



NEXGRAM HOLDINGS BERHAD  
[Registration No. 200401021550 (660055-H)]  
(Incorporated in Malaysia)

**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 Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 29 March 2023 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 DATO' YEK SIEW LEE ("YSL") IN THE SUM OF RM3,658,107 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 25,606,770 ORDINARY SHARES IN THE COMPANY ("SHARES") ("SETTLEMENT SHARES") AT AN ISSUE PRICE OF RM0.10 EACH AND 21,948,600 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES ("NEW ICPS") AT THE ISSUE PRICE OF RM0.05 EACH ("PROPOSED DEBT SETTLEMENT WITH YSL")**

"THAT subject to the passing of the Special Resolution as well as 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 the Company of 25,606,770 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 21,948,600 New ICPS to YSL at an issue price of RM0.05 per New ICPS, as settlement of the amount totalling RM3,658,107 owing by the Company and its subsidiaries ("Group") to YSL;
- (ii) to allot and issue such number of new Shares ("Conversion Shares") to YSL upon its conversion of the New ICPS to Conversion Shares during the tenure of the New ICPS;
- (iii) the Conversion Shares to be issued pursuant to the conversion of the New ICPS shall be listed on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities"); and
- (iv) such Conversion Shares shall, upon allotment and issuance, rank equally in all respects with the then existing ordinary shares in the Company, 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 allotment and issuance of such Conversion Shares;

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligation to offer such Settlement Shares and New ICPS first to the existing shareholders of the Company in respect of the allotment and issuance of 25,606,770 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 21,948,600 New ICPS to YSL at an issue price of RM0.05 per New ICPS.

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 YSL."

**ORDINARY RESOLUTION 2**

**PROPOSED SETTLEMENT OF DEBT OWING TO TRAVIX DESIGN & RENOVATION SDN BHD ("TRAVIX") IN THE SUM OF RM11,808,459 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 82,659,240 SETTLEMENT SHARES AT AN ISSUE PRICE OF RM0.10 EACH AND 70,850,700 NEW ICPS AT THE ISSUE PRICE OF RM0.05 EACH ("PROPOSED DEBT SETTLEMENT WITH TRAVIX")**

"THAT subject to the passing of the Special Resolution as well as 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 the Company of 82,659,240 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 70,850,700 New ICPS to Travix at an issue price of RM0.05 per New ICPS, as settlement of the amount totalling RM11,808,459 owing by the Group to Travix;
- (ii) to allot and issue such number of Conversion Shares to Travix upon its conversion of the New ICPS to Conversion Shares during the tenure of the New ICPS;
- (iii) the Conversion Shares to be issued pursuant to the conversion of the New ICPS shall be listed on the ACE Market of Bursa Securities; and
- (iv) such Conversion Shares shall, upon allotment and issuance, rank equally in all respects with the then existing ordinary shares in the Company, 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 allotment and issuance of such Conversion Shares;

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligation to offer such Settlement Shares and New ICPS first to the existing shareholders of the Company in respect of the allotment and issuance of 82,659,240 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 70,850,700 New ICPS to Travix at an issue price of RM0.05 per New ICPS.

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 Travix."

**ORDINARY RESOLUTION 3**

**PROPOSED SETTLEMENT OF DEBT OWING TO MIDLAND SANDS SDN BHD ("MIDLAND") IN THE SUM OF RM14,125,578 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 98,879,080 SETTLEMENT SHARES AT AN ISSUE PRICE OF RM0.10 EACH AND 84,753,400 NEW ICPS AT THE ISSUE PRICE OF RM0.05 EACH ("PROPOSED DEBT SETTLEMENT WITH MIDLAND")**

"THAT subject to the passing of the Special Resolution as well as 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 the Company of 98,879,080 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 84,753,400 New ICPS to Midland at an issue price of RM0.05 per New ICPS, as settlement of the amount totalling RM14,125,578 owing by the Group to Midland;
- (ii) to allot and issue such number of Conversion Shares to Midland upon its conversion of the New ICPS to Conversion Shares during the tenure of the New ICPS;
- (iii) the Conversion Shares to be issued pursuant to the conversion of the New ICPS shall be listed on the ACE Market of Bursa Securities; and
- (iv) such Conversion Shares shall, upon allotment and issuance, rank equally in all respects with the then existing ordinary shares in the Company, 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 allotment and issuance of such Conversion Shares;

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligation to offer such Settlement Shares and New ICPS first to the existing shareholders of the Company in respect of the allotment and issuance of 98,879,080 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 84,753,400 New ICPS to Midland at an issue price of RM0.05 per New ICPS.

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 Midland."

**SPECIAL RESOLUTION**

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

"THAT subject to the passing of either or all of the Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 as well as 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 amending the entire Clause 8A to reflect and incorporate the terms of the New ICPS, of which the salient terms are as set out in Appendix I 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)**  
**SSM PRACTISING CERTIFICATE NO. 201908000410**  
Company Secretary

Kuala Lumpur  
Date: 7 March 2023

**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 March 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.
2. Any member of the Company entitled to attend and vote is entitled to appoint one (1) or not more than two (2) proxies to attend 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 appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting at which the person named in the appointment proposes to vote.
  - i. In hard copy form  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
  - ii. By electronic form  
The Proxy Form can be electronically lodge via TIH Online website at <https://tjih.online>. Kindly refer to the Administrative Guide on the procedure for electronic lodgment of proxy form via TIH Online.
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.



