

NEXGRAM HOLDINGS BERHAD

(660055-H)

(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting of the Company held at the Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Thursday, 10 February 2022 at 10.30 a.m.

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

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 Extraordinary 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' 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 one (1) proposed Ordinary Resolution which require a vote of simple majority of the members or their proxies present to approve. Pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad, the resolution as 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 resolution would be taken at the end of the meeting.

ORDINARY BUSINESS :

4. ORDINARY RESOLUTION – PROPOSED BONUS ISSUE OF UP TO 1,038,261,532 WARRANTS (“WARRANTS D”) ON THE BASIS OF 1 NEW WARRANT D FOR EVERY 5 EXISTING ORDINARY SHARES IN NEXGRAM HOLDINGS BERHAD HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE WITH WARRANTS”)

4.1 Upon the proposal of Mr Ahmad Izzat Munir Mustafa and duly seconded by Mr William Cheah, Dato’ Sri Chairman put the motion on the Proposed Bonus Issue with Warrants to vote by poll.

5. ANY OTHER BUSINESS

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

6. BRIEFING ON POLLING

6.1 Dato’ Sri Chairman called upon the Poll Administrator to brief the shareholders on the polling procedures.

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.

The Poll Administrator then briefed all present at the meeting on the polling procedures which was conducted by way of manual voting.

7. ADJOURNMENT OF MEETING FOR POLL VOTING

7.1 The meeting was adjourned at 10.45 a.m. for the poll voting to commence immediately.

8. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS

8.1 The meeting was re-convened at 11.15 a.m. for the announcement of the results of the poll voting by Dato’ Sri Chairman.

The results of the poll were as follows :

Resolutions	Votes For		Votes Against		Total Votes		Results
	No. of Shares	%	No. of Shares	%	No. of Shares	%	
Special Resolution	1,802,924,619	99.9993	13,000	0.0007	1,802,937,619	100.00	Carried

- 8.2 Based on the voting results, Dato' Sri Chairman declared that the Ordinary Resolution was duly carried as follows:

Ordinary Resolution

PROPOSED BONUS ISSUE OF UP TO 1,038,261,532 WARRANTS (“WARRANTS D”) ON THE BASIS OF 1 NEW WARRANT D FOR EVERY 5 EXISTING ORDINARY SHARES IN NEXGRAM HOLDINGS BERHAD HELD BY THE ENTITLED SHAREHOLDERS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER

“THAT subject to all approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby granted to the Board of Directors of Nexgram Holdings Berhad (**“Nexgram”** or the **“Company”**) (**“Board”**) to allot and issue up to 1,038,261,532 warrants (**“Warrants D”**) (at the exercise price of RM0.02 per Warrant D) in the registered form and constituted by a deed poll to be executed by the Company constituting the Warrants D (**“Deed Poll D”**) to the entitled shareholders of Nexgram whose names appear on the record of depositors of Nexgram as at the close of business at 5.00 p.m. on the entitlement date to be determined and announced later on the basis of 1 Warrant D for every 5 existing ordinary shares in Nexgram (**“Nexgram Shares”** or the **“Shares”**) (**“Proposed Bonus Issue of Warrants”**).

THAT approval be and is hereby given to the Board to allot and issue such additional Warrants D as may be required or permitted to be issued as a consequence of the adjustments based on the indicative salient terms of the Warrants D as set out in the circular to shareholders of the Company dated 26 January 2022 (**“Circular to Shareholders”**) and the provisions in the Deed Poll D (**“Additional Warrants D”**).

THAT approval be and is hereby given to the Board to allot and issue such number of new Nexgram Shares arising from the exercise of the Warrants D by the holders of Warrants D during the exercise period of the Warrants D in accordance with the provisions of the Deed Poll D, including such appropriate number of new Nexgram Shares arising from the exercise of the subscription rights represented by the Additional Warrants D.

THAT approval be and is hereby given to the Board to adjust from time to time the exercise price and/or number of the Warrants D to which the holders of Warrants D are entitled to be issued as a consequence of the adjustments under the provisions of the Deed Poll D.

THAT the Warrants D and the new Nexgram Shares to be issued pursuant to the Proposed Bonus Issue of Warrants shall be listed on the ACE Market of Bursa Malaysia Securities Berhad.

THAT the proceeds to be raised from the exercise of the Warrants D be utilised for the purposes as set out in Section 2.6 of the Circular to Shareholders and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities and/or parties.

THAT the fractional entitlements of the Warrants D arising from the Proposed Bonus Issue of Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interest of the Company.

THAT the new Nexgram Shares to be issued arising from the exercise of the Warrants D shall upon allotment and issuance, rank equally in all respects with the existing Nexgram Shares, except that the new Nexgram Shares to be issued arising from the exercise of Warrants D and/or Additional Warrants D will not be entitled to any dividends, rights, allotments and/or other forms of distributions which may be declared, made or paid to shareholders the entitlement date of which is before the date of allotment and issuance of the said new Nexgram Shares arising from the exercise of the Warrants D and/or Additional Warrants D and that the Warrant D holders are not entitled to any voting rights or participation in any form of distribution and/or offer of securities in our Company until and unless such Warrant D holders exercise their Warrants D into new Nexgram Shares.

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll D for and on behalf of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll D, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants D as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll D with full power to implement, finalise and give effects to the provisions in the Deed Poll D, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll D.

AND THAT the Board be and is hereby authorised to do all acts, deeds and things (including, without limitation, the execution of all documents) as are necessary to give full effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

9. CLOSURE OF MEETING

- 9.1 The meeting closed at 11.30 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