



Registration No. 200501037512 (719660-W)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Nextgreen Global Berhad (“**Nextgreen**” or the “**Company**”) will be held at Langkawi Room, Bukit Jalil Golf and Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Tuesday, 19 November 2019 at 10.15 a.m., or immediately after the conclusion or adjournment of the Company’s EGM (whichever is later) which will be held at the same venue on the same day at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES)

“**THAT** subject to the approval of all relevant authorities and/ or parties being obtained (where required), approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to allot and issue up to 115,905,423 new ordinary shares of the Company (“**Nextgreen Shares**”) (“**Placement Shares**”), representing approximately up to 15% of the existing total number of issued Nextgreen Shares (excluding treasury shares), to be implemented in a single or multiple tranche(s) within 6 months from the date the approvals of the relevant authorities are obtained, or any extended period as may be approved by Bursa Malaysia Securities Berhad (“**Proposed Private Placement**”);

THAT approval be and is hereby given to the Board to determine the issue price for the Placement Shares at a later date based on not more than 10% discount to the 5-day volume weighted average market price of Nextgreen Shares immediately preceding the price-fixing date, or at a premium to be determined at the price-fixing date;

THAT the Board be and is hereby authorised to utilise the proceeds of Proposed Private Placement for such purposes and in such manner as set out in Section 4 of the Circular to Shareholders of the Company dated 1 November 2019 and the Board be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

THAT such Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing Nextgreen Shares, save and except that the Placement Shares shall not be entitled to any dividend, rights allotment and/ or other form of distributions that may be declared, made or paid by the Company prior to the date of allotment and issuance of the said Placement Shares;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangement as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, and give full effect and to complete the Proposed Private Placement;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES) TO KOPERASI PERMODALAN FELDA MALAYSIA BERHAD PURSUANT TO THE PROPOSED PRIVATE PLACEMENT

“THAT subject to the passing of Ordinary Resolution 1, specific approval be and is hereby given to the Board of Directors of the Company (**“Board”**) to allot and issue up to 77,270,282 new ordinary shares of the Company (**“Nextgreen Shares”**) (**“Placement Shares”**), representing up to 10% of the total number of issued shares of the Company (excluding treasury shares) to Koperasi Permodalan FELDA Malaysia Berhad (**“KPF”**) pursuant to the proposed private placement of up to 15% of the total number of issued shares of the Company (excluding treasury shares) (**“Proposed Allocation To KPF”**);

THAT approval be and is hereby given to the Board to determine the issue price for the Placement Shares at a later date based on not more than 10% discount to the 5-day volume weighted average market price of Nextgreen Shares immediately preceding the price-fixing date, or at a premium to be determined at the price-fixing date;

THAT such Placement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Nextgreen Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangement as may be necessary to give effect and complete the Proposed Allocation To KPF and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, and give full effect and to complete the Proposed Allocation To KPF.”

BY ORDER OF THE BOARD

KANG SHEW MENG
SEOW FEI SAN
Company Secretaries

Petaling Jaya
1 November 2019

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 12 November 2019 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company and a member may appoint any persons to be his proxy.
3. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Extraordinary General Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. 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 known as an 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Registrar's Office at Tricor Investor & Issuing House Services Sdn Bhd (11324-H) of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia at least forty eight (48) hours before the time for holding the meeting or any adjournment thereof.