

NATIONGATE HOLDINGS BERHADRegistration No. 202101004230 (1404529-K)
(Incorporated in Malaysia under the Companies Act, 2016)**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of NationGate Holdings Berhad (“**NatGate**” or “**the Company**”) will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting facilities which are available on Tricor Investor & Issuing House Services Sdn Bhd’s TIH Online website at <https://tjih.online> on Tuesday, 14 May 2024 at 10.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED TRANSFER OF THE LISTING OF AND QUOTATION FOR THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY FROM THE ACE MARKET TO MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD VIA THE ACCELERATED TRANSFER PROCESS PURSUANT TO CHAPTER 8 OF THE EQUITY GUIDELINES ISSUED BY THE SECURITIES COMMISSION MALAYSIA (“PROPOSED TRANSFER”) TO TAKE EFFECT ON THE COMPLETION OF THE PROPOSED TRANSFER (“PROPOSED AMENDMENTS”)

“**THAT** subject to the completion of the Proposed Transfer, the Proposed Amendments as set out in Appendix II of the Circular to shareholders dated 17 April 2024 be approved and is hereby adopted.

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Amendments with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Amendments.”

**BY ORDER OF THE BOARD OF
NATIONGATE HOLDINGS BERHAD****CHEW SIEW CHENG (MAICSA 7019191 / SSM PC No. 202008001179)
LIM CHOO TAN (LS 0008888 / SSM PC No. 202008000713)**

Company Secretaries

Penang
17 April 2024**Notes:****1. Proxy**

1.1 *The EGM will be conducted fully virtual through live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via its TIH Online website at <https://tjih.online>. Members are to attend, speak (including posing questions to the Board of Directors of NatGate via real time submission of typed texts) and vote (collectively, “Participate”) remotely at this EGM via Remote Participation and Voting (“RPV”) facilities provided by Tricor. Members are advised to follow the procedures of RPV as stated in the Administrative Guide.*

1.2 *According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.*

1.3 *For the purpose of determining who shall be entitled to participate in this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 3 May 2024. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this EGM or appoint a proxy to attend, participate, speak and vote on his/her/its behalf.*

1.4 *A member entitled to attend and vote at this EGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his/her place. A proxy may but need not be a member of the Company.*

1.5 *A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.*

1.6 *Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*

1.7 *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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*

1.8 *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*

1.9 *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote:*

(i) In hard copy form

In the case of an appointment made in hard copy form, this Proxy Form must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang.

(ii) By electronic means

The Proxy Form can be electronically lodged via TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of the Proxy Form.

1.10 *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*

1.11 *Please ensure ALL the particulars as required in this Proxy Form are completed, signed and dated accordingly.*

1.12 *Last date and time for lodging this Proxy Form is 10.00 a.m. on 12 May 2024 (Sunday).*

1.13 *For a corporate member who has appointed a representative, please bring the ORIGINAL certificate of appointment executed in the manner as stated in the Proxy Form if this has not been lodged at the Company’s registered office earlier.*

1.14 *Those Proxy Forms which are indicated with “√” in the spaces provided to show how the votes are to be casted will also be accepted.*

1.15 *By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to the Personal Data Protection Act 2010 set out below:*

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM or at 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 agent) for the purpose of the processing and administration 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 agent) to comply with any applicable 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 agent), 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 agent) 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 (or its agent) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

1.16 *Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of EGM will be put to vote by way of poll.*

ADMINISTRATIVE GUIDE FOR EXTRAORDINARY GENERAL MEETING (“EGM”) OF NATIONGATE HOLDINGS BERHAD (THE “COMPANY”)

Date : Tuesday, 14 May 2024
Time : 10.00 a.m.
Online Meeting Platform : TIIH Online website at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn. Bhd.

MODE OF MEETING

- The EGM of the Company will be conducted on a fully virtual basis through live streaming and online meeting platform at TIIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia via Remote Participation and Electronic Voting (“RPV”) facilities.

