

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, solicitor, bank manager, accountant, banker or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Notice, 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 Notice.



VIZIONE®

Dedication, Innovation, Creation

VIZIONE HOLDINGS BERHAD
Registration No. 199701026873 (442371-A)
(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR
THE EXERCISE OF WARRANTS 2017/2022**

(Stock Name: **VIZIONE-WC**)
(Stock Code: **7070WC**)

IMPORTANT RELEVANT DATES

Last day, date and time for the trading of Warrants : Friday, 14 January 2022 at 5.00 p.m.

Day, date and time of suspension of trading of Warrants : Monday, 17 January 2022 at 9.00 a.m.

Last day, date and time for Transfer into depositor's CDS Account : Wednesday, 26 January 2022 at 4.30 p.m.

Last day, date and time for exercise of Warrants : Friday, 4 February 2022 at 5.00 p.m.

Day, date and time of expiry of Warrants : Friday, 4 February 2022 at 5.00 p.m.

Removal of Warrants 2017/2022 from the Official List of Bursa Malaysia Securities Berhad : Monday, 7 February 2022 at 9.00 a.m.

This Notice is dated 4 January 2022.

DEFINITIONS

Unless the context otherwise requires, the following definitions shall apply throughout this Notice:-

“Board”	: Board of Directors
“Bursa Depository”	: Bursa Malaysia Depository Sdn. Bhd. [198701006854 (165570-W)]
“Bursa Securities”	: Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
“CDS”	: Central Depository System
“Deed Poll”	: The deed poll executed by VHB on 9 December 2016 to constitute the Warrants 2017/2022 and to govern the rights of holders of the Warrants 2017/2022
“Exercise Form”	: The form in respect of the exercise of Warrants as set out in this Notice
“Exercise Money”	: The amount calculated by multiplying the Exercise Price by the aggregate number of New VHB Share(s) in respect of each of the Exercise Rights are being exercised at the same time, which the said amount shall be free of any foreign exchange commissions, remittance charges or other deductions
“Exercise Period”	: The period commencing the date of the issue of the Warrants on 17 October 2018 and ending at the close of business at 5.00 p.m. on the Expiry Date (both date inclusive)
“Exercise Price”	: Ringgit Malaysia Sen Seventy (RM0.70) only payable in respect of each new VHB share to which a Warrant Holder will be entitled to subscribe upon exercise of the Exercise Rights
“Exercise Rights”	: The rights of a Warrant Holder to subscribe for the number of New VHB Share(s) arising from the Warrants 2017/2022 at the Exercise Price and upon the terms of and subject to the conditions of the Deed Poll and Notice to Holders of Warrants 2017/2022
“Expiry Date”	: The date immediately preceding the fifth (5th) anniversary date of first issue of the Warrants, and if such date is not a Market Day, then on the immediate preceding Market Day. The expiry date is on Friday, 4 February 2022 at 5.00 p.m.
“LPD”	: 2 December 2021, being the latest practicable date of this Circular
“Market Day”	: A day on which the stock market of Bursa Securities is open for trading in securities
“New VHB Share(s)”	: New ordinary share(s) of VHB issued or to be issued (as the context may require) by VHB upon exercise of the Warrants
“Notice”	: Notice to Warrant Holders of VHB in relation to the expiry and last date for the exercise of Warrants
“Record of Depositors”	: The record consisting of name of depositors provided by Bursa Depository under the rules of Bursa Depository
“RM” and “Sen”	: Ringgit Malaysia and Sen, respectively

“Share Registrar	: ShareWorks Sdn. Bhd. [199101019611 (229948-U)]
“Supplemental Deed Poll”	: The supplemental deed poll dated 14 September 2018. All terms and references used in the supplemental deed poll and which are defined or construed in the Deed Poll but are not defined or construed in the Supplemental Deed Poll shall have the same meaning and construction in the Supplemental Deed Poll
“VHB” or “Company”	: Vizione Holdings Berhad [199701026873 (442371-A)]
“VHB Share(s)”	: Ordinary share(s) of VHB and shall include where applicable the New Share(s) issued
“Warrants 2017/2022” or “Warrants”	: VHB’ existing warrants issued on 17 October 2018 pursuant to the terms and conditions of the Deed Poll dated 9 December 2016 and Supplemental Deed Poll dated 14 September 2018 and will expire on 4 February 2022 at 5.00 p.m.
“Warrant Holders”	: Depositors whose names appear in the Record of Depositors as holder(s) of the Warrants

All references to “**you**” or “**your**” in this Notice are to the Warrant Holders of VHB.

