

THIS NOTICE 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 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)

NOTICE TO WARRANT HOLDERS

IN RELATION TO THE

EXPIRY AND FINAL EXERCISE OF WARRANTS 2015/2020

Stock Name : NGGB-WA

Stock Code : 7241WA

IMPORTANT RELEVANT DATES

Last date and time for lodging of Warrants 2015/2020	:	Thursday, 1 October 2020 at 5:00 p.m.
Date and time for suspension of trading of Warrants 2015/2020	:	Friday, 2 October 2020 at 9:00 a.m.
Last date and time of expiry of Warrants 2015/2020	:	Monday, 19 October 2020 at 5:00 p.m.
Date and time for de-listing of Warrants 2015/2020	:	Tuesday, 20 October 2020 at 9:00 a.m.

This Notice is dated 18 September 2020.

DEFINITIONS

In this Notice, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd (165570-W).
“Bursa Securities”	: Bursa Malaysia Securities Berhad (635998-W).
“CDS”	: Central Depository System.
“Deed Poll”	: Deed Poll dated 21 August 2015 constituting the Warrants 2015/2020.
“Exercise Form”	: The form in respect of the exercise of Warrants 2015/2020 as set out in this Notice.
“Exercise Period”	: The period commencing from and including the date of issue of the Warrants 2015/2020 and ending at the close of business at 5.00 p.m. on the Expiry Date.
“Exercise Price”	: RM0.60, being the exercise price payable in respect of one (1) new Share for each Warrant exercised.
“Exercise Rights”	: The rights of a Warrant Holder to subscribe for one (1) new Share for each Warrant at the Exercise Price and upon the terms and conditions of the Deed Poll.
“Expiry Date”	: Monday, 19 October 2020
“Market Day(s)”	: A day on which the stock market of Bursa Securities is open for trading in securities.
“Notice”	: This Notice of Warrant Holder dated 18 September 2020 to the Warrant Holders in relation to the expiry and last date for the exercise of Warrants 2015/2020.
“Record of Depositors”	: The record of depositors provided by Bursa Depository to the Company under the Rules of Bursa Depository.
“RM” and “Sen”	: Ringgit Malaysia and sen, respectively.
“Share Registrar”	: Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)].
“NGGB” or “the Company”	: Nextgreen Global Berhad [Registration No. 200501037512 (719660-W)].
“NGGB Shares”	: Ordinary shares in NGGB.
“Warrants 2015/2020”	: The warrants issued by the Company on 19 October 2015 constituted by the Deed Poll and which will expire on 19 October 2020 and entitled the Warrant Holders to the Exercise Rights.

“Warrant Holders”

: Any person for the time being holding Warrants in the Company and whose name appears in the Register of Warrant Holder (except the Bursa Malaysia Depository Nominees Sdn Bhd), including warrant depositors whose names appear on the Record of Warrants Depositors

TABLE OF CONTENTS

NOTICE TO WARRANT HOLDERS

	Page
1. SUSPENSION OF TRADING AND LAST DAY OF FOR TRADING	2
2. EXERCISE PRICE	2
3. PAYMENT OF EXERCISE MONEY	2
4. EXERCISE OF EXERCISE RIGHTS	2
5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS 2015/2020.....	3
6. EXPIRY OF EXRCISE RIGHTS.....	3
7. CONTACT DETAILS FOR ENQUIRIES	3
8. DIRECTORS' RESPONSIBILITY STATEMENT	3
EXERCISE FORM FOR WARRANTS 2015/2020	ENCLOSED

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

Registered Office:
Suite 10.02, Level 10
The Gardens South Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

18 September 2020

Board of Directors:

Dato' Dr. Haji Sohaimi Bin Shahadan	<i>(Non-Independent Non-Executive Chairman)</i>
Dato' Lim Thiam Huat	<i>(Managing Director)</i>
Lim Kah Yen	<i>(Executive Director)</i>
Dato' Dr. Koe Seng Kheng	<i>(Independent Non-Executive Director)</i>
Chew Yuit Yoo	<i>(Senior Independent Non-Executive Director)</i>
Thiang Chew Lan	<i>(Independent Non-Executive Director)</i>
Dato' Mohd Yusof Bin Din	<i>(Non-Independent Non-Executive Director)</i>
Dato' Zakaria Bin Arshad	<i>(Non-Independent Non-Executive Director)</i>

To: The Warrant Holders of Nextgreen Global Berhad

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF WARRANTS 2015/2020

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll dated 21 August 2015 governing the Warrants 2015/2020, the Exercise Rights of the Warrants 2015/2020 will expire at 5.00 p.m. on 19 October 2020 ("Expiry Date"). Accordingly, all Warrant holders intending to exercise their Warrants are advised to submit the enclosed Exercise Form to the Share Registrar of NGGB no later than 5.00 p.m. on the Expiry Date.

