

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Nexgram Holdings Berhad ("**Nexgram**" or "**Company**") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 29 November 2019 at **3.00 p.m.**, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SETTLEMENT OF DEBT OWING TO TUAN HAJI MAZRU BIN MAT YUSOF ("TUAN HAJI MAZRU") IN THE SUM OF RM10,110,870.71 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 1,011,087,071 IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES ("ICPS") AT AN ISSUE PRICE OF RM0.01 EACH ("PROPOSED DEBT SETTLEMENT WITH TUAN HAJI MAZRU")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board of Directors of the Company (the "**Board**") for the following:

- (i) the issuance by Nexgram of 1,011,087,071 ICPS to Tuan Haji Mazru at an issue price of RM0.01 per ICPS, as settlement of the amount totalling RM10,110,870.71 owing by Nexgram and its subsidiaries ("**Group**") to Tuan Haji Mazru;
- (ii) to allot and issue such number of new ordinary shares in Nexgram ("**Conversion Shares**") to Tuan Haji Mazru upon his conversion of the ICPS to Conversion Shares during the tenure of the ICPS;
- (iii) the Conversion Shares to be issued pursuant to the conversion of the ICPS shall be listed on the ACE Market of Bursa Malaysia Securities Berhad; and
- (iv) such Conversion Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing ordinary shares in Nexgram, save and except that the Conversion Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of such Conversion Shares;

AND THAT the Board be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed Debt Settlement with Tuan Haji Mazru."

ORDINARY RESOLUTION 2

PROPOSED SETTLEMENT OF DEBT OWING TO OZURA FIRSTLOGIX SDN BHD ("OZURA") IN THE SUM OF RM12,543,793.94 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 1,254,379,394 ICPS AT AN ISSUE PRICE OF RM0.01 EACH ("PROPOSED DEBT SETTLEMENT WITH OZURA")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board for the following:

- (i) the issuance by Nexgram of 1,254,379,394 ICPS to Ozura at an issue price of RM0.01 per ICPS, as full settlement of the amounts totalling RM12,543,793.94 owing by the Group to Ozura;
- (ii) to allot and issue such number of Conversion Shares to Ozura upon its conversion of the ICPS to Conversion Shares during the tenure of the ICPS;
- (iii) the Conversion Shares to be issued pursuant to the conversion of the ICPS shall be listed on the ACE Market of Bursa Malaysia Securities Berhad; and
- (iv) such Conversion Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing ordinary shares in Nexgram, save and except that the Conversion Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of such Conversion Shares;

AND THAT the Board be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed Debt Settlement with Ozura."

ORDINARY RESOLUTION 3

PROPOSED SETTLEMENT OF DEBT OWING TO CAPITAL DAY HOLDINGS SDN BHD ("CAPITAL DAY") IN THE SUM OF RM800,000 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 80,000,000 ICPS AT AN ISSUE PRICE OF RM0.01 EACH ("PROPOSED DEBT SETTLEMENT WITH CAPITAL DAY")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board for the following:

- (i) the issuance by Nexgram of 80,000,000 ICPS to Capital Day at an issue price of RM0.01 per ICPS, as full settlement of the amounts totalling RM800,000.00 owing by the Group to Capital Day;
- (ii) to allot and issue such number of Conversion Shares to Capital Day upon its conversion of the ICPS to Conversion Shares during the tenure of the ICPS;
- (iii) the Conversion Shares to be issued pursuant to the conversion of the ICPS shall be listed on the ACE Market of Bursa Malaysia Securities Berhad; and
- (iv) such Conversion Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the then existing ordinary shares in Nexgram, save and except that the Conversion Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of such Conversion Shares;

AND THAT the Board be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed Debt Settlement with Capital Day."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENTS")

"THAT subject to all approvals and consents being obtained from all relevant authorities and/or parties (*where applicable*), approval be and is hereby given for the Company to amend its Constitution by inserting a new Clause 8A to reflect and incorporate the terms of the ICPS, of which the salient terms are as set out in Appendix II of the Circular;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board."

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)

Company Secretary

Kuala Lumpur

Date: 7 November 2019

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 25 November 2019 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend, speak and vote at this meeting. A proxy may but need not be a member of the Company.
3. Where a member appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.
4. Where a member 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. To be valid, the original proxy form, duly completed must be deposited at the Registered Office of the Company at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
6. If the appointor is a corporation the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
7. By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, processing, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.