

**THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

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**N2N CONNECT BERHAD**

**(523137-K)**

(Incorporated in Malaysia)

**SHARE BUY-BACK STATEMENT**

**In relation to the**

**PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY  
TO PURCHASE UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF  
ISSUED SHARES  
("PROPOSED SHARE BUY-BACK")**

The resolution in respect of the above proposal will be tabled as Special Business at the Eighteenth Annual General Meeting ("AGM") of N2N Connect Berhad to be held at Wisma N2N, Level 9, Tower 2, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 12 June 2019 at 10:00 a.m..

Notice of the Eighteenth AGM, the Form of Proxy and this Statement can be viewed and downloaded from the designated website links stated in the Notice to Shareholders dated 30 April 2019.

The Form of Proxy should be completed and deposited at the Registered Office of the Company at 3<sup>rd</sup> Floor, No. 17 Jalan Ipoh Kecil, 50350 Kuala Lumpur not less than forty eight (48) hours before the time set for the meeting, should you be unable to attend the AGM or vote in person at the AGM. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy : Monday, 10 June 2019 at 10:00 a.m.

Date and time for the AGM : Wednesday, 12 June 2019 at 10:00 a.m.

This Statement is dated 30 April 2019

## DEFINITIONS

Except where the context otherwise requires, the following terms shall apply throughout this Statement:-

“ACE LR”	: Listing Requirements of Bursa Securities for the ACE Market
“Act”	: Companies Act, 2016, as amended from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Board” or “Directors”	: Board of Directors of N2N
“Bonus Issue of Warrants”	: Bonus Issue of up to 149,469,460 Warrants on the basis of 1 Warrant for every 4 N2N Shares held on 7 January 2019, which was approved by the shareholders of the Company at the EGM held on 12 December 2018
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (165570-W)
“Bursa Securities”	: Bursa Malaysia Securities Berhad (635998-W)
“By-Laws”	The rules, terms and conditions of the Scheme as may be modified, varied and/or amended from time to time
“Code”	: Malaysian Code on Take-Overs and Mergers, 2016, as amended from time to time and any re-enactment thereof
“Constitution”	: Constitution of N2N
“Deed Poll”	: The deed poll executed by N2N dated 19 December 2018 to constitute the Warrants and to govern the rights of holders of the Warrants
“EGM”	Extraordinary General Meeting
“Eligible Person(s)”	Executive Directors and employees of the N2N Group who meet the eligibility criteria for participation in the LTIP in accordance with the By-Laws
“EPS”	: Earnings per share
“LTIP” or “Scheme”	A long term incentive plan of up to 15% of the total number of issued shares of the Company (excluding treasury shares, if any) for eligible Executive Directors and employees of N2N Group (excluding subsidiary companies which are dormant), which was approved by the shareholders of the Company at the EGM held on 12 December 2018
“LTIP Award(s)”	Collectively, the SGP Award(s) and/or SOP Award(s)
“Market Day(s)”	: Any day between Monday to Wednesday (both days inclusive) which is not a public holiday and on which Bursa Securities is opened for the trading of securities
“Major Shareholder”	Has the meaning given in Rule 1.01 of the ACE LR
“Minister”	: Minister charged with the responsibility for companies, as defined in the Act
“NA”	: Net assets

## DEFINITIONS

(cont’)

“N2N” or “Company”	:	N2N Connect Berhad (523137-K)
“N2N Group” or “Group”	:	N2N and its subsidiaries
“N2N Share(s)” or “Share(s)”	:	Ordinary share(s) in N2N
“Option Price”	:	The price at which a SOP Participant shall be entitled to subscribe for N2N Shares from the Company upon the exercise of the SOP Options, as initially determined and as may be adjusted pursuant thereto in accordance with the provisions of the By-Laws
“Proposed Share Buy-Back”	:	Proposed Renewal of the authority for the Company to purchase up to ten percent (10%) of its total number of issued shares
“Purchased Shares”	:	N2N Share(s) to be purchased by the Company pursuant to the Proposed Share Buy-Back
“Record of Depositors”	:	A record provided by Bursa Depository under Chapter 24 of the Rules of Bursa Depository
“RM” and “sen”	:	Ringgit Malaysia and sen respectively
“SC”	:	Securities Commission of Malaysia
“SGP Award(s)”	:	An award of N2N Shares in writing to Executive Directors and senior management of N2N Group by the LTIP Committee at no cash consideration, subject to the terms and conditions of the By-Laws
“SOP Award(s)”	:	An award of SOP Options in writing to Eligible Persons by the LTIP Committee at the award date to subscribe for N2N Shares at the Option Price, subject to the terms and conditions of the By-Laws
“SOP Option(s)”	:	The right of a SOP Participant to subscribe for N2N Shares at the Option Price pursuant to the SOP Award duly accepted by the Eligible Person in the manner provided in the By-Laws
“SOP Participant”	:	An Eligible Person(s) who has accepted the SOP Award(s) in the manner provided in the By-Laws
“Substantial Shareholder(s)”	:	Has the meaning given in Section 136 of the Act
“Treasury Shares”	:	Purchased Shares which are or will be retained as treasury shares by the Company (as defined in Section 127 of the Act)
“WAMP”	:	Weighted average market price
“Warrants”	:	140,089,954 five (5)-year warrants issued pursuant to the Bonus Issue of Warrants. Each Warrant entitles the registered holder to subscribe for one (1) new N2N Share at any time during the exercise period and at the exercise price subject to adjustments in accordance with the provisions of the Deed Poll

Words importing the singular shall, where applicable, include the plural and vice versa, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include companies or corporations.

