



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

**NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Eighteenth Annual General Meeting (“18<sup>th</sup> AGM”) of **NEXGRAM HOLDINGS BERHAD** (“the Company”) will be held at Banyan Room, Sime Darby Conversation Centre (SDCC), 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur on **Thursday, 29 December 2022 at 10.30 a.m.** or any adjournment thereof for the following purposes:-

**AGENDA**

**ORDINARY BUSINESS :**

1. To receive the Audited Financial Statements for the financial year ended 31 July 2022 together with the Reports of the Directors and Auditors thereon. ***Please refer to Explanatory Note 1***
2. To approve the Directors’ fees and meeting allowances payable to Non-Executive Directors for the period from 30 December 2022 until the conclusion of the next Annual General Meeting. ***Resolution 1 Please refer to Explanatory Note 2***
3. 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. ***Resolution 2***
4. To re-elect Dato’ Lew Shiong Loon, Bob who retires in accordance with Clause 108 of the Company’s Constitution and being eligible, offers himself for re-election. ***Resolution 3***
5. To re-elect Lai Hui Yeen who retires in accordance with Clause 108 of the Company’s Constitution and being eligible, offers herself for re-election. ***Resolution 4***
6. To re-elect Faridah Binti Jaafar who retires in accordance with Clause 108 of the Company’s Constitution and being eligible, offers herself for re-election. ***Resolution 5***
7. To appoint auditors for the ensuing year and to authorise the Directors to fix their remuneration. ***Resolution 6***

**SPECIAL BUSINESS :**

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

8. **ORDINARY RESOLUTION 7**

**AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SHARES  
IN THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE  
COMPANIES ACT, 2016**

**Resolution 7**  
*Please refer to  
Explanatory  
Note 3*

“**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016 and the approvals of the relevant government and/or regulatory authorities, the Directors of the Company be and are hereby authorised to issue and allot shares in the Company at any time until the conclusion of the next Annual General Meeting 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 ten percent (10%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue.

**AND THAT** the Directors of the Company whether solely or jointly, be authorised to complete and do all such acts and things (including executing such relevant documents) as he/they may consider necessary, expedient or in the interest of the Company to give effect to the aforesaid mandate.

**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 :**

9. 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)  
**(SSM Practising Certificate No.: 201908000410)**  
Company Secretary

Kuala Lumpur  
Dated : 30 November 2022

## NOTES :

1. *A member of the Company is entitled to attend and vote at the meeting 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.*
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 22 December 2022 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 Eighteenth Annual General Meeting as stated below.

**Ordinary Resolution 1** seeks approval for the Directors' fees and meeting allowances payable to Non-Executive Directors from 30 December 2022 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	5,000.00	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. Authority to Issue and Allot Shares

The Ordinary Resolution 9 proposed under Item 10 above, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

The Board is of the opinion that the issue and allot shares up to an amount not exceeding ten per centum (10%) is in the best interest of the Company.

This authority will expire at the conclusion of the next Annual General Meeting of the Company or at the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The general mandate sought for issue of shares is a renewal of the mandate approved by the shareholders at the last Annual General Meeting held on 28 December 2021 which will lapse at the conclusion of this Annual General Meeting to be held on 29 December 2022.

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.

By approving the Ordinary Resolution 9, the shareholders of the Company shall agree to waive and deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016.