

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") 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 10.30 a.m. or immediately following the conclusion of the Company's EGM for the Proposed Ratifications (as defined in the Company's circular dated 5 October 2015), which will be held at the same venue and on the same day at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE EXISTING ISSUED AND PAID-UP SHARE CAPITAL OF NEXGRAM INVOLVING THE CANCELLATION OF RM0.05 FROM THE PAR VALUE OF EVERY EXISTING ORDINARY SHARE OF RM0.10 EACH IN THE COMPANY PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT") ("PROPOSED PAR VALUE REDUCTION");

"**THAT** subject to and conditional upon passing of Special Resolution 2 and the order of the High Court of Malaya pursuant to Section 64 of the Act, approval be and is hereby given to the Company to reduce the nominal value of each of the issued and unissued ordinary shares in the capital of the Company through the cancellation of RM0.05 of the par value of every existing ordinary share of RM0.10 each in the Company to RM0.05 each.

THAT the credit arising from the Proposed Par Value Reduction be credited to the Company's capital reserve account, which may be utilised in such manner as the Board of Directors of Nexgram ("**Board**") deems fit and to the extent as permitted by relevant and applicable laws.

AND THAT subject to the approvals from relevant authorities being obtained where necessary, approval be and is hereby given for the implementation of the Proposed Par Value Reduction and the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as may be required or desirable to give effect to and to complete the Proposed Par Value Reduction with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or deemed necessary or desirable by the Board 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 the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Par Value Reduction."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")

"**THAT** contingent upon the passing of Special Resolution 1 above and relevant approvals being obtained, 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 Ten Billion (10,000,000,000) ordinary shares of RM0.05 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 Board be and are hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority / authorities to give effect to the Proposed Amendment and to take all such steps as they may deem necessary or expedient in the best interest of the Company to implement, finalise and give full effect to the Proposed Amendment."

**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.*