Any enactment referred to in this Statement is a reference to that enactment as for the time being amended or re-enacted.

All references to dates and time in this Statement are references to dates and time in Malaysia, unless otherwise stated.

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## **N2N CONNECT BERHAD**

(523137-K)

(Incorporated in Malaysia)

**Registered Office :**

3<sup>rd</sup> Floor, No. 17

Jalan Ipoh Kecil

50350 Kuala Lumpur.

30 April 2019

**Directors:**

Tiang Boon Hwa (*Managing Director*)

Lai Su Ping (*Non-Independent Executive Director*)

Dato' Tan Boon Leng (*Independent Non-Executive Director*)

Elaine Foong Sooi Jade (*Independent Non-Executive Director*)

Goh Ching Chee (*Independent Non-Executive Director*)

Fathi Ridzuan Bin Ahmad Fauzi (*Independent Non-Executive Director*)

Akio Furuse (*Non-Independent Non-Executive Director*)

Masashi Shindo (*Non-Independent Non-Executive Director*)

**To : The Shareholders of N2N Connect Berhad**

Dear Sir/Madam

**PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES**

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**1. INTRODUCTION**

At the Seventeenth Annual General Meeting held on 25 May 2018, the Company had obtained a mandate from its shareholders for the Directors to purchase and/or hold its own shares of up to ten percent (10%) of the issued share capital of the Company. The said mandate shall, in accordance with the ACE LR, expire at the conclusion of the forthcoming Eighteenth AGM of the Company.

On 26 March 2019, the Board announced the Company's intention to seek a renewal of its shareholders' authorisation for the Proposed Share Buy-Back at the forthcoming Eighteenth AGM of the Company.

In view of the existing authority expiring at the conclusion of the forthcoming AGM, the Company proposes to seek new shareholders' mandate on the Proposed Share Buy-Back at the forthcoming Eighteenth AGM.

The purpose of this Statement is to provide you with details of the Proposed Share Buy-Back and to seek your approval on the ordinary resolution pertaining to the Proposed Share Buy-Back under Special Business as set out in the 2018 Annual Report to be tabled at the forthcoming AGM and any adjournment thereof. The Notice of the AGM together with the Form of Proxy are enclosed together with the 2018 Annual Report of the Company.

**YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS STATEMENT BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED SHARE BUY-BACK AT THE FORTHCOMING AGM.**

## 2. DETAILS

N2N proposes to seek a renewal of the authority and mandate from the shareholders of the Company to purchase and/or hold up to a maximum of ten percent (10%) of the total number of issued shares of the Company subject to compliance with Section 127 of the Act, the ACE LR and any prevailing laws, rules, regulations, orders, guidelines and other requirements issued by the relevant authorities.

The Proposed Share Buy-Back shall only be effected on the market of Bursa Securities via its Automated Trading System and shall exclude any direct business transactions as defined in accordance with the Rules of Bursa Securities. The Proposed Share Buy-Back shall be transacted through its appointed stockbroker(s) as approved by Bursa Securities.

### 2.1 DURATION

The Proposed Share Buy-Back, once approved by the shareholders, shall be effective from the date of the passing of the ordinary resolution pertaining to the Proposed Share Buy-Back at the AGM to be convened and shall remain in force until:-

- (a) the conclusion of the next AGM of N2N following the forthcoming AGM at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

### 2.2 QUANTUM

The actual number of N2N Shares to be purchased and the timing of the purchases will depend on *inter-alia*, market conditions and sentiments of Bursa Securities as well as the availability of retained profits and financial resources available to the Company. In addition, N2N is required to maintain the necessary public shareholding spread as prescribed in the ACE LR which will limit the number of shares to be purchased.

The maximum aggregate number of Shares which may be purchased by the Company shall not exceed ten percent (10%) of the total number of issued shares of the Company. As at 29 March 2019, the total number of issued shares of the Company is 597,877,841 N2N Shares. The maximum number of N2N Shares which may be purchased by the Company will be up to 59,787,784 N2N Shares.

As at 29 March 2019, N2N has 83,964,861 N2N Shares under the Company's LTIP Awards that has yet to be awarded to Eligible Persons. N2N also has 140,089,954 Warrants as at 29 March 2019 which remain unexercised and entitle the warrant holders to subscribe for 140,089,954 new N2N Shares.

