

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") of Nextnation Communication Berhad ("NCB" or the "Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 19 July 2013 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION BY NCB OF ONE (1) BLOCK OF ELEVEN (11)-STOREY OFFICE BUILDING KNOWN AS BLOCK 1 (TYPE E), THE HORIZON, BANGSAR SOUTH BEARING POSTAL ADDRESS TOWER 7, AVENUE 3, THE HORIZON PHASE 1, BANGSAR SOUTH, NO. 8, JALAN KERINCHI, 59200 KUALA LUMPUR ERECTED ON PART OF THE LEASEHOLD LAND HELD UNDER PN 46338, LOT NO. 58190 (FORMERLY HELD UNDER H.S.(D) 115345, LOT NO. PT 8097) MUKIM AND DISTRICT OF KUALA LUMPUR, STATE OF WILAYAH PERSEKUTUAN ("BOULIQUE BUILDING") FROM BIDANG AGENDA SDN BHD ("BLSB") FOR A TOTAL PURCHASE CONSIDERATION OF RM64.00 MILLION TO BE SETTLED VIA THE ISSUANCE OF 192,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN NCB ("NCB SHARES") AT THE ISSUE PRICE OF RM0.30 EACH ("CONSIDERATION SHARES") TOGETHER WITH UP TO 120,000,000 FREE DETACHABLE WARRANTS ("CONSIDERATION WARRANTS") AND A CASH PAYMENT OF RM6.40 MILLION ("CASH CONSIDERATION") ("PROPOSED ACQUISITION")**

"THAT contingent upon the passing of Ordinary Resolution 2, Ordinary Resolution 3 and the Special Resolution below, and subject to the provisions under the Companies Act, 1965 ("Act") and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approvals of the relevant authorities being obtained for the Proposed Acquisition, approval be and is given to NCB to acquire the Boutique Building from BLSB for a total purchase consideration of RM64.00 million to be settled via the issuance of the Consideration Shares, Consideration Warrants and Cash Consideration subject to and upon such terms and conditions as stipulated in the sale and purchase agreement dated 8 April 2013 entered into between NCB and BLSB.

**AND THAT** the Directors of NCB be and are hereby authorised to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things (including entering into all such deeds, agreements, arrangements, transactions, undertakings, transfers and indemnities) as they deem fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Acquisition with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Acquisition and to assent to any conditions, modifications, variations and/or amendments relating to the Proposed Acquisition as may be approved/required by the relevant regulatory authorities and/or as the Directors of NCB deem fit and to do all such things as they may consider necessary, desirable, appropriate or expedient in the best interests of the Company."

**ORDINARY RESOLUTION 2**

**AUTHORITY TO ISSUE 192,000,000 CONSIDERATION SHARES TOGETHER WITH UP TO 120,000,000 CONSIDERATION WARRANTS PURSUANT TO THE PROPOSED ACQUISITION**

"THAT contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 3 and the Special Resolution, and subject to the approval of the relevant authorities including the approval-in-principle granted by Bursa Securities for the listing of and quotation for all new ordinary shares and warrants to be issued hereunder, approval be and is hereby given to the Directors of the Company to allot and issue, for so long as this approval remains in force, 192,000,000 Consideration Shares together with up to 120,000,000 Consideration Warrants.

**THAT** the Board be and is hereby authorised to issue and allot such additional warrants ("**Additional Warrants**") as may be required or permitted to be issued as consequences of any adjustments under the provisions in the deed poll constituting the Consideration Warrants ("**Deed Poll**").

**THAT** the Board be and is hereby authorised to issue and allot such appropriate number of new NCB Shares arising from the exercise of the Consideration Warrants in accordance with the provisions of the Deed Poll, including such appropriate number of new NCB Shares arising from the exercise of subscription rights represented by the Additional Warrants.

**THAT** the Consideration Shares and new NCB shares to be issued pursuant to the exercise of the Consideration Warrants shall upon allotment and issue, rank pari passu in all respects with the then existing issued and fully paid-up shares in the capital of the Company, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions, which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the Consideration Shares and the new NCB shares to be issued arising from the exercise of the Consideration Warrants respectively.

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll upon the terms set out in the Circular to the Shareholders of the Company dated 24 June 2013 with full powers to assent to any conditions, variations, modifications and/or amendments as may be imposed or permitted by the relevant authorities or as may be deemed necessary by the Board, and, subject to all provisions and adjustments contained in the Deed Poll, to assent to any modification and/or amendment to the exercise price, exercise period and/or number of warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full powers to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as they may deem fit or expedient in order to implement, finalise and give full effect to the Deed Poll."

**ORDINARY RESOLUTION 3**

**PROPOSED DIVERSIFICATION OF THE BUSINESS OF NCB AND ITS SUBSIDIARIES INTO PROPERTY INVESTMENT AND MANAGEMENT ("PROPOSED DIVERSIFICATION")**

"THAT, contingent upon the passing of the Special Resolution below, and subject always to the Act, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements and the approvals of all relevant governmental and/or regulatory authorities, approval be and is hereby given to the Company to diversify its operations into property development and management, which might reasonably be expected to result in:

- the diversion of 25% or more of the net assets of the Company to an operation which differs widely from those operations previously carried on by the Company; or
- the contribution from such an operation of 25% or more of the net profits of the Company,

pursuant to Paragraph 10.13 of the Listing Requirements.

**AND THAT** the Directors of the Company be and are hereby authorised to take all such steps and do all things as the Directors of the Company may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Diversification with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things as they may consider necessary or expedient in the interest of the Company."

**SPECIAL RESOLUTION**

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF NCB ("PROPOSED MA AMENDMENT")**

"THAT the Memorandum of Association of the Company be amended by deleting the existing Clause 3(1) in its entirety and substituting thereof with the following new Clause 3(1):

*"To carry on the business of an investment holding company, and to purchase, exchange, hire or otherwise acquire for investment, lands, houses, buildings, plantations and other property of any tenure and any interest therein and any movable property of any description or any interest therein and to create and sell freehold and leasehold ground rents and to make advances upon the security of land or house or other property or any interest therein and generally to sell, let, rent, lease or exchange land and house property and any other property whether real or personal, and to develop and turn to account any land or property acquired by the Company or in which the Company is interested and in particular by laying out, sub-dividing and preparing the same for building purposes, constructing, erecting, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and to manage buildings, offices, factories, shops, houses, flats or works of every description."*

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the aforesaid Proposed MA Amendment with full power to assent to any conditions, modifications, variations and/or amendments as may be required and/or as the Directors deem fit, appropriate and in the best interest of NCB."

**BY ORDER OF THE BOARD**

Chua Siew Chuan (MAICSA No. 0777689)  
Mak Chooi Peng (MAICSA No. 7017931)  
Company Secretaries

Kuala Lumpur  
24 June 2013

**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 July 2013 shall be eligible to attend, speak and vote at the meeting.
- A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a)(b)(c) and (d) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the meeting shall have the same rights as the member to speak and vote at the meeting. Notwithstanding this, a member entitled to attend and vote at the meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualifications of the proxy.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the meeting or at any adjournment thereof.