



NEXGRAM HOLDINGS 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 of Nexgram Holdings Berhad ("**Nexgram**" or the "**Company**") will be held at Greens II, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 27 October 2015 at 10.00 a.m. or immediately following the conclusion of the Eleventh Annual General Meeting of Nexgram, which will be held at the same venue and on the same day at 9.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modification:-

ORDINARY RESOLUTION

PROPOSED RATIFICATIONS OF RELATED PARTY TRANSACTIONS IN RELATION TO THE:-

- (I) OFF TAKE AGREEMENT CUM SALE AND PURCHASE AGREEMENT ENTERED INTO BY MYANGKASA BINA SDN BHD WITH NEXGRAM LAND SDN BHD (A WHOLLY-OWNED SUBSIDIARY OF NEXGRAM) ("NEXGRAM LAND") AND TOP VALLEY PROPERTIES SDN BHD ("TOP VALLEY") ("SELANGOR AGREEMENT"); AND**
- (II) JOINT VENTURE AGREEMENT ENTERED INTO BETWEEN NEXGRAM LAND AND TOP VALLEY ("NEXGRAM JV AGREEMENT")**

(COLLECTIVELY REFERRED TO AS THE "PROPOSED RATIFICATIONS")

"THAT, the execution of the Selangor Agreement dated 22 December 2014 and Nexgram JV Agreement dated 5 February 2015, details of which are set out in the circular to shareholders of the Company dated 5 October 2015, be and are hereby approved, ratified and confirmed.

THAT, all acts, deeds and things carried out by the Company and/or by its Directors, as the Board has considered necessary under or pursuant to the terms of the Selangor Agreement and Nexgram JV Agreement be and are hereby approved, ratified and confirmed.

AND THAT, the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any condition, modification, variation and/or amendment as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Proposed Ratifications."

By Order of the Board
NEXGRAM HOLDINGS BERHAD

CHUA SIEW CHUAN (MAICSA 0777689)

MAK CHOOI PENG (MAICSA 7017931)

Company Secretaries

Kuala Lumpur
5 October 2015

Notes:-

- 1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 7 October 2015 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.**