Assuming that no LTIP Awards are awarded and none of the Warrants are exercised into new N2N Shares, N2N can purchase up to 59,787,784 N2N Shares representing ten percent (10%) of the total number of issued shares of N2N of 597,877,841 N2N Shares as at 29 March 2019.

In the event that the LTIP Awards are awarded and all the SOP Options and Warrants are exercised into N2N Shares, the total number of issued shares of N2N will increase to 821,932,656 N2N Shares. Consequently, the maximum number of N2N Shares which the Company may purchase is 82,193,265 N2N Shares.

## 2.3 FUNDING

The Proposed Share Buy-Back will allow the Board to exercise the power of the Company to purchase and hold its shares at any time within the period of validity of the approval of the shareholders for the Proposed Share Buy-Back by using the internal generated funds of the Company and/or external borrowings. The amount of internally generated funds and/or external borrowings to be utilised will only be determined later depending on the availability of internally generated funds, actual number of N2N Shares to be purchased and/or held and other relevant cost factors. In the event that the Proposed Share Buy-Back is to be financed by bank borrowings, the Board will ensure that the Company has sufficient funds to repay the external borrowings and that the repayment will not have a material effect on the Company's cashflow. The actual number of N2N Shares to be purchased and/or held will depend on amongst others, the market conditions and sentiments of Bursa Securities as well as the availability of the retained profits and financial resources available to the Company. The Company will not purchase its own shares if it would result in the Company being insolvent and its capital being impaired. The Company should remain solvent after each buy-back during the period of 6 months after the date of the solvency statement made by the Directors.

The retained profits of the Company based on the audited financial statements for the financial year ended 31 December 2018 is as follows:

	<b>As at 31 December 2018</b>
	<b>RM</b>
Retained profits	37,393,198

## 2.4 TREATMENT OF SHARES PURCHASED

In accordance with Section 127 of the Act, the Board may deal with the Purchased Shares in the following manner:-

- (a) to cancel all or part of the Purchased Shares; and/or
- (b) to retain all or part of the Purchased Shares as Treasury Shares; and/or
- (c) to distribute the Treasury Shares as share dividends to the Company's shareholders; and/or
- (d) to resell the Treasury Shares on Bursa Securities; and/or
- (e) transfer the Treasury Shares for the purposes of or under an employees' share scheme; and/or
- (f) transfer all or part of the Treasury Shares as purchase consideration; and /or
- (g) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister may by order prescribe.

Purchased Shares which are held as Treasury Shares are not conferred the right to attend or vote at meetings and to receive dividends or other distributions, whether cash or otherwise, of the Company's assets including distribution of assets in the event of the winding up of the Company. The Treasury Shares shall not be taken into account in calculating the number or percentage of shares or of a class of shares in the Company for any purposes including, without limiting the generality of Section 127 of the Act, the provisions of any law or requirements of the Constitution or the ACE LR on substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on a resolution at a meeting.

As at the date of this Statement, the Board has yet to make any decision with regard to the treatment of the Purchased Shares and will take into consideration the effects of such treatment to the Group in arriving at its decision. An immediate announcement will be made to Bursa Securities upon each purchase, cancellation and/or resale of shares pursuant to the Proposed Share Buy-Back.

## 2.5 PUBLIC SHAREHOLDING SPREAD

The public shareholding spread of the Company based on 559,765,741 N2N Shares as at 29 March 2019 (which excludes 38,112,100 Shares that have been purchased and retained as treasury shares, based on the Record of Depositors) was 32.1429%.

The Board is mindful of the requirement that any purchase of N2N Shares by the Company must not result in the public shareholding spread of the Company falling below 25% of its total listed shares, excluding Treasury Shares.

## 3. RATIONALE

The authority to purchase the Company's own Shares is sought to enable N2N to have an additional option of utilising its financial resources more efficiently. All things being equal, any purchase of the Company's own Shares, regardless whether the Shares so purchased are retained as Treasury Shares or cancelled, would result in a lower number of Shares being used for the purpose of computing EPS.

The Company may be able to stabilise the supply and demand of N2N's Shares in the open market of Bursa Securities thereby supporting its fundamental values. The Company may retain the Shares so purchased as Treasury Shares with the intention of realising potential gains from the resale of Treasury Shares and/or to reward the shareholders through the distribution of the Treasury Shares as dividends.

## 4. POTENTIAL ADVANTAGES AND DISADVANTAGES

The financial resources of N2N Group may increase if the Purchased Shares held as Treasury Shares are resold at prices higher than the purchase price. Other advantages of the Proposed Share Buy-Back are outlined in Section 3 above.

The Proposed Share Buy-Back, if implemented, will reduce the financial resources of N2N Group and may result in N2N Group foregoing better investment opportunities that may emerge in the future or, at the least, deprive the Company and the Group of interest income that can be derived from the funds utilised for the Proposed Share Buy-Back. It may also result in a lower amount of cash reserves available for dividends to be declared to shareholders as funds are utilised to purchase Shares. In the event that the Proposed Share Buy-Back is funded by bank borrowings, the Company's net cashflow may decline to the extent of the interest costs associated with such borrowings.

