



NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting ("19th AGM") of NEXGRAM HOLDINGS BERHAD ("the Company") will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 4th July 2024 at 3:00 p.m. or any adjournment thereof for the following purposes:-

AGENDA

ORDINARY BUSINESS :

- To receive the Audited Financial Statements for the financial period ended 31st January 2024 together with the Reports of the Directors and the Auditors thereon. *Please refer to Explanatory Note 1*
- To approve the payment of Directors' fees and benefits of up to RM250,000.00 from 1st February 2024 until the conclusion of the next Annual General Meeting of the Company. *Ordinary Resolution 1*
- To re-elect HJ Mazru Mat Yusof who retires in accordance with Clause 97.1 of the Company's Constitution and being eligible, he offers himself for re-election. *Ordinary Resolution 2*
- To re-elect Mr. Chia Peng Lun, who retires in accordance with Clause 106 of the Company's Constitution and is eligible, offers himself for re-election. *Ordinary Resolution 3*
- To re-elect Dato' Dr Lim Weng Khuan, who retires in accordance with Clause 106 of the Company's Constitution and is eligible, offers himself for re-election. *Ordinary Resolution 4*
- To re-elect Mr. Cheang Soon Siang, who retires in accordance with Clause 106 of the Company's Constitution and is eligible, offers himself for re-election. *Ordinary Resolution 5*
- To re-elect Mr. Chua Eng Chin, who retires in accordance with Clause 106 of the Company's Constitution and is eligible, offers himself for re-election. *Ordinary Resolution 6*
- To re-elect Mr. Tan Eng Keat, who retires in accordance with Clause 106 of the Company's Constitution and is eligible, offers himself for re-election. *Ordinary Resolution 7*
- To re-appoint Messrs. STYL Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. *Ordinary Resolution 8*

SPECIAL BUSINESS :

To consider and, if thought fit, to pass with or without modifications, the following resolutions :

- AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 9*
Please refer to Explanatory Note 2

"**THAT** subject always to the Companies Act 2016 ("Act"), Company's Constitution, Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per cent (10%) of the total number of the issued shares of the Company for the time being. **AND THAT** the Directors be empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.

AND FURTHER THAT pursuant to Section 85 of the Companies Act, 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer new shares arising from the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 **AND THAT** the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

ANY OTHER BUSINESS :

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

WONG YOUN KIM (MAICSA 7018778)
(SSM Practising Certificate No. 201908000410)
Company Secretary

Kuala Lumpur
Dated : 31st May 2024

NOTES :

- A member of the Company is entitled to attend and vote at the meeting and may appoint one (1) or not more than two (2) proxies (or being a corporate member, a corporate representative) to attend and vote in his/ her stead. A proxy may but need not be a member of the Company.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/ she specifies the proportions of his/ her shareholdings to be represented by each proxy.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer or his/her attorney or in the case of a corporation executed under its common seal or signed on behalf of the corporation by its attorney or by an officer duly authorised.
- Where a member of the Company is an exempt authorised nominee who holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The 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 twenty-four (24) hours before the time appointed for holding the General Meeting at which the person named in the appointment proposes to vote:
 - 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, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - By electronic form
The Proxy Form can be electronically lodged via the TIH Online website at <https://tih.online>. Kindly refer to the Administrative Guide for the procedure for electronic lodgement of the proxy form via TIH Online.
- Only members whose names appear in the Record of Depositors on 27th June 2024 shall be entitled to attend, speak and vote at the meeting or appoint a proxy(ies) to attend, speak and vote on his/ her behalf.

EXPLANATORY NOTES :

1. Audited Financial Statements

This item on the Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act, 2016 require the audited financial statements and the Reports of the Directors and Auditors thereon to be laid before the Company at its Annual General Meeting. As such, this item on the Agenda is not a business which requires a resolution to be put to vote by shareholders.

2. Authority to Issue and Allot Shares

The Ordinary Resolution 9 is proposed to seek a renewal of general mandate for authority to issue shares pursuant to Sections 75 and 76 of the Act. If the resolution was passed, it will give the Directors of the Company from the date of the above meeting, authority to issue and allot shares for such purposes as the Directors consider it would be in the interest of the Company. The authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM.