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

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VIZIONE®

Dedication, Innovation, Creation

VIZIONE HOLDINGS BERHAD

Registration No. 199701026873 (442371-A)
(Incorporated in Malaysia)

Registered Office:-

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)

4 January 2022

Board of Directors

Dato' Mohd Zaihan bin Mohd Zain (*Independent Non-Executive Chairman*)
Dato' Ng Aun Hooi (*Managing Director*)
Mr. Bee Jian Ming (*Executive Director*)
Datuk Chong Loong Men (*Executive Director*)
Mr. Leow Wey Seng (*Independent Non-Executive Director*)
Mr. Ling Chi Hoong (*Independent Non-Executive Director*)
Ms. Tan Li Peng (*Non-Independent Non-Executive Director*)

To: The Warrant Holders of VHB

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2017/2022

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions as stipulated in the Deed Poll dated 9 December 2016 and Supplemental Deed Poll dated 14 September 2018, the exercise rights of the Warrants will expire at 5.00 p.m. on Friday, 4 February 2022.

As such, holders of Warrants intending to exercise their Warrants are advised to deliver the documents referred to in Section 3 of this Notice to the Share Registrar of VHB, ShareWorks Sdn. Bhd., No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not later than 5.00 p.m. on the Expiry Date.

The total number of outstanding Warrants 2017/2022 as at the LPD is 41,637,190.

Warrants not exercised by 5.00 p.m. on the Expiry Date will lapse and become null and void and ceases to be exercisable thereafter.

Accordingly, the Warrants will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Monday, 7 February 2022.

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

1. SUSPENSION OF TRADING AND LAST DATE FOR TRADING

To facilitate the Exercise Rights of the Warrant Holders, the trading of the Warrants will be suspended from trading on Bursa Securities with effect from 9.00 a.m., Monday, 17 January 2022 until the Expiry Date. Hence, the last trading day and time of for trading of the Warrants will be on Friday, 14 January 2022 at 5.00 p.m.

2. EXERCISE PRICE AND PAYMENT OF EXERCISE PRICE

The Exercise Price of the Warrants is RM0.70 for each new VHB Share. Accordingly, for illustration purposes, if you subscribe for 100 VHB Shares, the Exercise Price shall be RM70.00.

The Exercise Price of RM0.70 for each new VHB Share shall be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia, made out in favor of "**VIZIONE WARRANTS-C PROCEEDS ACCOUNT**" and crossed "**A/C Payee Only**" and endorsed on the reverse side with the name and address, NRIC/passport number/company registration number whichever applicable and CDS Account number of the Warrant Holders.

3. EXERCISE OF EXERCISE RIGHTS

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

- (a) Complete and execute the Exercise Form, a copy of which is attached to this Notice. Additional copies of the Exercise Form can be obtained from the Share Registrar of VHB, ShareWorks Sdn. Bhd., No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL); and
- (b) Deliver and reach the Share Registrar of VHB the following documents and remittances not later than 5.00 p.m. on the Expiry Date:-
 - (i) the Exercise Form duly completed and executed by you;
 - (ii) remittance for the full Exercise Price as mentioned in Section 2 above; and
 - (iii) remittance of a processing fee of RM21.20 (inclusive of 6% service tax) for each Exercise Form submitted, payable by banker's draft, cashier's order, money order or postal order made in favour of "**ShareWorks Sdn Bhd**" crossed "**A/C Payee Only**", or in cash if you deliver the documents to the Share Registrar of VHB personally.

In respect of the new VHB Shares to be issued to Warrant Holders pursuant to the exercise of the Warrants:-

- (a) the Company shall allot and issue the new VHB Shares, despatch the notices of allotment to the holders of Warrants and make an application to Bursa Securities for the quotation of the new VHB Shares within eight (8) market days from the receipt of a duly completed Exercise Form together with the requisite payment or such other period as may be prescribed by Bursa Securities;
- (b) such new VHB Shares shall be credited into the CDS Account specified by the holders of the Warrants after the allotment of the new VHB Shares. No physical share certificates shall be issued; and
- (c) such new VHB Shares shall rank *pari passu* in all respects with the existing ordinary shares in the capital of the Company except that they shall not rank for any dividends, rights, allotment and/or distributions the entitlement date of which is on or before the date of allotment of such new VHB Shares.

4. BOOK CLOSURE DATE

FURTHER NOTICE IS HEREBY GIVEN THAT in relation to the Warrants:-

- (a) Bursa Depository will not be accepting any request for the transfer of Warrants for the period commencing 4.30 p.m. on Wednesday, 26 January 2022 up to the Expiry Date.
- (b) Warrant Holders shall qualify for entitlement to subscribe for new VHB Shares in respect of the following:-
 - (i) Warrants transferred into the Depositor's CDS Account before 4.30 p.m. on Wednesday, 26 January 2022 in respect of ordinary transfer; and
 - (ii) Warrants bought on Bursa Securities on or before Friday, 14 January 2022, being the last day of trading of the Warrants.