Nevertheless, the Proposed Share Buy-Back is not expected to cause any potential material disadvantage to the Company or its shareholders as any share buy-back exercise will be undertaken only after in-depth consideration of the financial resources of N2N Group and of the resultant impact on its shareholders. The Directors, in exercising any decision on the Proposed Share Buy-Back, will be mindful of the interests of the Company and its shareholders.

## 5. EFFECTS

For illustrative purposes, assuming the Proposed Share Buy-Back is implemented in full, the effects of the Proposed Share Buy-Back on the share capital, earnings, NA, working capital, gearing and shareholding structure of the Directors and Substantial Shareholders shall be based on two (2) scenarios:

**Minimum Scenario** : Representing the scenario where no LTIP Awards are awarded and none of the Warrants are exercised

**Maximum Scenario** : Representing the scenario where all the LTIP Awards are awarded and all the SOP Options and all of the Warrants are exercised

## 5.1 ISSUED SHARES

Assuming the Proposed Share Buy-Back is implemented in full, the effects of the Proposed Share Buy-Back on the share capital, earnings, NA, working capital, gearing and shareholding structure of the Directors and Substantial Shareholders are set out below:

In the event the maximum number of N2N Shares authorised under the Proposed Share Buy-Back are purchased and such Purchased Shares are cancelled, the issued shares of the Company will be as follows:-

	<b>Minimum Scenario No. of N2N Shares</b>	<b>Maximum Scenario No. of N2N Shares</b>
Number of issued shares as at 29 March 2019	597,877,841	597,877,841
Assuming full exercise of Warrants	-	140,089,954
Assuming full award of LTIP Awards and full exercise of SOP Options	-	83,964,861
Enlarged number of issued shares after the award of LTIP Award and exercise of SOP Options and Warrants	597,877,841	821,932,656
Less : Shares which have been purchased and held as Treasury Shares as at 29 March 2019	38,112,100	38,112,100
Less : Maximum number of Shares which may be further purchased and cancelled pursuant to the Proposed Share Buy-Back	21,675,684	44,081,165
<b>Resultant number of issued shares upon completion of the Proposed Share Buy-Back</b>	<b>538,090,057</b>	<b>739,739,391</b>

However, the Proposed Share Buy-Back is not expected to have any effect on the number of issued shares if the Purchased Shares are retained as Treasury Shares but the rights attached to them in relation to voting, dividends and participation in other distribution or otherwise will be suspended.

## 5.2 EARNINGS

The effect of the Proposed Share Buy-Back on the earnings and EPS of the Group will depend on, *inter alia*, the number of Purchased Shares, the purchase price of such Shares, the effective funding cost to the Group to finance the Purchased Shares or any loss in interest income to the Group and the proposed treatment of the Purchased Shares.

If the Purchased Shares are retained as Treasury Shares or cancelled subsequently, the number of Shares applied in the computation of the EPS will be reduced, and accordingly all other things being equal, the Proposed Share Buy-Back will have a positive impact on the EPS of the Group.

In the event the Purchased Shares are resold subsequently depending on the price at which the said Shares are resold, the Proposed Share Buy-Back may have a positive effect on the EPS of the Group if there is a gain on the disposal and vice-versa.

### **5.3 NA**

The Proposed Share Buy-Back is likely to reduce the NA per Share of the Group if the purchase price exceeds the NA per share of the Group at the time of purchase and vice versa.

In the event the Treasury Shares are resold on Bursa Securities, the NA per share will increase assuming that a gain has been realised and vice versa. Again, the quantum of the increase in NA will depend on *inter alia*, the number of Purchased Shares, the purchase price of such Shares, the effective funding cost to the Group to finance the Purchased Shares or any loss in interest income to the Group and the proposed treatment of the Purchased Shares.

### **5.4 WORKING CAPITAL**

The Proposed Share Buy-Back will reduce the working capital and cash flow of the Group, the quantum of which depends on the purchase price of the Shares and the number of Shares eventually purchased.

For Purchased Shares which are kept as Treasury Shares, upon their resale, the working capital and cash flow of the Group will increase upon receipt of the proceeds of the resale. The quantum of such increase will depend on the actual selling price(s) of the Treasury Shares and the number of Treasury Shares resold.

### **5.5 GEARING**

The effect of the Proposed Share Buy-Back on the gearing of the Company will depend on the proportion of borrowings utilised to fund any purchase of Shares. The utilisation of any borrowings to fund the purchase of any Shares will serve to increase the gearing of the Company.