SHAREHOLDERS’ PARTICIPATION AT THE EGM VIA REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using the RPV provided by Tricor.
- The RPV are available on Tricor’s TIIH Online website at <https://tiih.online>.
- We strongly encourage you to participate the EGM via the RPV. You may also consider appointing the Chairman of the meeting as your proxy to attend and vote on your behalf at the EGM.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

PROCEDURES FOR RPV

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the EGM using the RPV:-

Procedure	Action
BEFORE THE EGM DAY	
i. Register as a user with TIIH Online	<ul style="list-style-type: none">▪ Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” by selecting “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance.▪ Registration as a user will be approved within one (1) working day and you will be notified via email.▪ If you are already a user with TIIH Online, you are not required to register again.▪ You will receive an email to notify you that the remote participation is available for registration at TIIH Online.
ii. Submit your request to attend EGM remotely	<ul style="list-style-type: none">▪ Registration is open from 10.00 a.m. on Wednesday, 17 April 2024 until the day of EGM on Tuesday, 14 May 2024. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate the EGM using the RPV facilities.▪ Login with your user ID (i.e. email address) and password and select the corporate event: “(Registration) NATIONGATE EGM 2024”.▪ Read and agree to the Terms & Conditions and confirm the Declaration.

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	<ul style="list-style-type: none"> ▪ Select “Register for Remote Participation and Voting”. ▪ Review your registration and proceed to register. ▪ System will send an email to notify that your registration for remote participation is received and will be verified. ▪ After verification of your registration against the Record of Depositors as at 3 May 2024, the system will send you an email after 11 May 2024 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV).</i></p>
ON THE EGM DAY	
i. Login to TIIH Online	<ul style="list-style-type: none"> ▪ Login with your user ID and password for remote participation at the EGM at any time from 9.00 a.m., i.e. 1 hour before the commencement of meeting at 10.00 a.m. on Tuesday, 14 May 2024.
ii. Participate through live streaming	<ul style="list-style-type: none"> ▪ Select the corporate event: “(Live Stream Meeting) NATIONGATE EGM 2024” to engage in the proceedings of the EGM remotely. <p>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the EGM. If there is time constraint, the responses will be emailed to you at the earliest possible, after the meeting.</p>
iii. Online remote voting	<ul style="list-style-type: none"> ▪ Voting session commences from 10.00 a.m. on Tuesday, 14 May 2024 until a time when the Chairman announces the end of the voting session. ▪ Select the corporate event: “(Remote Voting) NATIONGATE EGM 2024” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. ▪ Read and agree to the Terms & Conditions and confirm the Declaration. ▪ Select the CDS account that represents your shareholdings. ▪ Indicate your votes for the resolutions that are tabled for voting. ▪ Confirm and submit your votes.
iv. End of remote participation	<ul style="list-style-type: none"> ▪ Upon the announcement by the Chairman on the conclusion of the EGM, the live streaming will end.

NOTE TO USERS OF THE RPV:-

- (i) Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- (ii) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
- (iii) In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-4080 5616 / 011-4080 3168 / 011-4080 3169 / 011-4080 3170 or email to tiih.online@my.tricorglobal.com for assistance.

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ENTITLEMENT TO PARTICIPATE AND APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

- Only members whose names appear on the Record of Depositors (“ROD”) as at **3 May 2024** shall be entitled to attend, speak (in the form of real time submission of typed texts) and vote in the EGM or appoint a proxy(ies)/ corporate representative(s)/attorney(s) and/or the Chairman of the Meeting to attend and vote on his/her behalf.
- In view that the EGM will be conducted on a fully virtual basis, a member can appoint the Chairman of the Meeting as his/her proxy and indicate the voting instruction in the Form of Proxy.
- If you wish to participate in the EGM yourself, please do not submit any Form of Proxy for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.
- Accordingly, Form of Proxy and/or documents relating to the appointment of proxy/corporate representative/attorney for the EGM whether in hard copy or by electronic means shall be deposited or submitted in the following manner not later than **Sunday, 12 May 2024 at 10.00 a.m.:-**

