

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting ("17th 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 Tuesday, 28 December 2021 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 17th AGM :

A G E N D A

ORDINARY BUSINESS :

1. To receive the Audited Financial Statements for the financial year ended 31 July 2021 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees of RM168,000 for the financial year ended 31 July 2021.
3. To approve the payment of meeting allowances of RM9,000 for the financial year ended 31 July 2021.
4. To approve the payment of Directors' fees and meeting allowances payable to Non-Executive Directors from 1 August 2021 until the conclusion of the next Annual General Meeting.
5. To re-elect Hj Mazru Mat Yusof who retires in accordance with Clause 97.1 of the Company's Constitution and being eligible, offers himself for re-election.
6. To re-elect Dato' Yek Siew Lee, Roman who retires in accordance with Clause 97.1 of the Company's Constitution and being eligible, offers himself for re-election.
7. To re-appoint Messrs CAS Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Please refer to Explanatory Note 1
Resolution 1
Please refer to Explanatory Note 2
Resolution 2
Please refer to Explanatory Note 2
Resolution 3
Please refer to Explanatory Note 2
Resolution 4
Resolution 5
Resolution 6

SPECIAL BUSINESS :

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

8. ORDINARY RESOLUTION 7

AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT, 2016

"**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 10% 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."

Resolution 7
Please refer to Explanatory Note 3

ANY OTHER BUSINESS :

9. 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 (MAICA 7018778) (SSM PC No. 201908000410)

Company Secretaries

Kuala Lumpur

Dated : 30 November 2021

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>. 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 21 December 2021 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 RM168,000 for the financial year ended 31 July 2021.

Ordinary Resolution 2 seeks approval for payment of meeting allowances of RM9,000 to the Non-Executive Directors for the financial year ended 31 July 2021.

Ordinary Resolution 3 seeks approval for payment of Directors' fees and meeting allowances payable to Non-Executive Directors from 1 August 2021 until the conclusion of the next Annual General Meeting of the Company comprising the following, with or without modifications :

		Directors' Fees (Per Director) RM	Meeting Allowance (Per Meeting) RM
Board of Directors	Chairman	5,000	200
	Non-Executive Directors	3,000	200
Audit Committee	Chairman	-	200
	Member	-	200
Nomination Committee	Chairman	-	200
	Member	-	200
Remuneration Committee	Chairman	-	200
	Member	-	200

3. 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 10% 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.

Nexgram Holdings Berhad
ADMINISTRATIVE GUIDE
SEVENTEENTH ANNUAL GENERAL MEETING (“17th AGM”)

Day and

Date : Tuesday, 28th December 2021

Time : 10:30 a.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

- (1) The Company places paramount importance on the well-being and safety of all stakeholders including shareholders, proxies, staff and other attendees, and measures have been implemented, and will continue to implement the applicable directive, safety and precautionary requirements prescribed by the Government, Ministry of Health Malaysia (“MOH”), Malaysian National Security Council and other relevant authorities to curb the spread of COVID-19.
- (2) All resolutions set out in the Notice of the Seventeenth Annual General Meeting (“17th AGM”) dated 1 December 2021 by the Company will be voted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. In view of the COVID-19 outbreak, physical attendance at the 17th AGM may present a risk to the shareholders. As such, shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy to attend and vote at the 17th AGM on their behalf or submit their proxy forms with predetermined voting instruction for the Chairman of the meeting to represent them.
- (3) If you have travelled overseas in the past 14 days, have been in contact with a COVID-19 affected person, and/or person suspected of COVID-19 case or if you are unwell with sore throat/fever/flu/cough/shortness of breath or any symptoms of the COVID-19, please quarantine yourself at home. You are strongly advised to appoint a proxy or the Chairman of the meeting to attend and vote at the 17th AGM on your behalf.
- (4) We will be conducting temperature checks on all persons upon arrival at the 17th AGM venue. Any person with a body temperature of above 37.5 degrees Celsius or showing symptoms of respiratory illness such as coughing and sneezing, will be denied entry into the meeting venue.

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.

PRE-REGISTRATION TO ATTEND THE ANNUAL GENERAL MEETING

Shareholders are required to register ahead of the 17th AGM to allow the Company to make the necessary arrangements in relation to the meeting i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants and to ensure compliance with the directives or guidelines on public gathering issued by the relevant government authorities.

Please do read and follow the following procedures to pre-register your physical attendance at the 17th AGM via the TIIH Online website at <https://tiih.online>.

- Login in to TIIH Online website with your user name (i.e. e-mail address) and password under the “e-Services”.
If you have not registered as a user of TIIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
- Select the corporate event: “**(REGISTRATION) NEXGRAM 17TH AGM**”.
- Read and agree to the Terms & Conditions and confirm the Declaration.
- Select “Register for Physical Attendance at Meeting Venue”.
- Review your registration and proceed to register.

- System will send an e-mail to notify that your registration for Physical Attendance at Meeting Venue is received and will be verified.
- After verification of your registration against the General Meeting Record of Depositors as at 21 December 2021, the system will send you an e-mail on **27 December 2021** to approve or reject your registration to attend physically at the Meeting Venue.

REGISTRATION ON THE DAY OF 17th AGM

1. Registration will commence at 9:30 a.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. <u>Steps for Individual Shareholders</u>	
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 17TH 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. <u>Steps for corporation or institutional shareholders</u>	
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.

	<ul style="list-style-type: none"> • Proceed to activate your account with the temporary password given in the email and re-set your own password. <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"> • Login to TIIH Online at https://tiih.online. • Select the corporate event name: “NEXGRAM 17TH 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 17TH 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 17th Annual General Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 21 December 2021 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 17th AGM 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 17th 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 <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		Telephone Number
	General Line	603-2783 9299
	Encik Amier Arief	603-2783 9250 Amier.Arief@my.tricorglobal.com
	Mr Eric Low	603-2783 9267 Eric.Low@my.tricorglobal.com
	Fax Number	603-2783 9222
	Email	is.enquiry@my.tricorglobal.com