The total number of Warrants 2015/2020 outstanding as at 31 August 2020, being the latest practicable date prior to the issuance of this Notice is 198,290,398.

THE WARRANT HOLDERS SHOULD NOTE THAT THE WARRANTS 2015/2020 WHICH ARE NOT EXERCISED BY 5.00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND CEASES TO BE VALID FOR ALL PURPOSE.

ACCORDINGLY, THE WARRANTS 2015/2020 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON TUESDAY, 20 OCTOBER 2020.

Warrant Holders are therefore advised to read carefully the procedures set out below:-

1. SUSPENSION OF TRADING AND LAST DAY OF TRADING

To facilitate the Exercise Rights of the Warrant Holders, the trading of the Warrants 2015/2020 on Bursa Securities will be suspended with effect from 9.00 a.m. on Friday, 2 October 2020. Hence, the last day and time for trading of the Warrants will be at 5.00 p.m. on Thursday, 1 October 2020.

2. EXERCISE PRICE

The Exercise Price payable is RM0.60 for each new share to which a Warrant Holder is entitled to subscribe upon exercise of the Exercise Rights in accordance with the provisions of the Deed Poll. Accordingly, if you wish to exercise the conversion of 100 Warrants into 100 new Shares, the Exercise Money will be RM60.00.

3. PAYMENT OF EXERCISE MONEY

The remittance for the Exercise Money must be made in full and payable in Ringgit Malaysia by way of banker's draft or cashier's order drawn on a bank operating in Malaysia or a money/ postal order issued by a post office in Malaysia made out in favour of **"BHS WARRANTS PROCEEDS ACCOUNT"** crossed **"A/C Payee Only"** and endorsed on the reverse side with the name, address, identity/passport number/company registration number (whichever is applicable) and the CDS Account number of the Warrant Holder.

4. EXERCISE OF EXERCISE RIGHTS

If you are a Warrant Holder and wish to exercise your Exercise Rights, you should :-

- (i) Complete and sign the enclosed Exercise Form, additional copies of the Exercise Form can also be obtained from the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd of Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur during normal working hours; and
- (ii) Deliver the following documents to the Company's Share Registrar not later than 5.00 p.m. on the Expiry Date:
 - (a) the Exercise Form duly completed and signed by you;
 - (b) remittance by way of banker's draft or cashier's order drawn on a bank operating in Malaysia or a money/ postal order issued by a post office in Malaysia made out in favour of **"BHS WARRANTS PROCEEDS ACCOUNT"** for the full amount of the Exercise Price; and
 - (c) Remittance of RM20.00 being the processing fees for each Exercise Form submitted to the Company's Share Registrar by way of banker's draft or cashiers' order drawn in a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia made payable to "Tricor Investor & Issuing House Services Sdn Bhd" crossed "A/C Payee Only".

The Company shall within eight (8) Market Days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the duly completed Exercise Form together with the requisite payments as set out in item (ii) above:-

- (a) allot and issue the new Share(s) arising from the exercise of Warrants 2015/2020;
- (b) despatch notices of allotment to the Warrant Holders stating the number of new Share(s) that will be credited into the CDS Account(s) of the Warrant Holders; and
- (c) make an application to Bursa Securities for the quotation for and listing of such new Share(s) issued arising from the exercise of Warrants 2015/2020.

The new Share(s) to be issued pursuant to the exercise of Warrants 2015/2020 shall, upon allotment and issuance, rank *pari passu* in all respect with the existing NGGB Share(s) including any entitlement to any dividends, rights, allotments or other distribution, save and except that such new Share(s) shall not be entitled to any dividends, rights, allotments, or other distributions prior to the date of allotment of new Share(s).

