

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this circular pertaining to the Proposed Grant of Options (as defined herein) prior to its issuance as it is prescribed as an exempt circular pursuant to Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



**NEXTGREEN GLOBAL BERHAD**  
(Registration No. 200501037512 (719660-W))  
(Incorporated in Malaysia)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**PROPOSED GRANTING OF OPTIONS UNDER EMPLOYEES' SHARE OPTION SCHEME TO DIRECTORS OF THE COMPANY**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Notice of Extraordinary General Meeting of the Company ("EGM") to be held through live streaming from the Broadcast Venue at Leadership room, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, 59220, Kuala Lumpur on Wednesday, 5 May 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the other Extraordinary General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof, together with the Form of Proxy are enclosed with this Circular.

If you decide to appoint a proxy or proxies for the EGM, you must complete and lodge the Form of Proxy for the EGM as follows at least 48 hours before the time appointed for holding the EGM or at any adjournment thereof:-

- (a) In hardcopy form  
The Form of Proxy must be deposited at the office of the Share Registrar of the Company, 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 alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur.
- (b) By electronic means  
The Form of Proxy can be electronically submitted to the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Notes for this EGM on the procedures for electronic submission of Proxy Form via TIIH Online.

Date of Record of Depositor for the purpose of determining members' entitlement to attend, vote and speak at the EGM	:	Wednesday, 28 April 2021 at 5.00 p.m.
Last date and time for lodging the Form of Proxy	:	Monday, 3 May 2021 at 11.00 a.m.
Date and time of EGM	:	Wednesday, 5 May 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the other Extraordinary General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof.

*This Circular is dated 16 April 2021*

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## DEFINITIONS

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For the purposes of this Circular, except where the context otherwise requires, the following definitions shall apply:

“Act”	: The Companies Act, 2016, as amended from time to time and any re-enactment thereof
“Board”	: The Board of Directors of Nextgreen
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“By-Laws”	: The By-Laws governing the ESOS
“CDS”	: Central Depository System
“CMSA”	: Capital Markets and Service Act 2007 and any amendment thereto that may be made from time to time
“Director”	: The Directors for the time being of the Company and shall have the same meaning given Section 2(1) of the CMSA
“EGM”	: Extraordinary General Meeting
“Eligible Person(s)”	: The employee or Director of Nextgreen who meets the criteria of eligibility for participation in the Scheme as stipulated in the By-Laws
“ESOS”	: Employees’ Share Option Scheme
“EPS”	: Earnings per Share
“LPD”	: 7 April 2021, being the latest practicable date prior to the printing of this Circular
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities, including any amendments made in respect thereof from time to time
“Nextgreen” or “the Company”	: Nextgreen Global Berhad [Registration No. 200501037512 (719660-W)]
“Nextgreen Group” or “the Group”	: Nextgreen Global Berhad and its subsidiary companies collectively

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**DEFINITIONS (CONT'D)**

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- “NA” : Net assets attributable to ordinary equity holders of Nextgreen
- “Offer” : Written offer by the ESOS Committee to an Eligible Person to subscribe for new Nextgreen Shares in the manner provided in the By-Laws
- “Proposed Grant of Options” : Proposed Grant of Options under the ESOS to Lim Kah Yen, an Executive Director of the Company, Dato’ Mohd Yusof Bin Din, a Non-Independent Non-Executive Director of the Company, Dato’ Zakaria Bin Arshad, a Non-Independent Non-Executive Director of the Company, Mr Teh Chau Chin, an Independent Non-Executive Director of the Company and Mr Tan Meng Chai, an Independent Non-Executive Director of the Company
- “RM” and “sen” : Ringgit Malaysia and sen, respectively
- “Shareholders” : Shareholders of Nextgreen
- “Substantial Shareholder(s)” : A person who has interest or interests in one or more voting shares in the Company and the nominal amount of that share, or aggregate of the nominal amount of those shares, is not less than 5% of the aggregate of the nominal amount of all the voting shares in the Company
- “WAMP” : Weighted average market price

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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**NEXTGREEN GLOBAL BERHAD**  
(Registration No. 200501037512 (719660-W))  
(Incorporated in Malaysia)

**Registered Office**

Level 5, Block B,  
Dataran PHB,  
Saujana Resort, Section  
U2, 40150 Shah Alam,  
Selangor

16 April 2021

**Board of Directors**

Dato' Dr. Haji Sohaimi bin Shahadan (*Independent Non-Executive Chairman*)

