



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Net Pacific Financial Holdings Limited (the “Company”) will be held at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542 on Thursday, 28 April 2016 at 11.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 0.38 Hong Kong cents per ordinary share of the Company for the financial year ended 31 December 2015 (2014: 1.14 Hong Kong cents). **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Articles 107 of the Company's Constitution: **(Resolution 3)**
Mr Chin Fook Lai (Retiring under Article 107) **(Resolution 4)**
Mr Kwok Chin Phang (Retiring under Article 107) **(Resolution 5)**
Mr Wu Houguo (Retiring under Article 107) **(Resolution 6)**
Mr Cheung Ting Chor (Retiring under Article 107)
Mr Wu Houguo will, upon re-election as a Director, remain as a member of the Audit Committee, the Risk Management Committee, Nominating Committee and Remuneration Committee of the Company and will be considered independent for the purposes of Rule 704(7) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst (“Catalist Rules”).
- To approve the payment of Directors' fees of S\$165,500 for the financial year ended 31 December 2015 (2014: S\$165,500). **(Resolution 7)**
- To re-appoint Foo Kon Tan LLP, Chartered Accountants, as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to allot and issue shares in the capital of the Company and/or instruments**
“That, pursuant to Section 161 of the Companies Act, Chapter 50. and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors of the Company to:-
(a) (i) allot and issue shares in the capital of the Company (“Shares”) (whether by way of rights, bonus or otherwise); and/or
(ii) 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 or other instruments convertible into Shares,
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
(b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,
provided that:-
(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), to be issued pursuant to this Resolution does not exceed one hundred per cent (100%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares excluding treasury shares shall be based on the total number of issued Shares excluding treasury shares of the Company at the time this Resolution is passed after adjusting for:-
(i) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
(ii) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
(iii) any subsequent bonus issue, consolidation or sub-division of Shares.
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
(4) (unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.”
[See Explanatory Note (i)]. **(Resolution 9)**
- Authority to grant options and issue Shares under the Net Pacific Employee Share Option Scheme**
“That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the Net Pacific Employee Share Option Scheme (the “Scheme”) and to issue such Shares as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the aggregate number of Shares to be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the issued share capital of the Company (excluding treasury shares) from time to time.”
[See Explanatory Note (ii)] **(Resolution 10)**

By Order of the Board

Gn Jong Yuh Gwendolyn
Chong Kian Lee
Joint Company Secretaries
Singapore, 6 April 2016

Explanatory Notes:

- The Ordinary Resolution 9 proposed in item 7 above, if passed, will empower the Directors from the date of the above AGM until the date of the next AGM, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed 100% of the total number of issued Shares excluding treasury shares of the Company at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 50% of the total number of issued Shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM.
- The Ordinary Resolution 10 proposed in item 8 above, if passed, will empower the Directors, to grant options and to allot and issue Shares upon the exercise of such options in accordance with the Scheme.

Notes:

- A member of the Company who is entitled to attend and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
- A member of the Company who is entitled to attend and vote at the AGM and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- A proxy need not be a Member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at **35 Selegie Road, #10-25, Singapore 188307** not less than **forty-eight (48)** hours before the time appointed for holding the Annual General Meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Net Pacific Financial Holdings Limited (the “Company”) will be held at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542 on 28 April 2016 at 12.30 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 11.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications the following Special Resolution:

PROPOSED ADOPTION OF THE NEW CONSTITUTION (SPECIAL RESOLUTION)

THAT:

- the regulations contained in the New Constitution of the Company as set out in Appendix 1 of the Circular to the Shareholders dated 6 April 2016 be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution; and
- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing any and all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn
Chong Kian Lee
Joint Company Secretaries
6 April 2016
Singapore

Notes:

- A member of the Company who is entitled to attend and vote at the EGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
- A member of the Company who is entitled to attend and vote at the EGM and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy. “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 35 Selegie Road #10-25, Singapore 188307 not less than 48 hours before the time appointed for holding the EGM or any postponement or adjournment thereof. Completion and return of the proxy form by a member will not prevent him from attending and voting at the EGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.

Personal data privacy:-

By submitting a proxy form 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 EGM 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.

These notices have been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch (“Sponsor”), for compliance with the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of these notices. These notices have not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of these notices, including the correctness of any of the statements or opinions made or reports contained in these notices. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Investment Banking, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.