The New Share(s) arising from such exercise of the Exercise Rights will be credited into the CDS Account(s) of such Warrant Holders and no physical share certificates would be issued to the Warrant Holders in respect of the new Share(s).

5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS 2015/2020

NOTICE IS ALSO HEREBY GIVEN THAT in relation to the Warrants 2015/2020:-

- (i) Bursa Depository will not be accepting any request for transfer of the Warrants 2015/2020 for the period commencing **4.30 p.m., Monday, 12 October 2020, until the Expiry Date;**
- (ii) Warrant Holders shall qualify for entitlement to subscribe for new Share(s) only in respect of the following:
 - (a) Warrants 2015/2020 transferred into the Depositors' CDS Account before 4.30 p.m., on Monday, 12 October 2020, in respect of transfers; and
 - (b) Warrants 2015/2020 bought on Bursa Securities on or before Thursday, 1 October 2020, at 5.00 p.m., being the last day of trading of the Warrants 2015/2020.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:-

- (i) If their Exercise Rights are not exercised and the relevant Exercise Form together with the remittances are not delivered to the Company's Share Registrar by 5.00 p.m. on the Expiry Date, their rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All unexercised Warrants 2015/2020 remaining in the Depositors' CDS Account as at the Expiry Date, will be debited from the respective Depositor's CDS Account on Tuesday, 20 October 2020.

7. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning the above should be addressed to the Company's Share Registrar at:

Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

Telephone : 03-2783 9299
Facsimile : 03-2783 9222

8. DIRECTORS' RESPONSIBILITY STATEMENT

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

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

Dato' Dr. Haji Sohaimi Bin Shahadan
Independent Non-Executive Chairman

NEXTGREEN GLOBAL BERHAD

WARRANTS OF NEXTGREEN GLOBAL BERHAD

Exercise Price : RM0.60

**To: THE SHARE REGISTRAR
NEXTGREEN GLOBAL BERHAD**

Date :

I/We, the undersigned, the registered holder of the Warrants:

* NAME

[illegible]

* OLD IDENTITY CARD NO./PASSPORT NO./ARMED FORCES IDENTITY CARD NO./POLICE PERSONNEL IDENTITY CARD NO./COMPANY REGISTRATION NO.

[illegible]

* NEW IDENTITY CARD NO . (IN THE CASE OF AN INDIVIDUAL)

[illegible]

* CORRESPONDENCE ADDRESS

[illegible]

* CONTACT NUMBER

[illegible]

OFFICE NUMBER
HOUSE NUMBER
FAX NUMBER

- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) hereby confirm and declare that the information indicated with an asterisk * above is identical with the information in the records of Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") with regard to my/our account(s) with the Bursa Depository ("**CDS account(s)**") and further agree and confirm that in the event the information aforesaid differs from the information in the Bursa Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby authorized you to instruct Bursa Depository to debit the quantity(ies) of Warrants specified below from my/our CDS account(s) in the exercise of my/our rights as specified below in accordance with the provisions of the Deed Poll dated 21 August 2015 executed by the Company ("Deed Poll"):

Source account for debiting of Warrants																
CDS ACCOUNT NUMBER ADA & BRANCH CODE/ACCOUNT NUMBER																Quantity
			-				-									
			-				-									
			-				-									
			-				-									

- (d) hereby confirm the Warrants specified below intended for the exercise of rights are or have been designated as "free securities" in my/our CDS account(s) in accordance with the Rules and further declare that if this declaration is untrue, the exercise of my/our rights hereunder may be rejected;
- (e) where I/we am/are entitled to receive new ordinary shares in the Company ("New Shares") upon the exercise of my/our rights herein (apart from the exercise of rights in respect of all warrants), I/we hereby authorize you to instruct Bursa Depository to credit the quantity(ies) of New Shares specified below into my/our CDS account stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein:

Source account for crediting New Shares																
CDS ACCOUNT NUMBER ADA & BRANCH CODE/ACCOUNT NUMBER																Quantity
			-				-									
			-				-									
			-				-									
			-				-									

Note: Warrant Holder shall not be allowed to instruct for New Shares to be credited into any CDS account(s) other than one of those from which the Warrants are to be debited.

- (f) hereby confirm that after the submission of this form to the Company, I/we will not dispose, transfer or charge the Warrants intended for exercise of rights herein, until the exercise is completed by debiting the Warrants from my/our CDS account(s) or the exercise is rejected by the Company, whichever is applicable;
- (g) hereby make payment in full for such New Shares at the Exercise Price of RM0.60 per New Share, subject to adjustment in accordance with condition 6 of the Deed Poll and together with any other payments required under the Securities Industry (Central Depositories) Act 1991 and the Rule of the Bursa Depository and the Deed Poll, by banker's draft or cashier's order drawn on a bank operating in Malaysia or by money order or postal order issued by a post office in Malaysia in favour of "**BHS WARRANTS PROCEEDS ACCOUNT**" crossed "**A/C Payee Only**" amounting to RM [] and endorsed on the reverse side with my/our name and address in block letters;

- (h) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll to exercise the Exercise Rights represented by the Warrants in my/our CDS account(s) specified below, and to subscribe for such number of New Shares of the Company specified below at the Exercise Price, and agree to accept such New Shares subject to the terms of the Constitution of the Company;
- (i) hereby enclose a legible photocopy of
- (i) my/our statement of account issued by Bursa Depository in respect of my/our CDS account(s);
(in the case where the Warrant Holder is an individual) my identity card; and
 - (ii) (in the case where the Warrant Holder is a corporation) our certificate of incorporation; and
- (j) hereby undertake to fully indemnify and keep the Company indemnified against any claims, loss, damage, liability, cost or expenses (including legal cost) that may be suffered or incurred by the Company as a result of the Company acting in accordance with my/our authorizations and confirmations herein or from any breach of my/our undertaking herein.

Dated :

If Warrant Holder is an individual

Signature of Warrant Holder

If Warrant Holder is a corporation/society

The Common Seal of Warrant Holder)
was hereto affixed in the presence of)

Director
Name:

Director/Secretary
Name:

Note:

1. No script will be issued to the Warrant Holder as a result of any exercise of rights herein.
2. In exercising the Exercise Rights represented by the above Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
3. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Memorandum and Articles of Association or Constitution, a copy of which must be lodged with the Share Registrar.
4. The terms and expressions used in this Exercise Form (unless otherwise defined in this Exercise Form) will have the same meanings and interpretation as defined in the Deed Poll.
5. All information given above must be the same as the information in the records of Bursa Malaysia Depository Sdn Bhd.
6. Joint holders are not recognized by the Company.

7. A processing fee of RM20.00 excluding 6% Sales and Services Tax (if any) for the debiting of Warrants from and crediting of New Shares to the Securities Account of the exercising Warrant Holder is payable to the Registrar.

Attention

The attention of Warrant Holders is drawn to the Malaysian Code on Take-Overs and Mergers 2010 as amended or replaced from time to time. In particular, a Warrant Holder should note that it/he may be under an obligation to extend a take-over offer of the Company if:

- (a) it/he intends to acquire, by exercise of the Warrants, whether at one time or different times, New Shares which (together with shares owned or acquired by it/him or persons acting in concert with it/him) carry 33% or more of voting rights of the Company; or
- (b) it/he, together with persons acting in concert with it/him, holds more than 33% but less than 50% of the voting rights of the Company, and either alone or together with persons acting in concert with it/him, intends to acquire additional New Shares by the exercise of the Warrants or otherwise in any period of six months, increasing such percentage of the voting rights by more than 2% of voting rights of the Company.

Registrar's and Transfer Office:

Tricor Investor & Issuing House Services Sdn Bhd [Registration No. 197101000970 (11324-H)]

Unit 32-01, Level 32, Tower A

Vertical Business Suite, Avenue 3

Bangsar South, No. 8, Jalan Kerinchi

59200 Kuala Lumpur

Tel: 603 – 2783 9299

Fax: 603 – 2783 9222

Fold here

**AFFIX
STAMP**

THE SHARE REGISTRAR
NEXTGREEN GLOBAL BERHAD
[Registration No. 200501037512 (719660-W)]
Tricor Investor & Issuing House Services Sdn Bhd (11324-H)
Unit 32-01, Level 32, Tower A
Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi,
59200 Kuala Lumpur.

Fold here

Fold here
