



VIZIONE[®]

Dedication, Innovation, Creation

VIZIONE HOLDINGS BERHAD

(Registration No. 199701026873 (442371-A))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Vizione Holdings Berhad (“Vizione” or the “Company”) will be held on a fully virtual basis from the Broadcast Venue at Boardroom, Level 22, PJX-HM Shah Tower, No. 16A, Persiaran Barat, 46050 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 20 April 2021 at 10.30 a.m. or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolution, with or without any modifications:

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 236,039,000 NEW ORDINARY SHARES IN VIZIONE (“VIZIONE SHARES” OR “SHARES”) (“PLACEMENT SHARES”), REPRESENTING NOT MORE THAN 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF VIZIONE (EXCLUDING TREASURY SHARES) (“PROPOSED PRIVATE PLACEMENT”)

“THAT subject to the approvals of all the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of Vizione (“Board”) to allot and issue up to 236,039,000 Placement Shares, representing not more than 30% of the total number of issued shares of the Company, by way of private placement to independent third-party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board (“Price-Fixing Date”), upon such terms and conditions as disclosed in the circular to the shareholders of the Company (“Shareholders”) dated 5 April 2021 (“Circular”);

THAT the issue price for each tranche of the Placement Shares will not be priced at more than 20% discount to the 5-day volume weighted average market price (“5D-VWAP”) of Vizione Shares immediately before the Price Fixing Date;

THAT the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes and in such manner as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approvals of the relevant authorities (where required) and in the best interest of the Company;

THAT the Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Placement Shares;

THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as Directors may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

**BY ORDER OF THE BOARD
VIZIONE HOLDINGS BERHAD**

**WONG YUET CHYN (MAICSA 7047163) (SSM PC 202008002451)
LEE WEE HEE (MAICSA 0773340) (SSM PC 201908004010)**
Company Secretaries

Kuala Lumpur
5 April 2021

Notes:

- 1. A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.*
- 2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.*
- 3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.*
- 4. Where a member is an Authorised nominee as defined under The Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.*
- 5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or fax to 03-6201 3121 or email to ir@shareworks.com.my not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.*
- 6. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.*
- 7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 12 April 2021, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.*
- 8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, the ordinary resolution set out above will be put to vote by way of poll.*

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