**NEXGRAM HOLDINGS BERHAD**  
(Registration No. 200401021550 (660055-H))  
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE**  
EXTRAORDINARY GENERAL MEETING (“EGM”)

Day and Date : Wednesday, 29 March 2023  
Time : 3.00 p.m.  
Venue : Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur

Dear Shareholders of Nexgram Holdings Berhad (“the Company”)

**MEASURES TO MINIMISE RISKS OF CORONAVIRUS DISEASE 2019 (“COVID-19”) INFECTION**

In transitioning to the endemic phase of COVID-19, the following steps will be taken for shareholders, proxies and others who will be attending the EGM in order to minimize the risks of spreading the COVID-19 virus:

1. If you are unwell with sore throat/fever/flu/cough/shortness of breath or any symptoms of the Covid-19, you will not be allowed to attend the EGM. You are strongly advised to appoint a proxy or the Chairman of the meeting to attend and vote at the EGM on your behalf.
2. All persons must practice proper hygiene including the use of hand sanitizer and must advised to wear a face mask before entering the meeting venue.
3. Shareholders are advised to check the Company’s website at [www.nexgram.co](http://www.nexgram.co) and Bursa’s website at [www.bursamalaysia.com](http://www.bursamalaysia.com) from time to time for any changes to the administration of the EGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

**PROXY**

Only a depositor whose name appears on the Record of Depositors as at 22 March 2023 shall be entitled to attend or appoint proxies to attend and/or vote on his/her behalf at the EGM.

You may submit your proxy form at the Company’s Share Registrar at:

Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

or the

Customer Service Centre, Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia,

or alternatively to submit your proxy form electronically via TIIH Online website at <https://tiah.online> **not less than forty-eight (48) hours** before the time appointed for holding the EGM or any adjournment thereof, otherwise the proxy form shall not be treated as valid. Please do read and follow the procedures below to submit proxy form electronically.

## ELECTRONIC LODGEMENT OF FORM OF PROXY

The procedures to lodge your Form of Proxy electronically via Tricor’s **TIIH Online** website are summarised below:

Procedure	Action
<b>i. Steps for Individual Shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Using your computer, please access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the “e-Services”. Please refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIIH Online, you are not required to register again.</li> </ul>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password.</li> <li>Select the corporate event: “<b>NEXGRAM EGM 2023 - SUBMISSION OF PROXY FORM</b>”.</li> <li>Read and agree to the terms and conditions and confirm the Declaration.</li> <li>Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf.</li> <li>Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy.</li> <li>Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes.</li> <li>Review and confirm your proxy(s) appointment.</li> <li>Print the form of proxy for your record.</li> </ul>
<b>ii. Steps for corporation or institutional shareholders</b>	
Register as a User with TIIH Online	<ul style="list-style-type: none"> <li>Access TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects the “Sign Up” button and followed by “<b>Create Account by Representative of Corporate Holder</b>”.</li> <li>Complete the registration form and upload the required documents.</li> <li>Registration will be verified, and you will be notified by email within one (1) to two (2) working days.</li> <li>Proceed to activate your account with the temporary password given in the email and re-set your own password.</li> </ul> <p><i>(Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.)</i></p>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> <li>Login to TIIH Online at <a href="https://tiih.online">https://tiih.online</a>.</li> <li>Select the corporate event name: “<b>NEXGRAM EGM 2023 - SUBMISSION OF PROXY FORM</b>”.</li> <li>Agree to the terms &amp; conditions and Declaration.</li> <li>Proceed to download the file format for “Submission of Form of Proxy” in accordance with the Guidance Note set therein.</li> <li>Prepare the file for the appointment of proxies by inserting the required data.</li> <li>Login to TIIH Online, select corporate event name: “<b>NEXGRAM EGM 2023 - SUBMISSION OF PROXY FORM</b>”.</li> <li>Proceed to upload the duly completed proxy appointment file.</li> <li>Select “Submit” to complete your submission.</li> <li>Print the confirmation report of your submission for your record.</li> </ul>

## GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining who shall be entitled to attend the Extraordinary General Meeting, the Company will be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 22 March 2023 and only a depositor whose name appears on such Record of Depositors shall be entitled to attend the said meeting.

## **NO RECORDING OR PHOTOGRAPHY**

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

## **REFRESHMENT AND DOOR GIFT**

There will be no distribution of door gift and refreshments will not be provided during the EGM.

## **ENQUIRIES**

If you have any enquiry prior to the meeting, you may contact the Share Registrar at:

<b>Tricor Investor &amp; Issuing House Services Sdn Bhd</b> <i>Registration No. 197101000970 (11324-H)</i>  Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia		<b>Telephone Number</b>
	General Line	603-2783 9299
	Encik Amier Arief	603-2783 9250 Amier.Arief@my.tricorglobal.com
	Encik Halim Md Amin	603-2783 9267 halim.amin@my.tricorglobal.com
	Fax Number	603-2783 9222
	Email	is.enquiry@my.tricorglobal.com

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