5. EXPIRY OF WARRANTS

Warrant Holders should note that:-

- (a) If their Exercise Rights are not exercised and the relevant Exercise Form together with remittances are not delivered to the Company's Share Registrar by 5.00 p.m. on the Expiry Date, the Exercise Rights will lapse and become null and void and cease to be exercisable thereafter; and
- (b) All unexercised Warrants remaining in a Depositor's CDS Account as at 5.00 p.m. on the Expiry Date will be cancelled and debited from the respective Depositor's CDS Account on Monday, 7 February 2022.

6. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Directors of VHB 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 facts the omission of which would make any statement herein misleading.

7. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning the above should be addressed to the Share Registrar of VHB at:-

ShareWorks Sdn. Bhd.
Registration No. 199101019611 (229948-U)
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)
Tel : 03-6201 1120
Fax: 03-6201 3121

Yours faithfully,
For and on behalf of the Board
VIZIONE HOLDINGS BERHAD

DATO' NG AUN HOOI
Managing Director

VIZIONE HOLDINGS BERHAD
Registration No. 199701026873 (442371-A)
(Incorporated in Malaysia)

EXERCISE FORM FOR WARRANTS
IN RELATION TO WARRANTS 2017/2022 (“WARRANTS”) TO SUBSCRIBE FOR ORDINARY
SHARES IN VIZIONE HOLDINGS BERHAD (“VHB” OR “COMPANY”)

[To be executed and lodged with the Share Registrar to exercise the Exercise Rights in respect of the Warrants]

Issue Date : 17 October 2018

Expiry Date : 4 February 2022 (the day of Expiry is fall on 5 February 2022, not fall on a Market Day, if this date does not fall on a Market Day, then on the immediate preceding Market Day)

Exercise Rights : The rights or entitlement of a Warrant Holder to subscribe for one (1) new VHB Share for each Warrants 2017/2022 at the Exercise Price and upon the terms of and subject to the conditions of the Deed Poll, Supplemental Deed Poll and Notice to Holders of Warrants 2017/2022.

Exercise Price : The Exercise Price shall be RM0.70 for each new Share as the same may be adjusted in accordance with conditions of the Deed Poll and Supplemental Deed Poll.

Exercise Period : The period commencing the date of the issue of the Warrants on 17 October 2018 and ending at the close of business at 5.00 p.m. on the Expiry Date (both date inclusive). Any Warrants which are not exercised during the Exercise Period shall thereafter lapse and cease to be valid for any purpose.

To: **THE SHARE REGISTRAR OF VIZIONE HOLDINGS BERHAD**
ShareWorks Sdn. Bhd.
Registration No. 199101019611 (229948-U)
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)
Tel : 03-6201 1120
Fax: 03-6201 3121

Particulars of the Depositors

* Name of Depositor (Applicant) : _____

* Old Identity Card No./Passport No./Armed Forces Identity Card No./Police Personnel Identity Card No. : _____

* New NRIC No./Company Registration No. : _____

* Correspondence Address of Depositor : _____

* Contact No. : _____

* *All information given above must be as per information in the Bursa Malaysia Depository Sdn Bhd (“Central Depository”).*

I/We, the undersigned, being the Warrant Holder of the Warrants:-

- (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 Central Depository with regard to my/our account(s) with Central Depository Account(s) and further agree and confirm that in the event the aforesaid information differs from the information in Central Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll and Supplemental Deed Poll executed by the Company constituting the issue of the Warrants, to exercise my/our Exercise Rights in relation to the type and quantity(ies) of securities specified below and to subscribe and make payment as hereafter provided for such number of New Shares of the Company at the Exercise Price or such adjusted price as may for the time being applicable in accordance with the Deed Poll and Supplemental Deed Poll, and agree to accept such shares subject to the terms of the Constitution of the Company;
- (d) hereby make payment in full of the Exercise Monies for the New Shares in the quantity(ies) specified below by banker's draft/cashier's order/money order/postal order drawn on a bank or post office in Malaysia bearing no. _____ and amounting to RM _____ payable to **"VIZIONE WARRANTS-C PROCEEDS ACCOUNT"**;
- (e) hereby authorise you to instruct Central Depository to debit the quantity(ies) of securities specified below from my Central Depository Account(s) in the exercise of my/our rights herein in accordance with the provisions of the Deed Poll and Supplemental Deed Poll;
- (f) hereby confirm that the securities specified below intended for the exercise of rights are or have been designated as "free securities" in my/our Central Depository Account(s);
- (g) where I/we am/are entitled to receive New Shares upon exercise of my/our rights herein, I/we hereby authorise you to instruct Central Depository to credit the quantity(ies) of New Shares specified below into my/our Central Depository Account(s) stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein;
- (h) hereby confirm that after the submission of this form to the Registrar, I shall not dispose, transfer or change the securities intended for the exercise of rights herein, until the exercise is completed by the debiting of the securities from my Central Depository Account(s) or the exercise is rejected by the Registrar, whichever shall be applicable;
- (i) hereby undertake to fully indemnify the Company and Registrar against any losses, damage, liability, cost or expenses (including legal cost on a solicitor and client basis) demand, actions or proceedings made in respect of or arising from the debiting of the Warrants from my/our Central Depository Account(s), in reliance by you on this Exercise Form; and
- (j) hereby declare and agree that I/we have complied with all exchange control provisions, the provisions of the Securities Industry (Central Depositories) Act, 1991 and all other legal requirements applicable to the exercise of the Exercise Rights.