Dato' Lim Thiam Huat (*Managing Director*)

Lim Kah Yen (*Executive Director*)

Dato' Mohd Yusof bin Din (*Non-Independent Non-Executive Director*)

Dato' Zakaria bin Arshad (*Non-Independent Non-Executive Director*)

Teh Chau Chin (*Independent Non-Executive Director*)

Tan Meng Chai (*Independent Non-Executive Director*)

Dato' Dr. Koe Seng Kheng (*Independent Non-Executive Director*)

**To : The Shareholders of Nextgreen**

Dear Sir/Madam,

**PROPOSED GRANT OF OPTIONS**

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**1. INTRODUCTION**

On 12 April 2021, the Board of Directors of Nextgreen had announced to Bursa Securities that the Company proposed to seek shareholders' approval on the Proposed Grant of Options at the forthcoming EGM to be convened on Wednesday, 5 May 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the other Extraordinary General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof.

The purpose of this Circular is to provide you with the relevant information of the Proposed Grant of Options, to set out your Board's recommendation thereon and to seek your approval for the resolutions pertaining to the Proposed Grant of Options to be tabled at the forthcoming EGM to be convened. The Notice of EGM together with the Form of Proxy is set out in this Circular.

**SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED GRANT OF OPTIONS AT THE FORTHCOMING EGM.**

## 2. DETAILS OF THE PROPOSED GRANT OF OPTIONS

Nextgreen had on 22 December 2016 (“Effective Date”) implemented the ESOS, which is for a duration of five (5) years and will be expiring on 21 December 2021, subject to any extension for a further period of five (5) years or such shorter period at the discretion of our Board upon the recommendation of the ESOS Committee, subject always that the duration of the ESOS shall not in aggregate exceed ten (10) years from the Effective Date.

Pursuant to the Scheme, the Company is allowed to offer and grant Options to Eligible Person(s) who meet the criteria of eligibility for participation in the Scheme to subscribe for new Shares in accordance with the provisions of the By-Laws.

Nextgreen proposes to grant to the following Directors, who were appointed to our Board after our shareholders have approved the establishment of the ESOS (including the grant of the ESOS Options to the Directors) on 14 August 2015 as set out below:

<b>Directors</b>	<b>Designation</b>	<b>Appointment Date</b>
Lim Kah Yen	Executive Director	7 November 2019
Dato’ Mohd Yusof Bin Din	Non-Independent Non-Executive Director	4 August 2020
Dato’ Zakaria Bin Arshad	Non-Independent Non-Executive Director	21 August 2020
Mr Teh Chau Chin	Independent Non-Executive Director	30 September 2020
Mr Tan Meng Chai	Independent Non-Executive Director	30 September 2020

In accordance to the ESOS, the number of ESOS Options that may be offered to an Eligible Person under the ESOS shall be determined at the sole and absolute discretion of the ESOS Committee after taking into consideration, amongst others, the performance, position, annual appraised performance, seniority and length of service of the Eligible Person, and such other factors that the ESOS Committee may in its sole and absolute discretion deem fit, subject to the following conditions:

- (i) that the number of new Shares made available under the ESOS shall not be more than in aggregate exceed an amount equivalent to ten percent (10%) of the total number of issued and paid-up shares capital of Nextgreen (excluding treasury shares) at any point in time during the duration of the ESOS Scheme, as provided by the By-Laws;
- (ii) not more than 10% of the ESOS Options under the ESOS Scheme to be allocated to any Eligible Person, who, either singly or collectively through persons connected with the Eligible Person, holds 20% or more of the issued shares capital of Nextgreen (excluding treasury shares); and
- (iii) the Directors and senior management of Nextgreen do not participate in the voting, deliberation or discussion of their respective allocation.

In accordance with the By-Laws, the option price of the new Shares pursuant to the Options granted under the Proposed Grant of Options based on the 5 -day WAMP or immediately preceding the Offer Date, subject to a discount of not more than ten percent (10%) which the Company may at its discretion to give or the par value of the Shares, whichever higher.

The new Shares to be issued upon the exercise of an ESOS grant pursuant to the Proposed Grant of Options shall, upon issue and allotment, rank pari passu in all respect with the existing Shares, save and except that they will not be entitled to any dividend, rights, allotment, and/or distribution that may be declared, made or paid, the entitlement date of which is prior to the allotment date of the new Shares to be issued pursuant to the exercise of the ESOS Option(s) and will be subject to all the provisions of the Constitution of the Company and the Listing Requirements relating to transfer, transmission and otherwise of the Shares.

