

# NEXGRAM HOLDINGS BERHAD

(660055-H)

(Incorporated in Malaysia)

## SEVENTEENTH ANNUAL GENERAL MEETING

Minutes of the Sixteenth Annual General Meeting of the Company held at the Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Friday, 30 December 2021 at 10.30 a.m.

**Present** : **Members of the Board**  
Dato' Sri Rusli Bin Ahmad (Chairman)  
Dato' Yek Siew Lee, Roman  
Tn Hj Mazru Mat Yusof  
Mr Fu Lit Fung  
En Zaharin Bin Ahmad Zamani  
Mr Ong Tian Soon

**In Attendance** : **Shareholders and Proxies**  
As per Attendance List attached

: **Company Secretary**  
Ms Wong Youn Kim

### 1. CHAIRMAN

1.1 The Chairman, Dato' Sri Rusli Bin Ahmad took the Chair and welcomed all present at the Seventeenth Annual General Meeting of the Company.

### 2. QUORUM

2.1 The requisite quorum being present, as confirmed by the Company Secretary, the Chairman declared the meeting duly convened at 10.30 a.m.

### 3. NOTICE OF MEETING

3.1 The notice convening the meeting having been circulated to all the shareholders of the Company in accordance with the Company's Constitution was taken as read.

3.2 Before proceeding with the first item on the agenda, Dato' Sri Chairman invited the Company Secretary to explain the proceedings of the meeting and the voting procedures.

3.3 The Company Secretary informed that the business to be transacted at the meeting involved the moving and passing of seven (7) proposed Ordinary Resolutions which require a vote by a simple majority of the members or their proxies present to approve. Pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of any general meeting would be voted by way of poll.

- 3.4 The Company Secretary further informed that a proposer and a seconder is required for each motion before putting it to vote and the poll for the proposed resolutions would be taken at the end of the meeting.

**ORDINARY BUSINESS :**

**4. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS**

- 4.1 The first item on the Agenda was to receive the Audited Financial Statements of the Company for the financial year ended 31 July 2021 together with the Reports of the Directors and Auditors.

- 4.2 The Company had on 23 December 2021 received the questions from Minority Shareholders Watch Group (“MSWG”) and Dato’ Sri Chairman invited Tuan Haji Mazru to present the questions and the responses by the Company to the shareholders (*annexed herewith as “Appendix 1”*).

Dato’ Sri Chairman then invited questions from the shareholders regarding the Audited Financial Statements.

- 4.3 As there were no further questions raised, the Chairman declared that the Audited Financial Statements of the Company for the financial year ended 31 July 2021 together with the Reports of the Directors and Auditors were taken as laid before the shareholders pursuant to Section 340(1)(a) of the Companies Act 2016.

**5. PAYMENT OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 JULY 2021 – RESOLUTION 1**

- 5.1 Ordinary Resolution 1 – Payment of Directors’ fees of RM168,000.00 for the financial year ended 31 July 2021 was tabled before the meeting.

- 5.2 Upon the proposal of Mr Ahmad Izzat Munir Mustaffa and duly seconded by Mr William Cheah, Dato’ Sri Chairman put the motion to approve the payment of Directors’ fees of RM168,000.00 for the financial year ended 31 July 2021 to vote by poll.

**6. PAYMENT OF MEETING ALLOWANCES FOR THE FINANCIAL YEAR ENDED 31 JULY 2021 - RESOLUTION 2**

- 6.1 Ordinary Resolution 2 – Payment of meeting allowances of RM9,000.00 payable to Non-Executive Directors for the financial year ended 31 July 2021 was tabled before the meeting.

- 6.2 Upon the proposal of Mr William Cheah and duly seconded by Mr Ahmad Izzat Munir Mustaffa, Dato’ Sri Chairman put the motion to approve the payment of meeting allowances of RM9,000.00 for the financial year ended 31 July 2021 to vote by poll.

**7. 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 - RESOLUTION 3**

- 7.1 Ordinary Resolution 3 – 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 was tabled before the meeting.
- 7.2 Upon the proposal of Ms Wong Cheng Cheng and duly seconded by Mr William Cheah, Dato' Sri Chairman put the motion to approve the payment of meeting allowances payable to Non-Executive Directors from 1 August 2021 until the conclusion of the next Annual General Meeting to vote by poll.

**8. RE-ELECTION OF HJ MAZRU MAT YUSOF AS INDEPENDENT NON-EXECUTIVE DIRECTOR – RESOLUTION 4**

- 8.1 Ordinary Resolution 4 – Re-election of Hj Mazru Mat Yusof as Executive Director of the Company pursuant to Clause 97.1 of the Company's Constitution was tabled before the meeting.
- 8.2 Upon the proposal of Mr Poravi A/L S P Sithambaran and duly seconded by Mr William Cheah, Dato' Sri Chairman put the motion to re-elect Hj Mazru Mat Yusof as Executive Director of the Company pursuant to Clause 97.1 of the Company's Constitution to vote by poll.

