMAN, NON-EXECUTIVE DIRECTOR





NETCENTRIC LIMITED

38 Kinta Road
#02-03
Singapore 219107

By Email Only

Attn: Board of Directors

Senders Ref.	Recipient's Ref.	Date	Pages
PRP/SKS/201700010	-	9 October 2017	2

**URGENT
FOR YOUR IMMEDIATE ATTENTION**

Dear Sirs,

WRITTEN REPRESENTATIONS OF CHEO MING SHEN PURSUANT TO SECTION 152(3) OF THE COMPANIES ACT

1. We act for Mr Timothy Tiah Ewe Tiam who is a shareholder and director of Netccentric Limited (the "**Company**").
2. We refer to Mr Cheo Ming Shen's ("**Mr Cheo**") written representations pursuant to Section 152(3) of the Companies Act dated 6 October 2017 (the "**Representations**").
3. We are instructed that the Company intends to send the Representations together with the Notice of Extraordinary General Meeting ("**Notice**") to all the Company's shareholders shortly.
4. As Mr Cheo, in the Representations, has made specific allegations against our client, we have been instructed to request that the Company encloses this response together with the Representations and the Notice.
5. At paragraph 4 of the Representations, Mr Cheo states that he has commenced Singapore High Court Suit No. 244/2017 (the "**Suit**") against our client. He then expressly states that he has been "*advised by [his] solicitors not to comment on the Suit and the ongoing proceedings and will not do so*". It is clear that his solicitors have advised him on *sub judice* and consequently *sub judice* contempt. Essentially, it is a contempt of court to publish or comment on facts, issues and allegations made in a pending legal action when those facts, issues and allegations have yet to be determined by the court as this would tend to prejudice or interfere with the judicial process. However, immediately after mentioning the advice not to comment on the Suit, Mr Cheo proceeds to do exactly what his lawyers had advised him not to do.
6. It is for this very reason, i.e. that the facts, issues and allegations in the Suit being *sub judice*, that neither we nor our client will respond to the same in this forum, suffice to say that Mr Cheo's allegations in the Suit are expressly denied and our client intends to defend his position at trial. Accordingly, it is of utmost importance that neither the Company nor the shareholders discuss, comment or deliberate on any aspect of the Suit either at the EGM or otherwise, until after the final disposal of the Suit.
7. Insofar as Mr Cheo is alleging that our client colluded with Tiah Thee Kian and Tiah Thee Seng to propose the present resolution to remove him as a director, the allegation is strenuously denied. Mr Cheo has not put forward an iota of credible evidence save for a presumption that there has to be such a collusion because of the family relationship. The allegation of collusion is a fiction. Our



client is confident that the discerning shareholders of the Company are quite capable of separating fact from fiction.

8. Insofar as the issues which are *sub judice* are concerned, our client takes a dim view of Mr Cheo's conduct and we have demanded that he either withdraw the Representations or replace the same with a fresh set of representations which are not *sub judice*. He has refused to comply with the demand and accordingly our client has instructed us to take this issue further and make the necessary applications to Court, if necessary.
9. All of our client's rights are hereby expressly reserved.

Yours faithfully

A handwritten signature in black ink, appearing to be 'PRP Law', written over a stylized graphic of the letters 'PRP'.

PRP Law LLC

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