### **3. RATIONALE FOR THE PROPOSED GRANT OF OPTIONS**

The Proposed Grant of Options to the Executive Director, Ms Lim Kah Yen to recognize and reward the contributions and services of her that is considered vital to the operation and continued growth of our Group. Furthermore, her participation in the Scheme will further strengthen the Group's ability to attract and retain capable individuals to act as Executive Director of the Company.

The Proposed Grant of Options to Non-Independent Non-Executive Directors and Independent Non-Executive Directors namely Dato' Mohd Yusof bin Din, Dato' Zakaria bin Arshad, Mr Teh Chau Chin and Mr Tan Meng Chai to recognize their contribution relating to their oversight responsibility as members to the respective board and/or board committees, which are considered vital to the governance of our Group.

### **4. EFFECTS OF THE PROPOSED GRANT OF OPTIONS**

#### **4.1 Issued Shares and Substantial Shareholders' Shareholding**

The Proposed Grant of Options is not expected to have any immediate effect on the existing issued shares of the Company. The issued shares of the Company will increase progressively depending on the number of new Shares which may need to be issued pursuant to the exercise of Options.

The Proposed Grant of Options is not expected to have any immediate effect on the substantial shareholders' percentage of shareholding in the Company until and unless new Shares are issued in connection with the exercise of the Options. Any potential effect on the substantial shareholders' shareholdings in the Company would depend on the number of new Shares issued at such relevant point in time.

#### **4.2 NA and Gearing**

The Proposed Grant of Options will not have an immediate effect on the consolidated NA, NA per Share and gearing of the Group until such time that new Shares are issued pursuant to the exercise of the Options granted and vested under the Scheme. Any potential effect on the consolidated NA per Share and gearing of the Group will depend on the number of new Shares to be issued upon exercise of the Options and the subscription price.

In any event, the Group's NA per Share will increase if the subscription price exceeds the consolidated NA per Share at the point of exercise and conversely, will decrease if the subscription price is less than the NA per Share at the point of exercise.

### 4.3 Earnings

The Proposed Grant of Options is not expected to have any immediate material effect on the earnings of the Group save for the possible impact of MFRS 2, upon granting of the Options. However, any potential effect on the EPS of the Group in the future would depend on the impact of MFRS 2, the number of Options exercised as well as the utilisation of the proceeds arising therefrom. Under MFRS 2, the potential cost arising from the issuance of the Options, which is measured by the fair value of the Options after taking into account, inter-alia, the number of Options granted and vested and the subscription price, will need to be measured at the grant date and to be recognised as an expense over the vesting period, and therefore may affect the future earnings of the Group, the quantum of which can be determined only at the grant date. However, the estimated cost does not represent a cash outflow by the Company as it is merely an accounting treatment.

The Company has taken note of the potential impact of MFRS 2 on the Group's future earnings and shall take into consideration such impact in the allocation and granting of Options to Eligible Person(s).

### 5. APPROVAL REQUIRED

The Proposed Grant of Options is subject to the approval of our shareholders at the forthcoming EGM.

### 6. INTEREST OF DIRECTORS / SUBSTANTIAL SHAREHOLDERS' INTERESTS

Ms Lim Kah Yen, Dato' Mohd Yusof bin Din, Dato' Zakaria bin Arshad, Mr Teh Chau Chin and Mr Tan Meng Chai are deemed interested in the Proposed Grant of Options in view of their eligibility for the Options to be allocated pursuant to the By-Laws.

Accordingly, they have abstained and will continue to abstain from all deliberations and voting on their allocation and entitlement in the Proposed Grant of Options.

Ms Lim Kah Yen is the daughter of Dato' Lim Thiam Huat, a Managing Director and Substantial Shareholder of the Company. She has undertaken that she will ensure that the person connected to her shall abstain from voting in respect of her direct and/or indirect shareholdings in the Company on the resolution deliberating or approving the Proposed Grant of Options at the forthcoming EGM.

Dato' Mohd Yusof bin Din, Dato' Zakaria bin Arshad and Mr Teh Chau Chin does not have any interest in the Company, direct or indirect as at LPD.

