



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 virtual basis through live streaming and online remote participation and voting from the Broadcast Venue at Boardroom, Level 22, PJX-HM Shah Tower, No. 16A, Persiaran Barat, 46050 Petaling Jaya, Selangor Darul Ehsan on Friday, 22 October 2021 at 9.00 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 1

PROPOSED VARIATION OF THE UTILISATION OF PROCEEDS RAISED FROM THE PRIVATE PLACEMENT WHICH WAS COMPLETED ON 2 JUNE 2021 TO THE CURRENT INTENDED UTILISATION (“PROPOSED VARIATION”)

“**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 authorised to do all acts, deeds and things as are necessary to give full effect to the Proposed Variation with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Variation.”

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF VIZIONE AND ITS SUBSIDIARIES (“VIZIONE GROUP” OR “GROUP”) TO INCLUDE MANUFACTURING AND TRADING OF RUBBER GLOVES AND CONDOMS (“GLOVES AND CONDOMS BUSINESS”) (“PROPOSED DIVERSIFICATION”)

“**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 to implement the diversification of the business of Vizione and its subsidiaries to include the Gloves and Condoms Business;

AND THAT the Board be and is 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 Diversification 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 Diversification.”

ORDINARY RESOLUTION 3

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,369,132,778 NEW ORDINARY SHARES IN VIZIONE (“VIZIONE SHARES” OR “SHARES”) (“RIGHTS SHARES”) ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 1 EXISTING SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”), TOGETHER WITH UP TO 684,566,389 FREE DETACHABLE WARRANTS (“WARRANTS E”) ON THE BASIS OF 1 WARRANT E FOR EVERY 2 RIGHTS SHARES SUBSCRIBED FOR (“PROPOSED RIGHTS ISSUE OF SHARES WITH WARRANTS”)

“**THAT** subject to the approvals of all the relevant authorities and/or parties being obtained (where required), for the listing and quotation of the Rights Shares and Warrants E to be issued hereunder and the new Shares to be issued pursuant to the exercise of the Warrants E, the Board be and is hereby authorised to undertake the Proposed Rights Issue of Shares with Warrants as follows:

- (i) to provisionally allot and issue up to 1,369,132,778 Rights Shares together with up to 684,566,389 Warrants E. The Proposed Rights Issue of Shares with Warrants is to be implemented on a renounceable basis of 1 Rights Share for every 1 existing Vizione Share held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date (“**Entitled Shareholders**”), together with 1 Warrant E for every 2 Rights Shares subscribed for, at an issue price to be determined and announced by the Board at a later date, to raise minimum gross proceeds of RM10,230,600;
- (ii) to determine the issue price of the Rights Share and exercise price of the Warrants E which shall be announced later by the Board on the price fixing date, with a discount of not more than 20% to the theoretical ex-all price of Vizione Share;
- (iii) to enter into and execute the deed poll constituting the Warrants E (“**Deed Poll E**”) and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll E (including, without limitation, the affixing of the Company’s company seal, where necessary);
- (iv) allot and issue such number of additional Warrants E pursuant to adjustments as provided for under the Deed Poll E and as may be imposed, required or permitted by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and/or any other relevant authorities (where required) (“**Adjustment Warrants E**”), and to adjust from time to time the exercise price of the Warrants E as a consequence of the adjustments under the provisions of the Deed Poll E and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and/or any other relevant authorities (where required);
- (v) allot and issue new Vizione Shares credited as fully paid-up to the holders of Warrants E pursuant to the exercise of the Warrants E (including the Adjustment Warrants E, if any), during the tenure of the Warrants E; and
- (vi) utilise the proceeds to be derived from the Proposed Rights Issue of Shares with Warrants in the manners as set out in Section 6 of the circular to shareholders of Vizione and vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company, subject to the approval of the relevant authorities (where required).

THAT the Board be and is 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 Rights Issue of Shares with Warrants 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 Rights Issue of Shares with Warrants;

THAT the Rights Shares and new Shares to be issued arising from the exercise of Warrants E (including Adjustment Warrants E), shall, upon allotment and issuance, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Rights Shares and new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares and new Shares arising from the exercise of Warrants E (including Adjustment Warrants E);

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and the Warrants E arising from the Proposed Rights Issue of Shares with Warrants, if any, will be disregarded and/ or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company;

THAT the Rights Shares with Warrants E which are not taken up or validly taken up shall be made available for excess applications by the Entitled Shareholders and/or their renounee(s)/transferee(s) (if applicable). It is the intention of the Board to allocate the excess Rights Shares with Warrants E in a fair and equitable manner on a basis to be determined by the Board and announced thereupon by the Company; and

THAT the Warrants E shall be allotted and issued in the registered form on the basis that, subject to any adjustments to the subscription rights attached to the Warrants E under the provisions of the Deed Poll E, each Warrant E entitles its holder to subscribe for 1 Vizione Share at an exercise price to be determined later by the Board and on such terms and conditions and in such manner as the Board may determine, during its prescribed exercise period.

AND THAT this Ordinary Resolution 3 constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants E, and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue of Shares with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue of Shares with Warrants.”

**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
7 October 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.vizione@shareworks.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, 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 14 October 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 resolutions set out above will be put to vote by way of poll.*
- 9. The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.*