



Nextnation Communication Berhad

Company No. 660055-H

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the Company will be held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 October 2013 at 9.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 April 2013 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' Fees for the financial year ended 30 April 2013. (Resolution 1)
- To re-elect the following Directors of the Company who retire by rotation pursuant to Article 83 of the Company's Articles of Association:-
 - Mr. Tey Por Yee (Resolution 2)
 - Ungku A. Razak Bin Ungku A. Rahman (Resolution 3)
- To re-appoint Messrs. SJ Grant Thornton as the Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

As Special Business

- To consider and, if thought fit, to pass the following Ordinary and Special Resolutions with or without modifications:-

ORDINARY RESOLUTION

- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory bodies, where such approval is required, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements, options or other instruments to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements, options or other instruments which would or might require shares to be issued after the expiration of the approval hereof. (Resolution 5)

SPECIAL RESOLUTION

- PROPOSED CHANGE OF NAME

THAT the name of the Company be changed from Nextnation Communication Berhad ("NCB") to Nexgram Holdings Berhad with effect from the date of the issuance of the Certificate of Incorporation on Change of Name of the Company (Form 13) by the Companies Commission of Malaysia and that the Memorandum and Articles of Association of the Company be amended accordingly ("Proposed Change of Name").

AND THAT the Directors and Secretaries of NCB be and are hereby authorised to carry out all the necessary formalities in effecting the change of name. (Resolution 6)

- To transact any other ordinary business of which due notice shall have been given.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

MAK CHOOI PENG (MAICSA 7017931)

Company Secretaries

Kuala Lumpur

4 October 2013

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 October 2013 ("General Meeting Record of Depositors") 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 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.
- 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 shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- 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.

Explanatory Notes:-

- Item 1 of the Agenda
The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Resolution 5
The Ordinary Resolution is proposed for the purpose of seeking a renewal of the general mandate to authorise the Directors of the Company to issue not more than 10% of the issued share capital of the Company subject to the approval of all the relevant governmental/regulatory bodies. This authorisation will empower the Directors of the Company to issue shares notwithstanding that the authorisation has ceased to be in force if the shares are issued in pursuance of an offer, agreement, option or other instrument made or granted by the Directors while the authorisation was in force. This authorisation will expire at the conclusion of the next Annual General Meeting of the Company.
The general mandate will enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s) and/ or working capital and to avoid delay and cost in convening general meetings to approve such issue of shares.
This general mandate sought by the Company is to renew the general mandate given to the Directors at the Eighth Annual General Meeting held on 29 October 2012 to issue shares pursuant to Section 132D of the Companies Act, 1965. As at the date of this notice, the Company had placed out 59,459,400 new ordinary shares to an investor which raised a total proceed of RM5,945,940 for business expansion and working capital. Those new ordinary shares issued were listed on the ACE Market of Bursa Malaysia Securities Berhad. The Company proposes to utilise the proceeds for the outsourcing contract with PT Inovisi Infracom Tbk, to finance any suitable and viable potential business investment opportunities or assets in the future and working capital requirements which include the payment of creditors, utilities expenses, employee remuneration expenses, marketing and other operating expenses. As at the date of this notice the Company had utilised RM212,400 for expenses related to the private placement exercise.
- Resolution 6
The Special Resolution is proposed for the purpose of seeking shareholders' approval to change the name of the Company.
The rationale for the proposed change of name is to create a corporate identity which better defines the Company's aspirations and plans to diversify.