As at LPD, the direct and indirect interest of Interested Directors who are interested in the Proposed Grant of Options are as follows:

Interested Directors	Direct Interest		Indirect Interest	
	No. of Shares held	%	No. of Shares held	%
Lim Kah Yen	12,610,000	1.843	65,980,564 <sup>(1)</sup>	9.642 <sup>(1)</sup>
Tan Meng Chai	240,000	0.035	-	-

Notes:

<sup>(1)</sup> Indirect shareholdings refer to the shares held by her father.

Save as disclosed above, none of the other Directors and/or substantial shareholders of the Company and its subsidiaries or persons connected to them has any interest, direct or indirect, in the Proposed Grant of Option.



## 7. DIRECTORS' RECOMMENDATION

Save for interested Directors, Ms Lim Kah Yen, Dato' Mohd Yusof bin Din, Dato' Zakaria bin Arshad, Mr The Chau Chin and Mr Tan Meng Chai and the person connected to them who are interested in the Proposed Grant of Options, the Board is of the opinion that the Proposed Grant of Options is in the best interest of the Company and its shareholders.

Accordingly, the Board (except for interested Directors, Ms Lim Kah Yen, Dato' Mohd Yusof bin Din, Dato' Zakaria bin Arshad, Mr Teh Chau Chin and Mr Tan Meng Chai and the person connected to them who had abstained and will continue to abstain from expressing any opinion and voting in relation to the Proposed Grant of Options in view of their interests) recommends that shareholders vote in favour of the resolutions pertaining to the Proposed Grant of Options at the forthcoming EGM.

## 8. EGM

The notice of the EGM of which is enclosed in this Circular, will be held through live streaming from the Broadcast Venue at Leadership room, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, 59220, Kuala Lumpur on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution, with or without modifications, to give effect to the Proposals.

Date and time of the EGM	: Wednesday, 5 May 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the other Extraordinary General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof.
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If you are unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf by completing, signing and returning the enclosed Form of Proxy in accordance with the instructions contained therein as soon as possible as follows at least 48 hours before the time appointed for holding the EGM or at any adjournment thereof:-

### (a) In hardcopy form

The Form of Proxy must be deposited at the office of the Share Registrar of the Company, 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 alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur.

### (b) By electronic means

The Form of Proxy can be electronically submitted to the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Notes for this EGM on the procedures for electronic submission of Proxy Form via TIIH Online.

The completion and lodgement of the Form of Proxy shall not preclude you from attending and voting in person at the EGM should you subsequently wish to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

**9. FURTHER INFORMATION**

Shareholders are requested to refer to Appendix I contained in this Circular for further information.

Yours faithfully,  
For and on behalf of the Board of  
**NEXTGREEN GLOBAL BERHAD**

**DATO' LIM THIAM HUAT**  
Managing Director

## **APPENDIX I – FURTHER INFORMATION**

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### **1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors of Nextgreen who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

### **2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION**

The Board has confirmed that as at the LPD, neither Nextgreen nor its subsidiaries is engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board has no knowledge of any proceeding pending or threatened against Nexgreen Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the Nextgreen Group.

### **3. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of Nextgreen at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam Selangor during normal business hours from Monday to Friday (except public holidays) following the date of this Circular up to and including the date of the EGM:-

- (i) The Constitution of Nextgreen; and
- (ii) The audited financial statements of Nextgreen for financial year ended 31 December 2018 and 18-month financial period ended 31 December 2019.



**NEXTGREEN GLOBAL BERHAD**  
(Registration No. 200501037512 (719660-W))  
(Incorporated in Malaysia)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Nextgreen Global Berhad (“Nextgreen” or the “Company”) will be held through live streaming from the Broadcast Venue at Leadership room, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59220, Kuala Lumpur on Wednesday, 5 May 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the other Extraordinary General Meeting of the Company which will be held at the same Broadcast Venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

#### **ORDINARY RESOLUTION 1**

##### **PROPOSED GRANT OF OPTIONS TO MS LIM KAH YEN, AN EXECUTIVE DIRECTOR OF THE COMPANY**

“THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the employees’ share option scheme (“ESOS”), to offer and/or grant to Ms Lim Kah Yen, the Executive Director of the Company, options to subscribe for such number of ordinary shares in the Company (“NGGB Shares”) to be issued under the ESOS provided that not more than ten percent (10%) of the NGGB Shares available under the ESOS at the point in time when the offer is made, should be allocated to any individual eligible person who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) to the eligible person, holds twenty percent (20%) or more of the total issued shares of the Company and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of By-Laws of the ESOS.”