**9. RE-ELECTION OF DATO' YEK SIEW LEE, ROMAN AS MANAGING DIRECTOR – RESOLUTION 5**

- 9.1 Ordinary Resolution 5 – Re-election of Dato' Yek Siew Lee, Roman as Managing Director of the Company pursuant to Clause 97.1 of the Company's Constitution was tabled before the meeting.
- 9.2 Upon the proposal of Ms Wong Cheng Cheng and duly seconded by Mr William Cheah, Dato' Sri Chairman put the motion to re-elect Dato' Yek Siew Lee, Roman as Managing Director of the Company pursuant to Clause 97.1 of the Company's Constitution to vote by poll.

**10. RE-APPOINTMENT OF MESSRS CAS MALAYSIA PLT AS AUDITORS – RESOLUTION 6**

- 10.1 Ordinary Resolution 6 – Re-appointment of Messrs CAS Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration was tabled before the meeting. The retiring Auditors have indicated their willingness to continue in office.
- 10.2 Upon the proposal of Mr Ahmad Izzat Munir Mustaffa and duly seconded by Mr William Cheah, Dato' Sri Chairman put the motion to re-appoint Messrs CAS Malaysia PLT as Auditors of the Company for the ensuing financial year at a remuneration to be fixed by the Directors to vote by poll.

**SPECIAL BUSINESS :**

**11 AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 76 OF THE COMPANIES ACT 2016 – RESOLUTION 7**

11.1 Ordinary Resolution 7 – Authority for Directors to issue and allot shares pursuant to Section 76 of the Companies Act 2016 was tabled before the meeting.

11.2 Upon the proposal of Ms Wong Cheng Cheng and duly seconded by Mr Ahmad Izzat Munir Mustafa, Dato’ Sri Chairman put the motion to authorise the Directors to issue and allot shares pursuant to Section 76 of the Companies Act 2016 to vote by poll.

**12. ANY OTHER BUSINESS**

12.1 Dato’ Sri Chairman informed the shareholders that the Company did not receive any notice to transact any other business.

12.2 The meeting then proceeded with the poll for the Ordinary Resolutions as set out in the Notice of meeting. Dato’ Sri Chairman called upon the Poll Administrator to brief the shareholders on the polling procedures.

12.3 The Poll Administrator informed the shareholders that Tricor Investor & Issuing House Services Sdn Bhd was the Poll Administrator to conduct the polling process and Asia Securities Sdn Bhd was the appointed Scrutineer to verify the poll results.

12.4 He then briefed all present at the meeting on the polling procedures which was conducted by way of manual polling.

**13. ADJOURNMENT OF MEETING FOR POLL VOTING**

13.1 The meeting was adjourned at 11.15 a.m. for the poll voting to commence immediately.

**14. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS**

14.1 The meeting was re-convened at 11.45 a.m. for the announcement of the results of the poll voting by Dato’ Sri Chairman.

14.2 The results of the poll were as follows :

Ordinary Resolutions	Votes For		Votes Against		Total Votes		Results
	No. of Shares	%	No. of Shares	%	No. of Shares	%	
Resolution 1	1,826,407,076	99.9860	255,100	0.0140	1,826,662,176	100.00	Carried
Resolution 2	1,826,407,076	99.9860	255,100	0.0140	1,826,662,176	100.00	Carried
Resolution 3	1,826,407,076	99.9860	255,100	0.0140	1,826,662,176	100.00	Carried
Resolution 4	1,826,547,076	99.9937	115,100	0.0063	1,826,662,176	100.00	Carried
Resolution 5	1,826,547,076	99.9937	115,100	0.0063	1,826,662,176	100.00	Carried
Resolution 6	1,826,662,176	100.00	0	0.00	1,826,662,176	100.00	Carried
Resolution 7	1,825,457,025	99.9340	1,205,151	0.0660	1,826,662,176	100.00	Carried

- 14.3 The Chairman declared that all the seven (7) Ordinary Resolutions were carried as follows :

**Resolution 1**

**THAT** the payment of Directors' fees of RM168,000.00 for the financial year ended 31 July 2021 be and is hereby approved.

**Resolution 2**

**THAT** the payment of meeting allowances of RM9,000.00 for the financial year ended 31 July 2021 be and is hereby approved.

**Resolution 3**

**THAT** the payment of directors' fees and meeting allowances payable to Non-Executive Directors from 1 August 2021 until the conclusion of the Annual General

Meeting of the Company, comprising the following, be and is hereby approved :

		Directors' Fees (Per Director/Month) RM	Meeting Allowances (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

**Resolution 4**

**THAT** Hj Mazru Mat Yusof who is retires pursuant to Clause 97.1 of the Company's Constitution be and is hereby re-elected as Executive Director of the Company.

**Resolution 5**

**THAT** Dato' Yek Siew Lee, Roman who retires pursuant to Clause 97.1 of the Company's Constitution be and is hereby re-elected as Managing Director of the Company.

**Resolution 6**

**THAT** Messrs CAS Malaysia PLT who have indicated their willingness to continue in office as Auditors of the Company be and is hereby re-appointed as Auditors of the Company for the ensuing year at a remuneration to be fixed by the Directors.

**Resolution 7**

**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.

**15. CLOSE OF MEETING**

15.1 The meeting closed at 11.50 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD  
OF THE PROCEEDINGS THEREAT

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**DATO' SRI RUSLI BIN AHMAD**  
CHAIRMAN