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## 5.6 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

Assuming the Proposed Share Buy-Back is implemented in full and all the Purchased Shares are cancelled, the proforma effects of the Proposed Share Buy-Back on the shareholdings of the Directors and Substantial Shareholders of N2N, based on the Record of Depositors of N2N as at 29 March 2019, (assuming the Shares are purchased from shareholders other than the Directors and/or Substantial Shareholders of N2N), are as set out below:-

### Minimum Scenario

Substantial Shareholders	As at 29 March 2019				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>(4)</sup>	No. of Shares	% <sup>(4)</sup>	No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(5)</sup>
SBI Holdings Inc.	102,879,831	18.38	-	-	102,879,831	19.12	-	-
N2N Connect Holdings Sdn Bhd	91,622,095	16.37	-	-	91,622,095	17.03	-	-
SBI Japannext Co., Ltd.	76,483,521	13.66	-	-	76,483,521	14.21	-	-
Cimsec Nominees (Asing) Sdn Bhd Pledged Securities Account for Nikkei Inc	29,991,000	5.36	29,991,000	5.36	29,991,000	5.57	29,991,000	5.57
Cimsec Nominees (Asing) Sdn Bhd Pledged Securities Account for QUICK Corp.	29,991,000	5.36	-	-	29,991,000	5.57	-	-
Tiang Boon Hwa	17,421,033	3.11	109,662,952 <sup>(1)</sup>	19.59	17,421,033	3.24	109,662,952 <sup>(1)</sup>	20.38
Lai Su Ping	18,040,857	3.22	109,043,128 <sup>(2)</sup>	19.48	18,040,857	3.35	109,043,128 <sup>(2)</sup>	20.26

Directors	As at 29 March 2019				After the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>(4)</sup>	No. of Shares	% <sup>(4)</sup>	No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(5)</sup>
Tiang Boon Hwa	17,421,033	3.11	109,662,952 <sup>(1)</sup>	19.59	17,421,033	3.24	109,662,952 <sup>(1)</sup>	20.38
Lai Su Ping	18,040,857	3.22	109,043,128 <sup>(2)</sup>	19.48	18,040,857	3.35	109,043,128 <sup>(2)</sup>	20.26
Tan Boon Leng	1,643,866	0.29	791,366 <sup>(3)</sup>	0.14	1,643,866	0.31	791,366 <sup>(3)</sup>	0.15
Goh Ching Chee	6,000,000	1.07	-	-	6,000,000	1.12	-	-
Fathi Ridzuan Bin Ahmad Fauzi	4,000	0.00	-	-	4,000	0.00	-	-

#### Notes:-

<sup>(1)</sup> Deemed interested by virtue of his interest in N2N Connect Holdings Sdn Bhd and his spouse, Lai Su Ping's interest, pursuant to Sections 8 and 59 of the Act.

<sup>(2)</sup> Deemed interested by virtue of her interest in N2N Connect Holdings Sdn Bhd and her spouse, Tiang Boon Hwa's interest, pursuant to Sections 8 and 59 of the Act.

<sup>(3)</sup> Deemed interested by virtue of his spouse, Maggie Chong Mei Ling's interest, pursuant to Section 59 of the Act.

<sup>(4)</sup> Calculated based on 559,765,741 N2N Shares as at 29 March 2019 (which excludes 38,112,100 N2N Shares that have been purchased and retained as treasury shares (based on the Record of Depositors)).

<sup>(5)</sup> Calculated based 538,090,057 N2N Shares (resultant issued shares upon completion of the Proposed Share Buy-Back).

## Maximum Scenario

Substantial Shareholders	As at 29 March 2019				(I) After LTIP Award and Exercise of SOP Options and Warrants <sup>(7)</sup>				(II) After (I) and the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>(4)</sup>	No. of Shares	% <sup>(4)</sup>	No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(6)</sup>	No. of Shares	% <sup>(6)</sup>
SBI Holdings Inc.	102,879,831	18.38	-	-	131,401,588	16.76	-	-	131,401,588	17.76	-	-
N2N Connect Holdings Sdn Bhd	91,622,095	16.37	-	-	114,527,618	14.61	-	-	114,527,618	15.48	-	-
SBI Japannext Co., Ltd.	76,483,521	13.66	-	-	92,802,601	11.84	-	-	92,802,601	12.55	-	-
Cimsec Nominees (Asing) Sdn Bhd Pledged Securities Account for Nikkei Inc	29,991,000	5.36	29,991,000	5.36	37,488,750	4.78	37,488,750	4.78	37,488,750	5.07	37,488,750	5.07
Cimsec Nominees (Asing) Sdn Bhd Pledged Securities Account for QUICK Corp.	29,991,000	5.36	-	-	37,488,750	4.78	-	-	37,488,750	5.07	-	-
Tiang Boon Hwa	17,421,033	3.11	109,662,952 <sup>(1)</sup>	19.59	21,776,290	2.78	137,078,689 <sup>(1)</sup>	17.49	21,776,290	2.94	137,078,689 <sup>(1)</sup>	18.53
Lai Su Ping	18,040,857	3.22	109,043,128 <sup>(2)</sup>	19.48	22,551,071	2.88	136,303,908 <sup>(2)</sup>	17.39	22,551,071	3.05	136,303,908 <sup>(2)</sup>	18.43

