

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Nextgreen Global Berhad (“Nextgreen” or the “Company”) will be held through live streaming from the Broadcast Venue at Leadership room, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, 59220, Kuala Lumpur on Wednesday, 5 May 2021 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:-

### ORDINARY RESOLUTION 1

**PROPOSED ISSUANCE OF 200,000,000 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES IN NEXTGREEN AT AN ISSUE PRICE OF RM0.05 EACH (“ISSUE PRICE”) TO DATO’ GAN KONG HIOK, DENGKIL PAPER MILL SDN BHD AND HSC GREEN HOLDINGS SDN BHD (“RCPS”) (COLLECTIVELY, THE “RCPS SUBSCRIBERS”) (“PROPOSED RCPS”)**

“THAT subject to the passing of Special Resolution 1 and approvals being obtained from all relevant authorities and/or parties (where applicable), approval be and is hereby given to the Board of Directors of the Company (“Board”) to allot and issue 200,000,000 RCPS at the Issue Price to the RCPS Subscribers subject to the terms and conditions set out in the subscription agreements dated 10 March 2021 entered into between the Company and each of the RCPS Subscribers (“Subscription Agreements”) in the following manner:-

- (a) 40,000,000 RCPS to Dato’ Gan Kong Hiok, a major shareholder of Nextgreen;
- (b) 100,000,000 RCPS to Dengkil Paper Mill Sdn Bhd; and
- (c) 60,000,000 RCPS to HSC Green Holdings Sdn Bhd;

The salient terms of the RCPS including the conversion price are set out in Appendix I in the circular to shareholders of Nextgreen dated 9 April 2021 (“Circular”);

THAT the approval hereby be granted to the Board to allot and issue up to 200,000,000 new ordinary shares in Nextgreen (“Nextgreen Shares”) credited as fully paid-up pursuant to any conversion of the RCPS in the manner and subject to the terms and conditions set out in the Subscription Agreements;

THAT the approval hereby be granted to the Board to allot and issue new Nextgreen Shares pursuant to the conversion of the RCPS by the RCPS Subscribers and such approval shall remain in full force and effect as long as any RCPS remains convertible in accordance with its terms of issue;

THAT the proceeds from the Proposed RCPS be utilised for the purpose as set out in the Circular, and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board shall in its absolute discretion deem fit and in the best interest of the Company, subject to the approval of the relevant authorities (where required);

THAT the RCPS shall, upon allotment and issue, rank equally amongst themselves and that the new Nextgreen Shares to be issued pursuant to the conversion of the RCPS shall rank equally in all respects with the then existing Nextgreen Shares save and except that such new Nextgreen Shares shall not be entitled to any dividends, rights, allotments, and/or other distributions, the entitlement date of which is prior to the relevant date of issue of the new Nextgreen Shares;

THAT the new Nextgreen Shares to be issued from the conversion of the RCPS shall be listed on the Main Market of Bursa Securities;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, and to do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed RCPS 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 and/or parties, the relevant and applicable laws or deemed necessary or desirable by the Board.”

### SPECIAL RESOLUTION 1

#### PROPOSED AMENDMENTS TO THE CONSTITUTION OF NEXTGREEN (“PROPOSED AMENDMENTS”)

“THAT subject to the passing of Ordinary Resolution 1 above and 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 7(i) to reflect and incorporate the terms of the RCPS, the salient terms of which are set out in Appendix I of the Circular;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents and to 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 and/or parties, the relevant and applicable laws or deemed necessary or desirable by the Board.”

#### By Order of the Board

**TAN TONG LANG (SSM Practising Certificate No. 201908002253) (MAICSA 7045482)**  
**VIMALRAJ A/L SHANMUGAM (SSM Practising Certificate No. 202008000925) (MAICSA 7068140)**  
Company Secretaries

Selangor  
9 April 2021

#### Notes:-

1. Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting. Shareholders will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the EGM.
2. A member is entitled to participate, speak (including posting questions to the Board via real time submission of typed text) and vote (collectively referred to as “Participate”) remotely at the EGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) via its TIIH online website at <https://tjih.online/>.
3. A member who is entitled to Participate at the EGM via RPV is entitled to appoint another person as his proxy to Participate but shall not be entitled to appoint more than 2 proxies to Participate at the EGM via RPV. A proxy may but need not be a member of the Company.
4. Where a member appoints 2 proxies, he/she must specify the proportions of his/her shareholdings to be represented by each proxy.
5. A member who has appointed a proxy or attorney or authorised representative to Participate at the EGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH online website at <https://tjih.online/>. Please follow the Procedures for RPV in the information for Members on EGM.
6. The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
7. For the purpose of determining a member who shall be entitled to Participate in the EGM via RPV, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 28 April 2021. Only a depositor whose name appears on the Record of the Depositor as at 28 April 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
8. The instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or certified copy thereof shall be deposited as follows at least 48 hours before the time appointed for holding the EGM or at any adjournment thereof:-
  - (a) In hardcopy form  
The Form of Proxy must be deposited at the office of the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur 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
  - (b) By electronic means  
The Form of Proxy can be electronically submitted to the Share Registrar of the Company via TIIH Online at <https://tjih.online>. Kindly refer to the Administrative Notes for this EGM on the procedures for electronic submission of Proxy Form via TIIH Online.