(i) In hard copy:-

By hand or post to the registered office of the Company at Suite A, Level 9, Wawasan Open University, 54, Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang;

(ii) By electronic form:-

All shareholders can have the option to submit Form of Proxy electronically via TIIH Online and the steps to submit are summarised below:-

Procedure	Action
I. <u>Steps for Individual Shareholders</u>	
Register as a User with TIIH Online	<ul style="list-style-type: none">▪ Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.▪ If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of Form of Proxy	<ul style="list-style-type: none">▪ After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.▪ Select the corporate event: “NATIONGATE EGM 2024 - Submission of Proxy Form”.▪ Read and agree to the Terms & Conditions and confirm the Declaration.▪ Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.▪ Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.▪ Review and confirm your proxy(ies) appointment.▪ Print the Form of Proxy for your record.

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II. <u>Steps for Corporation or Institutional Shareholders</u>	
Register as a User with TIIH Online	<ul style="list-style-type: none">▪ Access TIIH Online at https://tiih.online.▪ Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”.▪ Complete the registration form and upload the required documents.▪ Registration will be verified, and you will be notified by email within one (1) to two (2) working days.▪ Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar, Tricor, if you need clarifications on the user registration.</i></p>
Proceed with submission of Form of Proxy	<ul style="list-style-type: none">▪ Login to TIIH Online at https://tiih.online.▪ Select the corporate exercise name: “NATIONGATE EGM 2024 - Submission of Proxy Form”▪ Agree to the Terms & Conditions and Declaration.▪ Proceed to download the file format for “Submission of Proxy Form” in accordance with the Guidance Note set therein.▪ Prepare the file for the appointment of proxies by inserting the required data.▪ Proceed to upload the duly completed proxy appointment file.▪ Select “Submit” to complete your submission.▪ Print the confirmation report of your submission for your record.

VOTING AT MEETING

- The voting at the EGM will be conducted on a poll pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Malaysia”). The Company has appointed Tricor to conduct the poll voting and Asia Securities Sdn. Bhd. as Independent Scrutineers to verify the poll results.
- Shareholders or proxy(ies) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions before the end of the voting session which will be announced by the Chairman of the Meeting and submit your votes at any time from the commencement of the EGM at 10.00 a.m. on the meeting day. Kindly refer to **“Procedures for RPV”** provided above for guidance on how to vote remotely via TIIH Online website at <https://tiih.online>.
- Upon completion of the voting session for EGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

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RESULTS OF THE VOTING

- The resolutions proposed at the EGM and the results of the voting will be announced at the EGM and subsequently via an announcement made by the Company through Bursa Malaysia at www.bursamalaysia.com.

NO DOOR GIFT

- There will be no distribution of door gifts for the EGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

- In order to enhance the efficiency of the proceedings of the EGM, shareholders may in advance, before the EGM, submit questions to the Board of Directors via Tricor's TIIH Online website at <https://tiih.online>, no later than **Sunday, 12 May 2024 at 10.00 a.m.**. The Board of Directors will endeavour to address the questions received at the EGM.

EGM CIRCULAR

- The EGM Circular is available on the Company's website at <http://www.nationgate.com.my/> and Bursa Malaysia's website at www.bursamalaysia.com under Company's announcements.
- You may request for a printed copy of the EGM Circular at <https://tiih.online> by selecting "**Request for Annual Report / Circular**" under the "**Investor Services**".
- Kindly consider the environment before you decide to request for the printed copy of the EGM Circular. The environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

ENQUIRY

- If you have any enquiry prior to the meeting, please call our Share Registrar, Tricor at +603-2783 9299 during office hours, i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday).