NOTICE OF 18TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 18th Annual General Meeting ("18th AGM") of Nextgreen Global Berhad ("Nextgreen" or the "Company") will be conducted on a virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities at the Broadcast Venue at B-21-2, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia on Tuesday, 25 June 2024 at 10.00 a.m. or at any adjournment thereof for the transaction of the following businesses:

To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.

Refer to Explanatory Note (a) Ordinary Resolution 1

To re-elect Teh Chau Chin who is retiring in accordance with Article 107(1) of the Company's Constitution. To re-elect Maylee Gan Suat Lee who is retiring in accordance with Article 100 of the Company's Constitution.

Ordinary Resolution 2

To approve the payment of Directors' fees and other benefits of up to RM550,000.00 to be divided amongst the Directors in such manner as the Directors may determine for the period from the conclusion of the 18th AGM of the Company until the conclusion of the next AGM of the Company in year 2025.

Ordinary Resolution 3

To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Ordinary Resolution 4

To consider and if thought fit, to pass the following resolutions

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

Ordinary Resolution 5

THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 "the Act") read together with Article 56 of the Company's Constitution.

"THAT pursuant to Sections 75 and 76 of the Act and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company or such higher perchadage as Bursa Malaysia Securities Bentad ("Bursa Securities") allowed for the time being and that the and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

PROPOSED GRANT OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO MS LIM KAH YEE, AN EXECUTIVE DIRECTOR OF THE COMPANY

"THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Article 56 of the Company's Constitution.

THAT approval be and is hereby given to the Board, at any time and from time to time duration of the ESOS, to offer and/or grant to Ms Lim Kah Yee, the Executive Director of the Company, options to subscribe for such number of ordinary shares in the Company ("Nextgreen Shares") to be issued under the ESOS provided that not more than ten percent (10%) of the Nextgreen 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."

PROPOSED GRANT OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO MS MAYLEE GAN SUAT LEE, AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

"THAT approval be and is hereby given to waive the statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act, 2016 ("the Act") read together with Article 56 of the Company's Constitution.

THAT approval be and is hereby given to the Board, at any time and from time to time during the duration of the ESOS, to offer and/or grant to Ms Maylee Gan Suat Lee, the Independent Non-Executive Director of the Company, options to subscribe for such number of ordinary shares in the Company ("Nextgreen Shares") to be issued under the ESOS provided that not more than ten percent (10%) of the Nextgreen 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."

9. To transact any other business of which due notice shall have been given

BY ORDER OF THE BOARD

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 202208000250) THIEN LEE MEE (LS0010621 / SSM PC No. 201908002254) Company Secretaries Kuala Lumpur

Date: 30 April 2024

- Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting. Shareholders/Proxies will not be allowed to attend the AGM in person at the Broadcast Venue on the day of the AGM. 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 AGM via the Remote Participation and Voting facilities ("RPV") provided by Digerati Technologies Sdn Bhd in Malaysia via its portal website at https://poche-agm/digeration.pdf.
- https://nogb-agm.digeratic.orm.my
 A member who is entitled to participate at the AGM 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.
 Where a member appoints 2 proxies, he/she must specify the proportions of his/her shareholdings to be represented.
- where a member appoints 2 proxies, he/she must specify the proportions of his/ner shareholdings to be represented by each proxy.

 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"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds. An "exempt authorized nominee" refers to an authorised nominee defined under Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions subsection 25A(t) of SICDA.

 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.

 For the purpose of determining a member who shall be entitled to Participate in the AGM via RPV the Company shall
- origoration, small be executed under its Common sear or furder the hand of an other or its action by of the corporation and using a member who shall be entitled to Participate in the AGM via RPV, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 18 June 2024. Only a depositor whose name appears on the Record of the Depositor as at 18 June 2024 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

 The appointment of a proxy may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this AGM 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, this proxy form must be deposited with the Company's Share Registrar at Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia.

 (ii) By electronic means
- 8.

- In the case of an appointment made in lieru copy norm, this posy norm.

 Share Registrar at Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia.

 The proxy form can be electronically lodged via the Digerati Portal at https://nagb-agm.digerati.com.my
 Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding this AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

 For a corporate member who has appointed an authorised representative, please deposit the ORIGINAL certificate of appointment of authorised representative with the Share Registrar of the Company at Aldpro Corporate Services Sdn Bhd at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding this AGM at which the person named in the appointment proposes to vote. The certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

 (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.

 (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be executed under seal in accord

Explanatory Notes to Ordinary Business and Special Business:

(a) Audited Financial Statements for the financial year ended 31 December 2023

The Agenda under item 1 is meant for discussion only as pursuant to Section 340(1)(a) of the Companies Act, 2016 does not require shareholders' approval, and therefore, it shall not be put forward for voting.

(b) Ordinary Resolution 1: Re-election of Director who retire by rotation in accordance with Article 107(1) of the Company's Constitution

Article 107(1) of the Company's Constitution provides that an election of Directors shall take place each year at annual general meeting. At each annual general meeting, any Director appointed during the year under Article 100 and one-third (1/3) of the other Directors for the time being, or if the number is not a multiple of three, then the number nearest to one-third (1/3) with a minimum of one (1), shall retire from office and an election of Directors shall take place PROVIDED ALWAYS THAT each Director shall retire from office once at least in every three (3) years but shall be eligible for reelection. A retiring Director shall retain office until the close of the meeting at which he retires.

 $Mr. \ Teh \ Chau \ Chin \ is \ standing \ for \ re-election \ as \ Director \ of \ the \ Company \ and \ being \ eligible, has \ offered \ himself \ for \ re-election.$

For the purpose of determining the eligibility of the Director to stand for re-election at the 18^{th} AGM, the Board through its Nomination Committee ("NC") had assessed and considered the following:-

a) The Directors' performance and contribution;
b) The Directors' skills, experience and strength in qualities; and
c) The Directors' skills, experience and strength in qualities; and
c) The Directors' ability to act in the best interests of the Company in decision-making.

Upon deliberation, he had met the criteria of character, experience, integrity, competence and time commitment of effectively discharge his respective roles as Director of the Company and comply with the independence criteria as prescribed in the Main Market Listing Requirements of Bursa Securities and remained independent in exercising his judgment and in carrying out his duties as Independent Non-Executive Director.

Therefore, the NC has considered and recommended, and the Board has endorsed Mr. Teh Chau Chin who is seeking re-election at the forthcoming 18th AGM of the Company.

(c) Retirement of Director

Mr. Tan Meng Chai who is retiring pursuant to Article 107(1) of the Company's Constitution at the forthcoming 18th AGM of the Company, has expressed his intention not to seek for re-election at the forthcoming 18th AGM of the Company. Hence, he will retain office until the conclusion of the 18th AGM and will retire as the Director of the Company until the conclusion of the 18th AGM.

Article 100 of the Company's Constitution provides that the Directors shall have power from time to time and at any time to appoint additional Directors either to fill a casual vacancy or as an addition to the Board of Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to the Company's Constitution. A Director so appointed shall hold office only until the conclusion of the next annual general meeting, but shall be eligible for re-election (but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting).

Ms. Maylee Gan Suat Lee was appointed on 10 November 2023 as an Independent Non-Executive Director of the Company. She is standing for re-election as Director of the Company and being eligible has offered herself for re-election.

(e) Ordinary Resolution 3: Payment of Directors' Fees and Other Benefits Payable

Section 230(1) of the Act provides amongst others, that "the fees" of the Directors and "any benefits" payable to the Directors of public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Board wishes to seek shareholders' approval for the payment of a maximum aggregate amount of RM550,000 for Directors' fees and benefits payable to the Non-Executive Directors for the period from the conclusion of 18th AGM until the conclusion of the next AGM of the Company in year 2025.

Directors' benefits include allowances and other claimable benefits which calculated based on the current Board size and the number of schedule meetings for the period commencing from the conclusion of the 18^{th} AGM until the conclusion of the next AGM of the Company in year 2025.

In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

(f) Ordinary Resolution 4: Re-appointment of Auditors

The Board, through its Audit, Governance and Risk Committee ("AGRC") conducted an assessment on the suitability, objectivity and independence of Messrs. UHY during the financial year ended 31 December 2023 and was satisfied the performance and independence of Messrs. UHY. The Board has therefore recommended the re-appointment of Messrs. UHY as external auditors of the Company for the financial year ending 31 December 2024.

(g) Special Business - Ordinary Resolution 5: Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016

The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue new shares The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the number of shares issued pursuant to this General Mandate, when aggregated with the total number of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. As at the date of this Notice, no new shares were issued by the Company pursuant to the General Mandate granted to the Directors at the 17" AGM held on 27 June 2023 and which will be lapsed at the conclusion of the 18" AGM of the Company.

With this General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders approval when such opportunities or needs arise.

Pursuant to Section 85 of the Companies Act 2016 read together with Article 56 of the Company's Constitus shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the exist issued shares in the Company or other convertible shares.

Section 85(1) of the Companies Act 2016 provides as follows:

"85. Pre-emptive rights to new shares

1. Subject to the Constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

the offer were accepted, maintain the relative voting and distribution rights of those shareholders.
ticle 56 of the Company's Constitution provides as follows:

5. Subject to any direction to the contrary that may be given by the Company in a Meeting of Members, all new shares
or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled
to receive notices from the Company of Meetings of Members in proportion as nearly as the circumstances admit,
to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice
specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will
be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person
to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of
those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise
also dispose of any new share or Securities which (by reason of the ratio which the new shares or Securities bear
to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the
Directors, be conveniently offered under the Company's Constitution.

The proposed Ordinary Resolution 5, if passed, will exclude your pre-emptive right to be offered new shares and/or convertible securities to be issued by the Company pursuant to the said Ordinary Resolution.

(h) Special Business - Ordinary Resolutions 6 to 7: Proposed Grant of ESOS Options to Directors

Ordinary Resolutions 6 to 7 are to seek shareholders' approval for the Company to offer and grant ESOS Options to the Directors of the Company, namely Ms. Lim Kah Yee, the Executive Director of the Company and Ms. Maylee Gan Suat Lee, the Independent Non-Executive Director of the Company respectively to participate in the ESOS.

The abovementioned Directors of the Company namely Ms. Lim Kah Yee and Ms. Maylee Gan Suat Lee are deen interest in the respective resolutions pertaining to the grant of ESOS Options to the respective Directors and accordin have abstained and shall continue to abstain from deliberation and voting in respect of their direct and indirect interin the Company in their respective allocation to them.

THAT, pursuant to Section 85 of the Act read together with Article 56 of the Constitution, approval be hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered any new Shares ranking equally to the existing issued Shares arising from any allotment and issuance of new Shares to the Eligible Person(s) pursuant to the ESOS.



NEXTGREEN GLOBAL BERHAD

Registration No. 200501037512 (719660-W) (Incorporated in Malaysia)

Administrative Guide for 18th Annual General Meeting ("AGM")

Meeting Day and Date : Tuesday, 25 June 2024

Time : 10.00 a.m. or at any adjournment thereof

Broadcast Venue : B-21-2, Level 21, Tower B, Northpoint Mid Valley City, No. 1,

Medan Syed Putra Utara, 59200 Kuala Lumpur, Malaysia

Online Meeting Platform : https://nggb-agm.digerati.com.my

(Domain registration number D1A119533)

1. Virtual Meeting

1.1 The meeting will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities.

1.2 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual Meeting. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants. The Company, the Board and its management, registrar and other professional advisers (if any) shall not be held responsible or be liable for any disruption in internet line resulting in the participants being unable to participate and/or vote at the Meeting.

2. Entitlement to Participate and Vote

2.1 Only depositors whose names appear on the Record of Depositors as at **18 June 2024** shall be entitled to participate and/or vote at the meeting or appoint proxy(ies) / corporate representative(s) to participate and/or vote on his/her behalf by returning the duly executed Form(s) of Proxy.

