



NEXGRAM HOLDINGS BERHAD
[200401021550 (660055-H)]
Incorporated in Malaysia

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth Annual General Meeting (“16th AGM”) of the Company will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 23 December 2020 at 10.30 a.m. However, please be informed that in the event the Movement Control Orders is extended, the Company will make the necessary announcements on the details of the virtual meeting on the company’s website @ <https://nexgram.co/> accordingly.

The following are the business to be transacted at the 16th AGM :

AGENDA

ORDINARY BUSINESS :

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| 1. To receive the Audited Financial Statements for the financial year ended 31 July 2020 together with the Reports of the Directors and Auditors thereon. | <i>Please refer to
Explanatory
Note 1</i> |
| 2. To approve the payment of Directors’ fees of RM152,000.00 for the financial year ended 31 July 2020. | Ordinary
Resolution 1
<i>Please refer to
Explanatory
Note 2</i> |
| 3. To approve the payment of meeting allowances of RM11,200.00 for the financial year ended 31 July 2020. | Ordinary
Resolution 2
<i>Please refer to
Explanatory
Note 2</i> |
| 4. To approve the payment of Directors’ fees and meeting allowances payable to Non-Executive Directors from 1 August 2020 until the conclusion of the next Annual General Meeting. | Ordinary
Resolution 3
<i>Please refer to
Explanatory
Note 2</i> |
| 5. To re-elect En. Zaharin bin Ahmad Zamani who retires in accordance with Clause 97.1 of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary
Resolution 4 |
| 6. To re-elect Mr. Fu Lit Fung who retires in accordance with Clause 97.1 of the Company’s Constitution and being eligible, offers himself for re-election. | Ordinary
Resolution 5 |
| 7. To re-appoint Messrs STYL Associates PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary
Resolution 6 |

SPECIAL BUSINESS :

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

8. **SPECIAL RESOLUTION
PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE
COMPANY**

**Special
Resolution
Please refer
to
Explanatory
Note 3**

“**THAT** the Proposed Amendments to the Constitution of the Company as set out in “Appendix A” be and are hereby approved and adopted.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things and take all such steps that may be necessary and/or expedient to give effect to the Proposed Amendments to the Constitution of the Company with full power to assent to any modification, variation and/or amendment as may be required by the relevant authorities.”

9. **ORDINARY RESOLUTION 7
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO
SECTION 76 OF THE COMPANIES ACT, 2016**

**Ordinary
Resolution 7
Please refer to
Explanatory
Note 4**

“**THAT** subject always to the Companies Act, 2016 and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Section 76 of the Companies Act, 2016, to issue and allot shares in the Company at any time to such persons 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 does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation of 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.”

ANY OTHER BUSINESS :

10. To transact any other business for which due notice shall have been given in accordance with the Company’s Articles of Association and the Companies Act, 2016.

BY ORDER OF THE BOARD

WONG YOUN KIM (MAICSA 7018778)
Company Secretaries

Kuala Lumpur
Dated : 24 November 2020

NOTES :

1. *A member of the Company is entitled to attend and vote at the meeting may appoint one or more 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.*
2. *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.*
3. *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.*
4. *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 (“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.*
5. *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:*
 - 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, 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.
 - ii. *By electronic form*
*The Proxy Form can be electronically lodged via **TIIH Online** website at <https://tiih.online> (applicable to individual member only). Kindly refer to the Administrative Guide on the procedure for electronic lodgement of proxy form via TIIH Online.*
6. *Only members whose names appear in the Record of Depositors on 17 December 2020 shall be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her behalf.*

EXPLANATORY NOTES :

1. **Audited Financial Statements**

This item of 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 be laid before the Company at its Annual General Meeting. As such, this item of the Agenda is not a business which requires a resolution to be put to vote by shareholders.

2. **Directors' Remuneration**

Section 230(1) of the Companies Act, 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the following payments to the Non-Executive Directors of the Company at the Sixteenth Annual General Meeting in three (3) separate resolutions as stated below.

Ordinary Resolution 1 seeks approval for payment of Non-Executive Directors' fees of RM152,000.00 for the financial year ended 31 July 2020.

Ordinary Resolution 2 seeks approval for payment of meeting allowances of RM11,200.00 to the Non-Executive Directors for the financial year ended 31 July 2020.

Ordinary Resolution 3 seeks approval for payment of Directors' fees and meeting allowances payable to Non-Executive Directors from 1 August 2020 until the conclusion of the next Annual General Meeting of the Company comprising the following, with or without modifications :

		Directors' Fees (Per Director/Month) RM	Meeting Allowance (Per Meeting) RM
Board of Directors	Chairman	5,000.00	200.00
	Non-Executive Directors	3,000.00	200.00
Audit Committee	Chairman	-	200.00
	Member	-	200.00
Nomination Committee	Chairman	-	200.00
	Member	-	200.00
Remuneration Committee	Chairman	-	200.00
	Member	-	200.00

3. **Proposed Amendments To The Constitution Of The Company**

The Special Resolution proposed is in line with Bursa Malaysia Securities Berhad's letter dated 16 April 2020 to allow a listed corporation to seek a higher mandate under Rule 6.04 of the ACE Market Listing Requirements of not more than twenty percent (20%) of the total number of issued shares for issue of new securities and the prevailing statutory and regulatory requirements, as well as to provide clarity and consistency.

The Proposed Amendments to the Constitution of the Company are set out in the "Appendix A" accompanying the Notice of the AGM dated 24 November 2020. This Special Resolution needs a majority of not less than seventy-five percent (75%) of such members who are entitled to vote either in person or by proxy.

4. **Authority to Issue and Allot Shares**

The proposed Ordinary Resolution 7 is a renewal of the previous year's mandate and if passed, will authorise the Directors of the Company to issue new shares up to a maximum of 20% of the total number of issued shares (excluding treasury shares) of the Company at the time of issue, for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

This mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. This mandate is also meant for any possible fund raising exercises including but not limited to further placement of shares, for purpose of funding current and/or future investments, working capital and/or acquisitions.

Proposed Amendments to the Constitution of the Company

Details of the Proposed Amendments to the Constitution

The Clauses of the Constitution of the Company are proposed to be amended in the following manner:-

Clause No.	Existing Clause	Clause No.	Proposed Clause
7	<p>Authority of Directors to allot shares</p> <p>Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of this Constitution and the Act and the Central Depositories Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such (whether in regard to dividend, voting or return of capital) preferred, deferred or other special rights and either at a premium or otherwise, and subject to such restrictions and at such time or times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:-</p>	7	<p>Authority of Directors to allot shares</p> <p>Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of this Constitution, Listing Requirements of Bursa Malaysia Securities Berhad, the Act, the Central Depositories Act and to the provisions of any resolution of the Company, shares in the Company may be issued by the Directors, who may allot or otherwise dispose of such shares to such persons on such terms and conditions with such (whether in regard to dividend, voting or return of capital) preferred, deferred or other special rights and either at a premium or otherwise, and subject to such restrictions and at such time or times as the Directors may think fit but the Directors in making any issue of shares shall comply with the following conditions:-</p>
15	<p>Issue of Securities</p> <p>Subject to the Listing Requirements, the Act, the Central Depositories Act and/or the Rules and notwithstanding the existence of a resolution pursuant to Section 75 of the Act, the Company must ensure that it shall not issue any shares if those shares, when aggregated with any such shares issued during the preceding twelve (12) months, exceeds 10% of the number of issued shares of the Company, except where the shares are issued with the prior approval of shareholders in general meeting of the precise terms and conditions of the issue, in working out the number of shares that may be issued by the Company.</p>	15	[Deleted]