Directors	As at 29 March 2019				(I) After LTIP Award and Exercise of SOP Options and Warrants <sup>(7)</sup>				(II) After (I) and the Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of Shares	% <sup>(4)</sup>	No. of Shares	% <sup>(4)</sup>	No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(5)</sup>	No. of Shares	% <sup>(6)</sup>	No. of Shares	% <sup>(6)</sup>
Tiang Boon Hwa	17,421,033	3.11	109,662,952 <sup>(1)</sup>	19.59	21,776,290	2.78	137,078,689 <sup>(1)</sup>	17.49	21,776,290	2.94	137,078,689 <sup>(1)</sup>	18.53
Lai Su Ping	18,040,857	3.22	109,043,128 <sup>(2)</sup>	19.48	22,551,071	2.88	136,303,908 <sup>(2)</sup>	17.39	22,551,071	3.05	136,303,908 <sup>(2)</sup>	18.43
Tan Boon Leng	1,643,866	0.29	791,366 <sup>(3)</sup>	0.14	2,054,832	0.26	989,207 <sup>(3)</sup>	0.13	2,054,832	0.28	989,207 <sup>(3)</sup>	0.13
Goh Ching Chee	6,000,000	1.07	-	-	8,250,000	1.05	-	-	8,250,000	1.12	-	-
Fathi Ridzuan Bin Ahmad Fauzi	4,000	0.00	-	-	5,000	0.00	-	-	5,000	0.00	-	-

### Notes:-

<sup>(1)</sup> Deemed interested by virtue of his interest in N2N Connect Holdings Sdn Bhd and his spouse, Lai Su Ping's interest, pursuant to Sections 8 and 59 of the Act.

<sup>(2)</sup> Deemed interested by virtue of her interest in N2N Connect Holdings Sdn Bhd and her spouse, Tiang Boon Hwa's interest, pursuant to Sections 8 and 59 of the Act.

<sup>(3)</sup> Deemed interested by virtue of his spouse, Maggie Chong Mei Ling's interest, pursuant to Section 59 of the Act.

<sup>(4)</sup> Calculated based 559,765,741 N2N Shares as at 29 March 2019 (which excludes 38,112,100 N2N Shares that have been purchased and retained as treasury shares).

<sup>(5)</sup> Calculated based on 783,820,556 N2N Shares (which excludes 38,112,100 N2N Shares that have been purchased and retained as treasury shares).

<sup>(6)</sup> Calculated based 739,739,391 N2N Shares (resultant issued shares upon completion of the Proposed Share Buy-Back).

<sup>(7)</sup> As at 29 March 2019, the Board has yet to decide on the quantum to be awarded/granted under the LTIP Awards to the Eligible Persons. Hence, no provision has been made to include the LTIP Awards to be awarded/granted to Tiang Boon Hwa and Lai Su Ping.

**6. PURCHASE, RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES IN THE PRECEDING TWELVE (12) MONTHS**

For the preceding twelve (12) months, the Company purchased a total of 30,772,200 shares from the open market at an average price of RM0.981 per share. The total consideration for the share buy-back was RM30,186,307.50 and was financed by internally generated funds. There were 38,112,100 treasury shares as at 29 March 2019.

Information on the shares purchased/sold by the Company for the preceding twelve (12) months are as follows:

