
NETCCENTRIC LIMITED

ABRN 605 927 464

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME : 2.00PM (GMT+0:800 AWST)

DATE : Wednesday, 1 November 2017

PLACE : Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia

This Notice of Extraordinary 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 Extraordinary General Meeting, please do not hesitate to contact the Company Secretary at investors@netccentric.com.

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NETCCENTRIC LIMITED

ABRN 605 927 464

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of shareholders of Netccentric Limited (the “Company”) will be held at Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, on Wednesday, 1 November 2017 at 2:00PM (GMT+0:800 AWST) (“**Meeting**” or “**EGM**”).

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 on Sunday, 29 October 2017 at 2:00PM (GMT+0:800 AWST).

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

AGENDA

ORDINARY RESOLUTION

- REMOVAL OF DIRECTOR

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

“THAT CHEO MING SHEN @ TONG MING SHEN be and is hereby removed as Director of the Company with immediate effect.”

BY ORDER OF THE BOARD



MARTYN THOMAS
CHAIRMAN, NON-EXECUTIVE DIRECTOR

Date: 16 October 2017

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NETCCENTRIC LIMITED**ABRN 605 927 464**

EXPLANATORY MEMORANDUM

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 Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, on Wednesday, 1 November 2017 at 2:00PM (GMT+0:800 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 Ordinary Resolution – Removal of Director

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 Resolution, you should consult your financial or other professional adviser.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

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

CDI Voting Instruction Forms must be received by Link Market Services Limited, the Company's share registry, no later than 2:00PM (GMT+0:800 AWST) on Sunday, 29 October 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.

PERSONAL DATA PRIVACY. By attending the Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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3. ORDINARY RESOLUTION – REMOVAL OF DIRECTOR

The Company is convening the EGM pursuant to the letter received by the Company on 19 September 2017 (the “Requisition Notice”) from the shareholders of the Company, Datuk Tiah Thee Kian and Dato’ Tiah Thee Seng (the “Requisitioning Shareholders”), requesting that the Company convene an EGM pursuant to Section 176 of the Companies Act, Chapter 50 of Singapore (the “Act”). A copy of which has been included therein for circulation to shareholders of the Company.

The resolutions above have been extracted and replicated exactly as they have been proposed by the Requisitioning Shareholders in the Requisition Notice. In the event that there are any modifications or amendments to the resolution proposed by the Requisitioning Shareholders, or any imposition of conditionality requirements, these will be announced and despatched to shareholders of the Company, in any case before 14 calendar days prior to the EGM.

Pursuant to Section 152(3) of the Act, Mr Cheo Ming Shen @ Tong Ming Shen, being a director of the Company who is the subject matter of Ordinary Resolution above, has made with respect thereto representations in writing to the Company. As such, the Company intends to include such written representations in a letter to shareholders, in accordance with the provisions of the Act.

The Company will despatch a letter to shareholders of the Company, including this notice of EGM, containing any further information on the proposed ordinary resolution (including any representations in writing to the Company made by Mr Cheo Ming Shen @ Tong Ming Shen) in due course, in any event before 14 calendar days prior to the EGM.

Pursuant to Section 152(2) of the Act, special notice shall be required of Ordinary Resolution to remove Mr Cheo Ming Shen @ Tong Ming Shen as a director of the Company.

This Resolution is an ordinary resolution.

BY ORDER OF THE BOARD



MARTYN THOMAS
CHAIRMAN, NON-EXECUTIVE DIRECTOR

Date : 16 October 2017

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Schedule 1 – Definitions and Interpretation

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

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.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Listing Rules means the official listing rules of the ASX.

Meeting means the annual general meeting of the Company to be held at Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, on Wednesday, 1 November 2017 at 2:00PM (GMT+0:800 AWST)

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

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

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.

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LODGE YOUR INSTRUCTION
 **ONLINE**
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

X999999999999
CDI VOTING INSTRUCTION FORM
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 Extra Ordinary General Meeting of stockholders of the Company to be held at **2:00pm (AWST) on Wednesday, 1 November 2017 at Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 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 Removal of Director – Cheo Ming Shen @ Tong Ming Shen	<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.

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.



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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 CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE 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 CHESSE 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.

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, all of the holders should 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.

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 below by **2:00pm (AWST) on Sunday, 29 October 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

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 front of the CDI Voting Instruction Form).



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

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)

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