



NET PACIFIC FINANCIAL HOLDINGS LIMITED

(Company Registration Number: 200300326D)
(Incorporated in the Republic of Singapore)

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, 27 April 2017 at 10.30 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 2016 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 2016 (2015: 0.38 Hong Kong cents). **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Regulation 89 of the Company's Constitution:
 - Mr Ben Lee (Retiring pursuant to Regulation 89) **(Resolution 3)**
 - Mr Ben Lee will, upon re-election as a Director, remain as a Non-executive Director of the Company.*
 - Mr Ong Chor Wei @ Alan Ong (Retiring pursuant to Regulation 89) **(Resolution 4)**
 - Mr Ong Chor Wei @ Alan Ong will, upon re-election as a Director, remain as an Executive Director and the Chief Executive Officer of the Company.*
 - Mr Francis Lee Fook Wah (Retiring pursuant to Regulation 89) **(Resolution 5)**
 - Mr Francis Lee Fook Wah will, upon re-election as a Director, remain as a chairman of the Remuneration Committee, a member of the Audit Committee, the Risk Management Committee and Nominating 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 2016 (2015: S\$165,500). **(Resolution 6)**
- To re-appoint Foo Kon Tan LLP, Chartered Accountants, as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- 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 (the "Act") and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors of the Company to:-
 - allot and issue new shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); and/or
 - make or grant offers, agreements or options (collectively, "Instruments") that might or would require new Shares to be allotted and 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, allot and issue new Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force, provided that:-
 - the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to this Resolution), to be allotted and 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 new Shares to be allotted and issued other than on a *pro rata* basis to Shareholders of the Company (including Shares to be allotted and 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 subparagraph (2) below);
 - (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 allotted and 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:-
 - new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - 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
 - any subsequent bonus issue, consolidation or sub-division of Shares.
 - 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 Constitution of the Company for the time being; and
 - (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 8)**
- Authority to grant options and to allot and issue Shares under the Net Pacific Employee Share Option Scheme**
 "That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provision of the Net Pacific Employee Share Option Scheme (the "Scheme") and to allot and issue such Shares as may be required to be allotted and issued pursuant to the exercise of the options under the Scheme provided always that the aggregate number of Shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued Shares excluding treasury shares on the date preceding the grant of the option from time to time."
[See Explanatory Note (ii)] **(Resolution 9)**

By Order of the Board
Gn Jong Yuh Gwendolyn
Chong Kian Lee
Joint Company Secretaries
Singapore, 5 April 2017

Explanatory Notes:

- The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors from the date of the passing of Ordinary Resolution 8 until the date 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, to allot and issue new Shares and Instruments in the Company. The aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 8), to be allotted and issued pursuant to Ordinary Resolution 8 shall not exceed one hundred per cent (100%) of the total number of issued Shares excluding treasury shares of the Company as at the date of the passing of Ordinary Resolution 8. For the allotment and issue of new Shares other than on a *pro rata* basis to shareholders of the Company, the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 8), to be allotted and issued pursuant to Ordinary Resolution 8 shall not exceed fifty per cent (50%) of the total number of issued Shares excluding treasury shares of the Company as at the date of the passing of Ordinary Resolution 8. This authority will, unless previously revoked or varied at a general meeting, expire at 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.
- 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:

- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
- Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form.
- A proxy need not be a member of the Company.
- The proxy form must be deposited at registered office of the Company at 35 Selegie Road #10-25, Singapore 188307, not less than 72 hours before the time appointed for holding the AGM.
- Where the proxy form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of Net Pacific Financial Holdings Limited (the "Company") will be held at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542 on 27 April 2017 at 11.30 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company held on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

ORDINARY RESOLUTION: THE PROPOSED AMENDMENTS TO THE RULES OF THE NET PACIFIC EMPLOYEE SHARE OPTION SCHEME

That:

- the proposed amendments to the rules of the Net Pacific Employee Share Option Scheme as set out in Appendix A to the Circular be and are hereby adopted and approved by the Company;
- pursuant to Section 161 of the Act, the Directors and/or any of them be and are hereby authorised to offer and grant options in accordance with the rules of the Net Pacific Employee Share Option Scheme and to allot and issue such Shares as may be required to be allotted and issued pursuant to the exercise of options under the Net Pacific Employee Share Option Scheme provided always that the aggregate number of Shares over which options may be granted on any date under the Net Pacific Employee Share Option Scheme shall not exceed 15% of the total issued Shares of the Company excluding treasury shares from time to time; and
- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing 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 Resolution.

By Order of the Board
Gn Jong Yuh Gwendolyn
Chong Kian Lee
Joint Company Secretaries
Singapore
5 April 2017

Notes:

- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the Proxy Form.
- Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
- A proxy need not be a member of the Company.
- The Proxy Form must be deposited at registered office of the Company at 35 Selegie Road #10-25, Singapore 188307, not less than 72 hours before the time appointed for holding the EGM.
- Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- Terms not specifically defined herein shall have the meaning ascribed to them in the Company's circular to shareholders dated 5 April 2017.

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.