Date	No. of shares purchased / (resold) / (transferred)	Purchase/(Resale) Price Per Share (RM)			Total Consideration (RM)
		Lowest	Highest	Average	
05/04/2018	1,316,600	0.700	0.755	0.731	962,909.00
06/04/2018	1,120,100	0.750	0.795	0.772	864,170.50
09/04/2018	1,396,000	0.780	0.810	0.803	1,120,920.00
10/04/2018	787,000	0.800	0.820	0.804	633,015.00
11/04/2018	229,700	0.820	0.840	0.832	191,163.00
12/04/2018	1,123,800	0.840	0.890	0.868	975,064.50
13/04/2018	2,109,000	0.875	0.935	0.913	1,925,269.00
26/04/2018	2,044,600	0.915	0.955	0.936	1,913,958.00
27/04/2018	2,000,000	0.955	0.995	0.981	1,961,090.00
30/04/2018	787,900	0.965	0.995	0.986	777,189.00
03/05/2018	419,900	0.975	1.000	0.991	415,960.00
04/05/2018	2,604,700	0.985	1.030	1.013	2,639,131.00
07/05/2018	1,600,000	1.010	1.030	1.021	1,633,840.00
08/05/2018	542,900	1.020	1.020	1.020	553,758.00
05/09/2018	672,900	1.200	1.240	1.218	819,580.00
06/09/2018	726,000	1.200	1.240	1.224	888,640.00
07/09/2018	754,300	1.210	1.250	1.238	933,679.00
12/09/2018	100,000	1.190	1.190	1.190	119,000.00
13/09/2018	90,000	1.210	1.210	1.210	108,900.00
14/09/2018	63,300	1.200	1.210	1.209	76,560.00
18/09/2018	232,400	1.200	1.220	1.205	280,155.00
19/09/2018	57,100	1.210	1.220	1.218	69,521.00
20/09/2018	145,000	1.210	1.240	1.231	178,432.00
21/09/2018	80,100	1.220	1.230	1.224	98,012.00
24/09/2018	59,100	1.220	1.220	1.220	72,102.00
25/09/2018	4,600	1.220	1.230	1.222	5,623.00
04/10/2018	101,700	1.260	1.260	1.260	128,142.00
08/10/2018	130,000	1.220	1.220	1.220	158,600.00
09/10/2018	49,500	1.220	1.220	1.220	60,390.00
10/10/2018	354,400	1.170	1.200	1.188	421,148.00
11/10/2018	94,400	1.140	1.140	1.140	107,616.00
12/10/2018	166,100	1.170	1.180	1.172	194,598.00
15/10/2018	146,000	1.180	1.190	1.180	172,290.00
16/10/2018	61,300	1.170	1.170	1.170	71,721.00
17/10/2018	112,200	1.170	1.200	1.197	134,326.00
18/10/2018	274,500	1.190	1.200	1.192	327,215.00
19/10/2018	59,800	1.170	1.180	1.177	70,364.00
22/10/2018	23,300	1.170	1.170	1.170	27,261.00
23/10/2018	122,400	1.130	1.140	1.138	139,312.00
24/10/2018	137,700	1.140	1.140	1.140	156,978.00
25/10/2018	384,700	1.090	1.110	1.102	423,823.00
26/10/2018	347,600	1.090	1.100	1.092	379,484.00
29/10/2018	150,000	1.050	1.060	1.053	158,000.00
30/10/2018	251,100	1.050	1.060	1.056	265,166.00

Date	No. of shares purchased / (resold) / (transferred)	Purchase/(Resale) Price Per Share (RM)			Total Consideration (RM)
		Lowest	Highest	Average	
01/11/2018	160,800	1.090	1.130	1.104	177,545.00
02/11/2018	56,800	1.120	1.130	1.129	64,114.00
05/11/2018	90,000	1.150	1.150	1.150	103,500.00
07/11/2018	70,500	1.150	1.170	1.161	81,841.00
09/11/2018	50,000	1.120	1.120	1.120	56,000.00
28/11/2018	1,471,200	0.990	1.050	1.025	1,508,399.00
29/11/2018	558,800	1.040	1.070	1.049	586,212.00
30/11/2018	992,300	1.000	1.060	1.048	1,039,506.00
03/12/2018	151,900	1.050	1.090	1.067	162,125.00
04/12/2018	213,900	1.040	1.090	1.064	227,673.00
17/12/2018	736,100	0.840	0.870	0.851	626,773.50
18/12/2018	1,592,000	0.860	1.020	0.918	1,461,959.00
27/03/2019	594,200	0.800	0.8100	0.802	476,585.00

There were no resale, transfer or cancellation of treasury shares for the preceding twelve (12) months.

## 7. SHARE PRICES FOR THE PRECEDING TWELVE (12) MONTHS

The following table sets out the monthly highest and lowest transacted prices of the Company's shares on Bursa Malaysia for the preceding twelve (12) months :

Month	Highest (RM)	Lowest (RM)
April 2018	1.093	0.956
May 2018	1.093	0.888
June 2018	0.951	0.898
July 2018	0.961	0.097
August 2018	0.951	0.858
September 2018	0.854	0.800
October 2018	0.829	0.732
November 2018	0.810	0.717
December 2018	0.810	0.700
January 2019	1.090	0.935
February 2019	1.000	0.885
March 2019	0.945	0.795

Source : N2N TCPro Global

The last transacted price on 23 April 2019, being the latest practicable date prior to printing of this Statement, was RM0.780.

## 8. IMPLICATIONS RELATING TO THE CODE

In the event that the Company acquires the full amount of N2N Shares authorized under the Proposed Share Buy-Back and all the N2N Shares so acquired are held as treasury shares or cancelled, the equity interest of the respective Substantial Shareholders as at 29 March 2019 will increase as disclosed in Section 5.6 above. The Board does not anticipate any implication relating to the Code even if the allowed maximum number of shares is purchased pursuant to the authority granted under the Proposed Share Buy-Back.

The Board does not intend to undertake the Proposed Share Buy-Back such that it will trigger any obligation to undertake a Mandatory Offer pursuant to the Code. However, in the event an obligation to undertake a Mandatory Offer is expected to arise with respect to any parties resulting from the Proposed Share Buy-Back, which is an action outside its direct participation, the relevant parties shall make the necessary application to the SC for an exemption from undertaking the Mandatory Offer under Rule 4 of the Code prior to any buy-back of the Shares.