The Company issued 64,863,900 ordinary shares pursuant to Sections 75 and 76 of the Companies Act, 2016 under the general authority which was approved at the 18th Annual General Meeting held on 29th December 2022, which will lapse at the conclusion of the 19th Annual General Meeting to be held on 4th July 2024.

The general mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares for the purpose of funding investment(s), working capital and/ or acquisitions, at any time to such persons in their absolute discretion without convening a general meeting as it would be both costly and time consuming to organise a general meeting.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 54 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Companies Act 2016, which will result in a dilution to their shareholding percentage in the Company.



NEXGRAM HOLDINGS BERHAD

[Registration No. 200401021550 (660055-H)]

Incorporated in Malaysia

ADMINISTRATIVE GUIDE NINETEENTH ANNUAL GENERAL MEETING (“19th AGM”)

Day and Date : Thursday, 4th July 2024
Time : 3:00 p.m.
Venue : Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur

SAFETY MEASURES IN LIGHT OF CORONAVIRUS DISEASE 2019 (COVID-19) OUTBREAK

The following steps will be taken for shareholders, proxies and others who will be attending the 19th AGM:

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 19th AGM. You are strongly advised to appoint a proxy or the Chairman of the meeting to attend and vote at the 19th AGM on your behalf.

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.

Shareholders are advised to check the Company’s website at <https://nexgram.co/investor-relations/> and Bursa Malaysia’s website from time to time for any changes to the administration of the 19th AGM 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.

For safety purposes, the Company requires all shareholders/ proxies and the attendees to sanitize their hands and wear a face mask before the meeting and throughout the AGM as well as maintain social distancing throughout the meeting.

REGISTRATION ON THE DAY OF 19th AGM

1. Registration will commence at 2:00 p.m.
2. Please present your original National Registration Identity Card (NRIC) or Passport to the registration staff for verification.
3. A voting slip and an identification wristband will be given to you thereafter. No one will be allowed to enter the meeting room without an identification wristband.
4. Registration must be done in person. No person is allowed to register on behalf of another.
5. The registration counter will handle verification of identity, registration and revocation of proxy/ proxies.

ELECTRONIC LODGEMENT OF FORM OF PROXY

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

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services". Please refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
Proceed with submission of form of proxy	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: "NEXGRAM 19TH AGM - SUBMISSION OF PROXY FORM". Read and agree to the Terms and Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy(s) to vote on your behalf. Appoint your proxy(s) and insert the required details of your proxy(s) or appoint the Chairman as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide on your votes. Review and confirm your proxy(s) appointment. Print the form of proxy for your record.
ii. Steps for corporation or institutional shareholders	
Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online. Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects the "Sign Up" button and followed by "Create Account by Representative of Corporate Holder". Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>(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.)</p>
Proceed with submission of form of proxy	<ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online. Select the corporate event name: "NEXGRAM 19TH AGM - SUBMISSION OF PROXY FORM". Agree to the Terms & Conditions and Declaration. Proceed to download the file format for "Submission of Proxy Form" in accordance with the Guidance Note set therein. Prepare the file for the appointment of proxies by inserting the required data. Login to TIIH Online, select corporate event name: "NEXGRAM 19TH AGM - SUBMISSION OF PROXY FORM". Proceed to upload the duly completed proxy appointment file. Select "Submit" to complete your submission. Print the confirmation report of your submission for your record.

GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining who shall be entitled to attend the 19th Annual General Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 27th June 2024 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 19th AGM proceedings is allowed without the prior written permission of the Company.

DOOR GIFT AND REFRESHMENT

There will be no distribution of door gift and no refreshments will be provided during the 19th AGM.

ENQUIRIES

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

Tricor Investor & Issuing House Services Sdn Bhd Registration No. 197101000970 (11324-H) Unit 32-01, Level 32, Tower A Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia		Telephone Number
	General Line	603-2783 9299
	Fax Number	603-2783 9222
	Email	is.enquiry@my.tricorglobal.com