#### **ORDINARY RESOLUTION 2**

##### **PROPOSED GRANT OF OPTIONS TO DATO’ MOHD YUSOF BIN DIN, A NON-INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY**

“THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the employees’ share option scheme (“ESOS”), to offer and/or grant to Dato’ Mohd Yusof Bin Din, a Non-Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares in the Company (“NGGB Shares”) to be issued under the ESOS provided that not more than ten percent (10%) of the NGGB Shares available under the ESOS at the point in time when the offer is made, should be allocated to any individual eligible person who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) to the eligible person, holds twenty percent (20%) or more of the total issued shares of the Company and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of By-Laws of the ESOS.”

**ORDINARY RESOLUTION 3**

**PROPOSED GRANT OF OPTIONS TO DATO' ZAKARIA BIN ARSHAD, A NON-INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY**

"THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the employees' share option scheme ("ESOS"), to offer and/or grant to Dato' Zakaria Bin Arshad, a Non-Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares in the Company ("NGGB Shares") to be issued under the ESOS provided that not more than ten percent (10%) of the NGGB Shares available under the ESOS at the point in time when the offer is made, should be allocated to any individual eligible person who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) to the eligible person, holds twenty percent (20%) or more of the total issued shares of the Company and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of By-Laws of the ESOS."

**ORDINARY RESOLUTION 4**

**PROPOSED GRANT OF OPTIONS TO MR TEH CHAU CHIN, AN INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY**

"THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the employees' share option scheme ("ESOS"), to offer and/or grant to Mr Teh Chau Chin, an Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares in the Company ("NGGB Shares") to be issued under the ESOS provided that not more than ten percent (10%) of the NGGB Shares available under the ESOS at the point in time when the offer is made, should be allocated to any individual eligible person who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) to the eligible person, holds twenty percent (20%) or more of the total issued shares of the Company and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of By-Laws of the ESOS."

**ORDINARY RESOLUTION 5**

**PROPOSED GRANT OF OPTIONS TO MR TAN MENG CHAI, AN INDEPENDENT NON- EXECUTIVE DIRECTOR OF THE COMPANY**

"THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the employees' share option scheme ("ESOS"), to offer and/or grant to Mr Tan Meng Chai, an Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares in the Company ("NGGB Shares") to be issued under the ESOS provided that not more than ten percent (10%) of the NGGB Shares available under the ESOS at the point in time when the offer is made, should be allocated to any individual eligible person who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad) to the eligible person, holds twenty percent (20%) or more of the total issued shares of the Company and subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of By-Laws of the ESOS."

By order of the Board,

TAN TONG LANG (SSM Practising Certificate No. 201908002253) (MAICSA 7045482)  
VIMALRAJ A/L SHANMUGAM (SSM Practising Certificate No. 202008000925) (MAICSA 7068140)  
Company Secretaries

Selangor  
16 April 2021

Notes:-

1. Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting. Shareholders will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the EGM.
2. A member is entitled to participate, speak (including posting questions to the Board via real time submission of typed text) and vote (collectively referred to as "**Participate**") remotely at the EGM via the Remote Participation and Voting facilities ("**RPV**") provided by Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**") via its TIIH online website at <https://tiih.online/>.
3. A member who is entitled to Participate at the EGM via RPV is entitled to appoint another person as his proxy to Participate but shall not be entitled to appoint more than 2 proxies to Participate at the EGM via RPV. A proxy may but need not be a member of the Company.
4. Where a member appoints 2 proxies, he/she must specify the proportions of his/her shareholdings to be represented by each proxy.
5. A member who has appointed a proxy or attorney or authorised representative to Participate at the EGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH online website at <https://tiih.online/>. Please follow the Procedures for RPV in the information for Members on EGM.
6. The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
7. For the purpose of determining a member who shall be entitled to Participate in the EGM via RPV, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 28 April 2021. Only a depositor whose name appears on the Record of the Depositor as at 28 April 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
8. The instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or certified copy thereof shall be deposited as follows at least 48 hours before the time appointed for holding the EGM or at any adjournment thereof:-

(a) In hardcopy form

*The Form of Proxy must be deposited at the office of the Share Registrar of the Company, 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 alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur*

(b) By electronic means

*The Form of Proxy can be electronically submitted to the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Notes for this EGM on the procedures for electronic submission of Proxy Form via TIIH Online.*



**NEXTGREEN GLOBAL BERHAD**  
 (Registration No. 200501037512 (719660-W))  
 (Incorporated in Malaysia)

**FORM OF PROXY**

CDS Account No.	
No. of Shares Held	

I/We (Full Name in Block Letters) .....

