

**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 Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor on Thursday, 19 September 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 DIVERSIFICATION OF THE BUSINESS OF NCB AND ITS SUBSIDIARIES INTO PROPERTY DEVELOPMENT ("PROPOSED DIVERSIFICATION");**

**"THAT**, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**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, which might reasonably be expected to result in:

- (a) 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; and
- (b) the contribution from such an operation of 25% or more of the net profits of the Company,

pursuant to Rule 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."

**ORDINARY RESOLUTION 2****PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 608,806,200 NEW ORDINARY SHARES OF RM0.10 EACH IN NCB ("NCB SHARES") ("RIGHTS SHARES") TOGETHER WITH UP TO 304,403,100 FREE DETACHABLE WARRANTS ("WARRANTS") AT AN ISSUE PRICE OF RM0.10 PER RIGHTS SHARE ON THE BASIS OF TWO (2) RIGHTS SHARES TOGETHER WITH ONE (1) FREE WARRANT FOR EVERY FOUR (4) EXISTING NCB SHARES HELD, BASED ON A MINIMUM SUBSCRIPTION LEVEL OF 120,000,000 RIGHTS SHARES TOGETHER WITH 60,000,000 FREE WARRANTS, ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED RIGHTS ISSUE");**

**"THAT**, contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 3 and the Special Resolution, and subject to the approval of all relevant authorities, including but not limited to the approval-in-principle granted by Bursa Securities for the listing of and quotation for all the Rights Shares and Warrants to be issued hereunder and all the new NCB Shares to be issued arising from the exercise of the Warrants (whether in its original form or with or subject to any condition, modification, variation and/or amendment imposed by Bursa Securities), the approval be and is hereby given to the Directors of the Company:

- (a) To allot and issue by way of a renounceable rights issue up to 608,806,200 Rights Shares, together with up to 304,403,100 Warrants at an issue price of RM0.10 per Rights Share on the basis of two (2) Rights Shares together with one (1) Warrant for every four (4) existing NCB shares held by the shareholders of NCB whose names appear in the Record of Depositors of NCB as at the close of business on an entitlement date to be determined by the Board;
- (b) To constitute the Warrants upon the terms and conditions of a deed poll to be executed by NCB ("**Deed Poll**"), the principal terms of which are set out in Appendix I of the Circular to the Shareholders of the Company dated 29 August 2013;
- (c) To allot and issue such number of additional Warrants pursuant to the adjustments under the Deed Poll and to adjust from time to time the exercise price of the Warrants as a consequence of the adjustments under the provisions in the Deed Poll and/or to effect such modifications, variations and/or amendments as may be imposed/ required/ permitted by Bursa Securities and any other relevant authorities or parties or otherwise; and
- (d) To allot and issue such number of new NCB Shares arising from the exercise of the Warrants during the tenure of the Warrants;

**THAT** any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever shall be made available for excess applications in such manner as the Directors of the Company shall determine at its absolute discretion;

**THAT** the Directors of the Company be and are hereby empowered and authorised to deal with any fractional entitlements that may arise from the Proposed Rights Issue in such manner and on such terms and conditions as the Directors of the Company in their absolute discretion as they may deem fit or think expedient or in the best interest of the Company;

**THAT** the proceeds of the Proposed Rights Issue be utilised for the purposes as set out in Section 2.2.6 of the Circular to Shareholders of the Company dated 29 August 2013, and the Directors of the Company be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors of the Company may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

**THAT** the Rights Shares and the new NCB Shares to be issued pursuant to the exercise of the 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 Rights Shares and the new NCB Shares to be issued arising from the exercise of the Warrants respectively;

**THAT** the Rights Shares and Warrants and new NCB Shares to be issued pursuant to the exercise of the Warrants shall be listed on Bursa Securities;

**THAT** the Directors of the Company be and are 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 29 August 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 Directors of the Company, 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;

**THAT** the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Rights Issue with full power to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities or deemed necessary by the Directors of the Company in the best interest of the Company, and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue;

**AND THAT** this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all the Rights Shares, Warrants and new NCB Shares to be issued pursuant to or in connection with the Proposed Rights Issue have been fully allotted and issued in accordance with the terms of the Proposed Rights Issue as well as the additional warrants to be issued pursuant to the adjustments in accordance with the provisions of the Deed Poll."

**ORDINARY RESOLUTION 3****PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF NCB FROM RM200,000,000 COMPRISING 2,000,000,000 NCB SHARES TO RM500,000,000 COMPRISING 5,000,000,000 NCB SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")**

**"THAT** contingent upon the passing of Ordinary Resolution 2 and the Special Resolution, the authorised share capital of the Company be and is hereby increased from RM200,000,000 divided into 2,000,000,000 ordinary shares of RM0.10 each to RM500,000,000 divided into 5,000,000,000 ordinary shares of RM0.10 each by the creation of 3,000,000,000 new ordinary shares of RM0.10 each and such new ordinary shares when issued shall rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company.

**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 effects to the aforesaid Proposed Increase in Authorised Share Capital 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."

**SPECIAL RESOLUTION****PROPOSED AMENDMENT TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF NCB PURSUANT TO THE PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL ("PROPOSED MA AMENDMENT")**

**"THAT** contingent upon the passing of Ordinary Resolution 2 and Ordinary Resolution 3 above, the Memorandum of Association of the Company be altered by deleting the existing Clause 5 in its entirety and substituting with the following new Clause 5:

*"The authorised capital of the Company is Ringgit Malaysia Five Hundred Million (RM500,000,000.00) divided into Five Billion (5,000,000,000) ordinary shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."*

**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 effects 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  
29 August 2013

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 September 2013 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 notariarily certified copy of that power or authority, must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damania, 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.