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SOURCE ACCOUNT FOR DEBITING OF WARRANTS AND TARGET ACCOUNT FOR CREDITING OF NEW SHARES																	
Securities Code	Type of securities	Quantity	CDS Account Number ADA & Branch Code / Account Number														
						-				-							

Dated this _____ day of _____

(If Warrant Holder is an individual)

Signature:

(If Warrant Holder is a Corporation/ Society)

The Common Seal of the Warrant Holder)
was hereunto affixed in the presence of:-)

.....
Director
Name:

.....
Director/Secretary
Name:

Notes:

- (1) No scrip will be issued to the Depositor as the result of any exercise of rights herein.
- (2) No Depositor shall be allowed to instruct crediting of New Shares into a Central Depository Account other than one of those from which the securities are to be debited.
- (3) In exercising the Exercise Rights, compliance must be made with any exchange control or other statutory requirement for the time being applicable.
- (4) A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Constitution of the Company and a certified true copy of which must be lodged or registered with the Registrar.
- (5) Terms and expressions used in this Exercise Form shall have the same meaning as defined in the Deed Poll and Supplemental Deed Poll constituting the issue of the Warrants.
- (6) Subject to these Conditions, the Exercise Rights can be exercised by the Depositor at any time during the Exercise Period.
- (7) The Exercise Price shall, during the Exercise Period, be Ringgit Malaysia Seventy (RM0.70) only payable in respect of each New Share or such price as may be adjusted in accordance with the terms of the Deed Poll and Supplemental Deed Poll constituting the Warrants.
- (8) Any Exercise Right which has not been exercised at the close of business at 5.00 p.m. in Malaysia on the Expiry Date will lapse and every Warrant will cease thereafter to be valid for any purpose.
- (9) The Warrant Holder shall pay a fee of Ringgit Malaysia Twenty One and Sen Twenty only (RM21.20) to ShareWorks Sdn. Bhd. for debiting your Warrants and crediting the New Shares.

(10) The attention of Warrant Holders is drawn to Rule 4.01 of the Malaysian Code on Take-Overs and Mergers 2016 and Section 217 of the Capital Markets and Services Act 2007 as amended from time to time. In general terms, these provisions regulate the acquisition of effective control of public companies. Warrant Holders should consider the implications of these provisions before they exercise their respective Exercise Rights. In particular, a Warrant Holder should consult the Securities Commission Malaysia, if:-

- (i) such Warrant Holder intends to acquire by exercise of the Exercise Rights represented by Warrants, whether at one (1) time or different times, New Shares which (together with the Shares owned or acquired by such Warrant Holder or persons acting in concert with such Warrant Holder) carry more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company; or
- (ii) such Warrant Holder, together with persons acting in concert, holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) but less than fifty percent (50%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company, and such Warrant Holder together with person acting in concert, intends to acquire, by exercise of Exercise Rights represented by Warrants in any period of six (6) months, additional New Shares increasing such percentage of the voting rights by more than two percent (2%) (or such other percentage as may be determined by the relevant regulatory authorities at any time); or
- (iii) such Warrant Holder, together with person acting in concert, holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company and:-
 - (a) such Warrant Holder intends to acquire, by exercise of the Exercise Rights represented by Warrants, whether at one (1) time or different times, New Shares which (together with the Shares owned and acquired by such Warrant Holder) carry more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company; or
 - (b) such Warrant Holder holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) but less than fifty percent (50%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company, and such Warrant Holder intends to acquire, by exercise of Exercise Rights represented by Warrants in any period of six (6) months, additional New Shares increasing such percentage of the voting rights by more than two percent (2%) (or such other percentage as may be determined by the relevant regulatory authorities at any time).

To: **THE SHARE REGISTRAR OF VIZIONE HOLDINGS BERHAD**
ShareWorks Sdn. Bhd.
Registration No. 199101019611 (229948-U)
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
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