3. Appointment of Proxy

3.1 If you are unable to attend and participate at the meeting via RPV facilities, you may appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

3.2 The instrument appointing a proxy and the power of attorney or other authority i.e. the corporate representatives / authorised nominees or exempt authorised nominees who wishes to attend and participate at the meeting via RPV facilities, please ensure the duly executed original Form(s) of Proxy or the original / duly certified Certificate(s) of Appointment of its corporate / authorised representative / power of attorney / letter of authority or other documents proving authority must be deposited to Aldpro Corporate Services Sdn Bhd. at B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan or email to admin@aldpro.com.my at least 48 hours before the time appointed for holding the meeting i.e. not later than **Sunday, 23 June 2024 at 10.00 a.m.**

4. Submission of Questions

4.1 Members and proxies may submit their questions via the real time submission of typed texts through a text box at https://nggb-agm.digerati.com.my during the live streaming of the AGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/ relevant adviser during the meeting.

5. Voting Procedure

- 5.1 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the Meeting will be conducted by poll.
- 5.2 For the purpose of the Meeting, e-Voting can be carried out using personal smart mobile phones, tablets, personal computers or laptops.
- 5.3 The polling will commence from the scheduled starting time of the Meeting and close upon the Chairman announces the closing of voting period towards the end of the Meeting after the question-and-answer session.
- 5.4 The Independent Scrutineer will verify the poll results reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

6. Remote Participation and Voting ("RPV")

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, and proxies shall use the RPV facilities to participate and/or vote remotely at the meeting [(ii) to (iv) through their authorised representatives].
- 6.2 If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, pose questions and/ or submit your votes in real time whilst the Meeting is in progress.
- 6.3 Kindly follow the procedures to register for RPV.

Procedures To Remote Participation and Voting Facilities (RPV)

Members/proxies/corporate representatives/attorneys who wish to participate the 18^{th} AGM remotely using RPV must follow the following procedures:-

Step	Action	Procedure
A	To register as an user using the Registrar website: https://nggb-agm.digerati.com.my	 Click 'Register' to sign up as new user. Upload your identity documents. Complete & submit your registration. Verify your email at your mailbox to complete the registration. You will be notified upon successful or rejected registration. You may pose your question, if any, to the Chairman/Board using the website. Within three (3) days before the AGM, you will be notified with login credentials to join the meeting upon approval. Please check your spam mailbox if you do not receive emails from us. Registered user and proxy may skip this step. Identity documents will be deleted after registration.
В	To appoint proxy or corporate representative at website (optional)	 Login your registered account at website. Select "NGGB 18TH AGM". Fill up the information to appoint proxy(s). Closing time for appointment is 48 hours prior to the meeting. No request will be entertained after closing time. Within 3 days before the AGM, you and your proxy(s) will be notified upon approval or rejection of RPV.
С	On the day of AGM	 Access the meeting through the link on the website or received in the email. If you have any questions for the Chairman/Board, utilize the Q&A section to submit your questions. Submit your vote within a specified period once the Chairman announces that the voting is open. Voting will close upon the expiry of the voting period. The broadcast will terminate upon the Chairman's announcement of the poll results.

Enquiry

If you have any enquiries prior to the AGM, please contact the following during office hours from Mondays to Fridays from .8.30a.m. to 5.30p.m. (except public holiday): -

The Share Registrar

Aldpro Corporate Services Sdn. Bhd.

Address

: B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur, Wilayah Persekutuan

Email Address : admin@aldpro.com.my

Contact Persons: Ms. Wong Fui Sin / Ms. Christine Cheng

Telephone No. : +603 9770 2200

OR

RPV Technical Support

If you have any enquiry in relation to registration, logging in and system related, please contact the **Technical Support:**

Technical Support : Digerati Technologies Sdn. Bhd.

Tel No. : +6011-6338 8316

: support@digerati.com.my Email