



NEXGRAM HOLDINGS BERHAD
[Registration No. 200401021550 (660055-H)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Nexgram Holdings Berhad (“**Nexgram**” or “**Company**”) will be held at Dewan Perdana, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 29 March 2023 at 3.00 p.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION 1

PROPOSED SETTLEMENT OF DEBT OWING TO DATO’ YEK SIEW LEE (“YSL”) IN THE SUM OF RM3,658,107 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 25,606,770 ORDINARY SHARES IN THE COMPANY (“SHARES”) (“SETTLEMENT SHARES”) AT AN ISSUE PRICE OF RM0.10 EACH AND 21,948,600 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (“NEW ICPS”) AT THE ISSUE PRICE OF RM0.05 EACH (“PROPOSED DEBT SETTLEMENT WITH YSL”)

“THAT subject to the passing of the Special Resolution as well as the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board of Directors of the Company (the “**Board**”) for the following:

- (i) the issuance by the Company of 25,606,770 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 21,948,600 New ICPS to YSL at an issue price of RM0.05 per New ICPS, as settlement of the amount totalling RM3,658,107 owing by the Company and its subsidiaries (“**Group**”) to YSL;
- (ii) to allot and issue such number of new Shares (“**Conversion Shares**”) to YSL upon its conversion of the New ICPS to Conversion Shares during the tenure of the New ICPS;
- (iii) the Conversion Shares to be issued pursuant to the conversion of the New ICPS shall be listed on the ACE Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”); and
- (iv) such Conversion Shares shall, upon issuance and allotment, rank equally in all respects with the then existing ordinary shares in the Company, save and except that the Conversion Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of such Conversion Shares;

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company’s Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligation to offer such Settlement Shares and New ICPS first to the existing shareholders of the Company in respect of the allotment and issuance of 25,606,770 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 21,948,600 New ICPS to YSL at an issue price of RM0.05 per New ICPS.

AND THAT the Board be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed Debt Settlement with YSL.”

ORDINARY RESOLUTION 2

PROPOSED SETTLEMENT OF DEBT OWING TO TRAVIX DESIGN & RENOVATION SDN BHD (“TRAVIX”) IN THE SUM OF RM11,808,459 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 82,659,240 SETTLEMENT SHARES AT AN ISSUE PRICE OF RM0.10 EACH AND 70,850,700 NEW ICPS AT THE ISSUE PRICE OF RM0.05 EACH (“PROPOSED DEBT SETTLEMENT WITH TRAVIX”)

“THAT subject to the passing of the Special Resolution as well as the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board for the following:

- (i) the issuance by the Company of 82,659,240 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 70,850,700 New ICPS to Travix at an issue price of RM0.05 per New ICPS, as settlement of the amount totalling RM11,808,459 owing by the Group to Travix;
- (ii) to allot and issue such number of Conversion Shares to Travix upon its conversion of the New ICPS to Conversion Shares during the tenure of the New ICPS;
- (iii) the Conversion Shares to be issued pursuant to the conversion of the New ICPS shall be listed on the ACE Market of Bursa Securities; and
- (iv) such Conversion Shares shall, upon issuance and allotment, rank equally in all respects with the then existing ordinary shares in the Company, save and except that the Conversion Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of such Conversion Shares;

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company’s Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligation to offer such Settlement Shares and New ICPS first to the existing shareholders of the Company in respect of the allotment and issuance of 82,659,240 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 70,850,700 New ICPS to Travix at an issue price of RM0.05 per New ICPS.

AND THAT the Board be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed Debt Settlement with Travix.”

ORDINARY RESOLUTION 3

PROPOSED SETTLEMENT OF DEBT OWING TO MIDLAND SANDS SDN BHD (“MIDLAND”) IN THE SUM OF RM14,125,578 TO BE FULLY SATISFIED THROUGH THE ISSUANCE OF 98,879,080 SETTLEMENT SHARES AT AN ISSUE PRICE OF RM0.10 EACH AND 84,753,400 NEW ICPS AT THE ISSUE PRICE OF RM0.05 EACH (“PROPOSED DEBT SETTLEMENT WITH MIDLAND”)

“THAT subject to the passing of the Special Resolution as well as the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board for the following:

- (i) the issuance by the Company of 98,879,080 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 84,753,400 New ICPS to Midland at an issue price of RM0.05 per New ICPS, as settlement of the amount totalling RM14,125,578 owing by the Group to Midland;
- (ii) to allot and issue such number of Conversion Shares to Midland upon its conversion of the New ICPS to Conversion Shares during the tenure of the New ICPS;
- (iii) the Conversion Shares to be issued pursuant to the conversion of the New ICPS shall be listed on the ACE Market of Bursa Securities; and

- (iv) such Conversion Shares shall, upon issuance and allotment, rank equally in all respects with the then existing ordinary shares in the Company, save and except that the Conversion Shares shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of issuance and allotment of such Conversion Shares;

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligation to offer such Settlement Shares and New ICPS first to the existing shareholders of the Company in respect of the allotment and issuance of 98,879,080 Settlement Shares at an issue price of RM0.10 per Settlement Share as well as 84,753,400 New ICPS to Midland at an issue price of RM0.05 per New ICPS.

AND THAT the Board be and is hereby empowered and authorised to do all acts and things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company, with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities in order to finalise, implement and/or give full effect to the Proposed Debt Settlement with Midland."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENTS")

"THAT subject to the passing of either or all of the Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 as well as all approvals and consents being obtained from all relevant authorities and/or parties (*where applicable*), approval be and is hereby given for the Company to amend its Constitution by amending the entire Clause 8A to reflect and incorporate the terms of the New ICPS, of which the salient terms are as set out in Appendix I of the Circular;

AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendments in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board."

By Order of the Board

WONG YOUN KIM (MAICSA 7018778)
SSM PRACTISING CERTIFICATE NO. 201908000410
Company Secretary

Kuala Lumpur
Date: 7 March 2023

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 March 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.
2. Any member of the Company entitled to attend and vote is entitled to appoint one (1) or not more than two (2) proxies to attend and vote at this meeting. A proxy may but need not be a member of the Company.
3. Where a member appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy failing which, the appointment shall be invalid.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), 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. To 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 forty-eight (48) 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, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Services 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 lodge via TIIH Online website at <https://tiah.online>. Kindly refer to the Administrative Guide on the procedure for electronic lodgment of proxy form via TIIH Online.
- 6. If the appointor is a corporation the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorised.
- 7. By submitting the duly executed proxy form, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, processing, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purpose of this meeting and at any adjournment thereof.