



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 Friday, 25 April 2014 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final one-tier tax exempt dividend of 1.14 Hong Kong cents per ordinary share for the financial year ended 31 December 2013 (2012: 0.95 Hong Kong cents). **(Resolution 2)**
3. To re-elect the following directors of the Company ("**Directors**") retiring pursuant to Articles 107 and 117 of the Company's Articles of Association:

Mr Ben Lee	(Retiring under Article 107)	(Resolution 3)
Mr Teo Yi-dar (Zhang Yida)	(Retiring under Article 107)	(Resolution 4)
Mr Ong Chor Wei @ Alan Ong	(Retiring under Article 107)	(Resolution 5)

*Mr Teo Yi-dar (Zhang Yida) will, upon re-election as a Director, remain as the Chairman of the Audit Committee, Risk Management Committee and Nominating Committee and a member of the Remuneration Committee 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**").*

Please refer to the section entitled "Board of Directors" of the Company's Annual Report 2013 for information on Mr Ben Lee, Mr Teo Yi-dar (Zhang Yida) and Mr Ong Chor Wei @ Alan Ong.
4. To approve the payment of Directors' fees of S\$105,000 for the financial year ended 31 December 2013 (2012: S\$60,000). **(Resolution 6)**
5. To re-appoint Foo Kon Tan Grant Thornton LLP, as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
6. 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:

7. **Authority to allot and issue shares in the capital of the Company - Share Issue Mandate**
 "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 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.

(Resolution 8)
- 8. **Authority to allot and issue shares under the Net Pacific Employee Share Option Scheme**
 "That the Directors 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."

(Resolution 9)

[See Explanatory Note (i)]

By Order of the Board

Gn Jong Yuh Gwendolyn
Chong Kian Lee
Joint Company Secretaries
Singapore, 10 April 2014

Explanatory Notes:

- (i) The Ordinary Resolution 8 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.
- (ii) The Ordinary Resolution 9 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:

1. A Member entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. 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.
3. 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 AGM.

*This notice has been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("**Sponsor**"), for compliance with the Catalyst Rules. The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Corporate Finance, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.*