NRIC No. / Passport No. / Company No. ....

of .....

being a member of NEXTGREEN GLOBAL BERHAD, hereby appoint <sup>[1]</sup> .....

.....NRIC No. / Passport No.....

of .....

and [The next name and address should be completed if you wish to appoint two proxies]

<sup>[2]</sup>.....NRIC No. / Passport No. ....

of .....

or failing him/her, the Chairman of the Meeting as \*my/our proxy to vote for \*me/us on \*my/our behalf at the Extraordinary General Meeting of the Company to be held through live streaming from the Broadcast Venue at Leadership room, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8 Jalan Kerinchi, 59220, Kuala Lumpur on Wednesday, 5 May 2021 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case maybe) of the other Extraordinary General Meeting of the Company which will be held at the same Broadcast Venue and on the same day at 10.00 a.m., whichever is later, or at any adjournment thereof.

**The next paragraph should be completed only when two proxies are appointed.**

The proportion of \*my/\*our holding to be represented by \*my/\*our proxies are as follows:

First Proxy [1] \_\_\_\_\_%                      Second Proxy [2] \_\_\_\_\_%

[\*Delete if not applicable]

Resolutions	FOR	AGAINST
Ordinary Resolution 1 – Proposed Grant of Options to Ms Lim Kah Yen, an Executive Director of the Company		
Ordinary Resolution 2 – Proposed Grant of Options to Dato’ Mohd Yusof Bin Din, a Non-Independent Non-Executive Director of the Company		
Ordinary Resolution 3 – Proposed Grant of Options to Dato’ Zakaria Bin Arshad, a Non-Independent Non- Executive Director of the Company		
Ordinary Resolution 4 – Proposed Grant of Options to Mr Teh Chau Chin, an Independent Non-Executive Director of the Company		
Ordinary Resolution 5 – Proposed Grant of Options to Mr Tan Meng Chai, an Independent Non-Executive Director of the Company		

Please indicate an “X” in the space provided below on how you wish your votes to be casted. If no specific instruction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Signed on this .....day of ..... 2021.

\_\_\_\_\_  
 Signature / Common Seal of Member(s)

Notes:-

1. Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting. Shareholders will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the EGM.
2. A member is entitled to participate, speak (including posting questions to the Board via real time submission of typed text) and vote (collectively referred to as "**Participate**") remotely at the EGM via the Remote Participation and Voting facilities ("**RPV**") provided by Tricor Investor & Issuing House Services Sdn Bhd ("**Tricor**") via its TIIH online website at <https://tiih.online/>.
3. A member who is entitled to Participate at the EGM via RPV is entitled to appoint another person as his proxy to Participate but shall not be entitled to appoint more than 2 proxies to Participate via RPV. A proxy may but need not be a member of the Company.
4. Where a member appoints 2 proxies, he/she must specify the proportions of his/her shareholdings to be represented by each proxy.
5. A member who has appointed a proxy or attorney or authorised representative to Participate at the EGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH online website at <https://tiih.online/>. Please follow the Procedures for RPV in the information for Members on EGM.
6. The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or its attorney of the corporation duly authorised.
7. For the purpose of determining a member who shall be entitled to Participate in the EGM via RPV, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 28 April 2021. Only a depositor whose name appears on the Record of the Depositor as at 28 April 2021 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
8. The instrument appointing a proxy together with the power of attorney or other authority (if any) under which it is signed or certified copy thereof shall be deposited as follows at least 48 hours before the time appointed for holding the EGM or at any adjournment thereof:-

(a) In hardcopy form

The Form of Proxy must be deposited at the office of the Share Registrar of the Company, 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 alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur

(b) By electronic means

The Form of Proxy can be electronically submitted to the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Notes for this EGM on the procedures for electronic submission of Proxy Form via TIIH Online.



Fold this flap for sealing

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AFFIX  
STAMP

**THE SHARE REGISTRAR**  
**NEXTGREEN GLOBAL BERHAD**  
**(Registration No. 200501037512 (719660-W))**  
c/o Tricor Investor & Issuing House Services Sdn Bhd  
Share Registrar's Customer Service Centre  
Unit G-3, Ground Floor,  
Vertical Podium, Avenue 3,  
Bangsar South,  
No. 8 Jalan Kerinchi,  
59200 Kuala Lumpur.

Then fold here

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