**9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

Save for the consequential increase in the percentage shareholdings and/or voting rights of the Directors (if any) and Major Shareholders of the Company as a result of the Proposed Share Buy-Back, none of the Directors and/or Major Shareholders of the Company and/or persons connected to them, has any interest, direct or indirect, in the Proposed Share Buy-Back or the resale of the Treasury Shares (if any).

**10. BOARD'S RECOMMENDATION**

The Board, having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is fair, reasonable and in the best interest of the Company and its shareholders. Accordingly, the Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming AGM.

**11. ANNUAL GENERAL MEETING**

The Eighteenth AGM, the notice of which is enclosed in the 2018 Annual Report of N2N, will be held at Wisma N2N, Level 9, Tower 2, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur on Wednesday, 12 June 2019 at 10:00 a.m. for the purpose of considering and if thought fit, passing, inter alia, the Ordinary Resolution on the Proposed Share Buy-Back under the agenda of Special Business as set out in the 2018 Annual Report of the Company.

You will also find in the Company's 2018 Annual Report, a copy of the Form of Proxy which can be downloaded from the designated website link : [www.n2nconnect.com/investor-relations](http://www.n2nconnect.com/investor-relations). If you are unable to attend and vote in person at the Eighteenth AGM, you are requested to complete, sign and return the Form of Proxy in accordance with the instructions printed therein as soon as possible and in any event, so as to arrive at the Company' Registered Office at 3rd Floor, No. 17 Jalan Ipoh Kecil, 50350 Kuala Lumpur at least forty eight (48) hours before the time set for the Eighteenth AGM. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the Eighteenth AGM should you subsequently wish to do so.

**12. FURTHER INFORMATION**

Shareholders are requested to refer to the attached appendices for further information.

Yours faithfully  
For and on behalf of the Board of Directors of  
**N2N CONNECT BERHAD**

**TIANG BOON HWA**  
Managing Director

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**ADDITIONAL INFORMATION**

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**1. Directors' Responsibility Statement**

This Statement has been seen and approved by the Board who, collectively and individually, accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**2. Documents for Inspection**

Copies of the following documents may be inspected at the Company's Registered Office at 3<sup>rd</sup> Floor, No. 17 Jalan Ipoh Kecil, 50350 Kuala Lumpur, between 9.00 a.m. and 5.00 p.m. from Monday to Wednesday (except for public holidays) from the date of this Statement up to and including the date of the forthcoming AGM:

- (i) Constitution of N2N; and
- (ii) Audited consolidated financial statements of N2N for the past two (2) financial years ended 31 December 2017 and 31 December 2018.

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**RESOLUTION TO APPROVE THE PROPOSED SHARE BUY-BACK**

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**ORDINARY RESOLUTION****❖ PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE UP TO TEN PERCENT (10%) OF ITS TOTAL NUMBER OF ISSUED SHARES (“PROPOSED SHARE BUY-BACK”)**

“THAT, subject to the Companies Act, 2016, the Constitution of the Company, the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the ACE Market (“ACE LR”) and the approval of such relevant government and/or regulatory authorities where necessary, the Company be and is hereby authorised to purchase its own ordinary shares (“Shares”) on the ACE Market of Bursa Securities (“Proposed Share Buy-Back”) at any time, upon such terms and conditions as the Directors shall in their discretion deem fit and expedient in the best interest of the Company provided that:-

- (a) The aggregate number of Shares in the Company which may be purchased and/or held by the Company shall not exceed ten percent (10%) of the prevailing total number of issued shares of the Company at the time of purchase and the compliance with the public shareholding spread requirements as stipulated in Rule 8.02(1) of the ACE LR or such other requirements as may be determined by Bursa Securities from time to time;
- (b) The maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profit of the Company based on the latest Audited Financial Statements and/or the latest management accounts of the Company (where applicable) available at the time of purchase(s);
- (c) The authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:-
  - (i) the conclusion of the next Annual General Meeting (“AGM”) at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
  - (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first; and
- (d) Upon the purchase by the Company of its own Shares, the Board of Directors of the Company (“Board”) be and is hereby authorised to:-
  - (i) cancel all or part of the Shares purchased pursuant to the Proposed Share Buy-Back (“Purchased Shares”); and/or
  - (ii) retain all or part of the Purchased Shares as treasury shares; and/or
  - (iii) distribute the treasury shares as share dividends to the Company’s shareholders for the time being; and/or
  - (iv) resell all or part of the treasury shares on Bursa Securities; and/or
  - (v) transfer all or part of the treasury shares for the purposes of or under an employees’ share scheme; and/or
  - (vi) transfer all or part of the treasury shares as purchase consideration; and/or
  - (vii) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister may by order prescribe.

AND THAT authority be and is hereby given to the Board to take all such steps as are necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

**Note:**

The above resolution is for information purposes only. Please refer to the Notice of the Eighteenth AGM set out in the Company’s 2018 Annual Report.