



NEXGRAM HOLDINGS BERHAD

(formerly known as Nextnation Communication Berhad)

(Company No. 660055-H)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Nexgram Holdings Berhad (formerly known as Nextnation Communication Berhad) ("Nexgram" or the "Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 9 April 2014 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 617,384,147 NEW ORDINARY SHARES OF RM0.10 EACH IN THE COMPANY ("NEXGRAM SHARES" OR "SHARES") ("BONUS SHARES"), TO BE CREDITED AS FULLY PAID-UP, ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY THREE (3) EXISTING NEXGRAM SHARES HELD BY THE ENTITLED SHAREHOLDERS OF THE COMPANY ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE")

"**THAT**, subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Directors of the Company to increase the issued and paid-up share capital of the Company by way of a bonus issue of up to 617,384,147 new ordinary shares of RM0.10 each in the Company ("Nexgram Shares" or "Shares") ("Bonus Shares") by capitalising a sum of up to RM61.74 million from the Company's share premium and retained earnings accounts and that the same be applied in making payment in full for the Bonus Shares to be issued and credited as fully paid-up on the basis of one (1) Bonus Share for every three (3) existing Nexgram Shares held, to the registered shareholders of the Company whose names appear in the Record of Depositors at the close of business on a date to be determined and announced by the Directors;

THAT fractional entitlements, if any, shall be disregarded and the aggregate of such fractions shall be dealt with by the Board in such manner as it may at its absolute discretion deem expedient and in the best interests of the Company;

THAT the Bonus Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the existing Nexgram Shares save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which precedes the date of allotment of the Bonus Shares;

AND THAT the Directors of the Company be and are hereby empowered and authorised:

- (a) to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such documents and/or agreements as may be necessary to give effect and complete the Proposed Bonus Issue; and
- (b) to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Bonus Issue."

BY ORDER OF THE BOARD

Chua Siew Chuan (MAICSA No. 0777689)

Mak Chooi Peng (MAICSA No. 7017931)

Company Secretaries

Kuala Lumpur

25 March 2014

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 2 April 2014 shall be eligible to attend, speak and vote at the meeting.
2. 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.
3. 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.
4. 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.
5. 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.