



# 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 Arcadia III, Level 3, Hotel Armada Petaling Jaya, Lorong Utara C, Section 52, 46200 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 5 August 2014 at 10.30 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 ACQUISITION OF 70% EQUITY INTEREST IN SENSORLINK HOLDINGS SDN BHD ("SENSORLINK") FOR A PURCHASE CONSIDERATION OF RM28,600,000 (SUBJECT TO ADJUSTMENT AS SET OUT IN THE SHARE SALE AGREEMENT) TO BE SATISFIED ENTIRELY VIA ISSUANCE OF NEW ORDINARY SHARES OF RM0.10 EACH IN NEXGRAM ("NEXGRAM SHARES") ("PROPOSED ACQUISITION")**

"**THAT**, subject to the provisions under the Companies Act, 1965 and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant authorities being obtained for the Proposed Acquisition, approval be and is hereby given to the Company to acquire 910,000 ordinary shares of RM1.00 each in Sensorlink, representing 70% equity interest in Sensorlink from Mr. Aw Mun Kong, Mdm. Ow Mee Eng and Mr. Wong Kee Yew (collectively referred to as the "**Vendors**") for a total purchase consideration of RM28,600,000 (subject to adjustment as set out in the share sale agreement), to be satisfied entirely via issuance of up to 190,666,667 new Nexgram Shares at an issue price of RM0.15 per Nexgram Share ("**Payment Shares**"), subject to and upon the conditions precedent in the share sale agreement dated 30 April 2014, as varied by the supplemental share sale agreement dated 30 May 2014 ("**SSA**"), being fulfilled or waived (as the case may be), and the terms and conditions of the SSA and the profit guarantee agreement dated 30 April 2014, as varied by the supplemental profit guarantee agreement dated 30 May 2014 ("**Profit Guarantee Agreement**") entered into between the Company and the Vendors;

**THAT**, approval be and is hereby given to the Company to allot and issue the Payment Shares as settlement of the purchase consideration due to the Vendors in accordance with the terms and conditions of the SSA;

**THAT**, all the Payment Shares shall upon allotment and issuance rank *pari passu* in all respects with the existing Nexgram Shares, save and except that the holders of such Payment Shares shall not be entitled to any dividend, rights, allotment and/or any other form of distributions which may be declared, made or paid to the shareholders of the Company, where the entitlement date precedes the date of allotment and issuance of the said Payment Shares;

**AND THAT**, approval be and is hereby given to the Board of Directors of the Company to give effect to the Proposed Acquisition with full power and authority:

- to enter into and execute such further or other agreements, instruments, documents and deeds as the Board of Directors of the Company may from time to time deem fit, expedient or advisable for or in connection with the Proposed Acquisition;
- to negotiate, approve, agree, assent and/or give effect to any conditions, variations, modifications, additions and/or amendments in respect of the Proposed Acquisition and the SSA and/or any provisions, terms and conditions thereof as may be required and/or as the Board of Directors of the Company deems fit, expedient or advisable; and
- to do all such other acts, deeds and things as the Board of Directors of the Company may from time to time deem fit, expedient or advisable to implement, finalise and give full effect to the Proposed Acquisition."

### BY ORDER OF THE BOARD

Chua Siew Chuan (MAICSA No. 0777689)

Mak Chooi Peng (MAICSA No. 7017931)

Company Secretaries

Kuala Lumpur

18 July 2014

### Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 July 2014 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 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.
- 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.
- 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 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.