

**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 2020/2023**

(Stock Name: VIZIONE-WD)  
(Stock Code: 7070WD)

**IMPORTANT RELEVANT DATES**

Last day, date and time for the trading of Warrants : Tuesday, 8 August 2023 at 5.00 p.m.  
2020/2023

Day, date and time of suspension of trading of : Wednesday, 9 August 2023 at 9.00 a.m.  
Warrants 2020/2023

Last day, date and time for Transfer into depositor's : Thursday, 17 August 2023 at 4.30 p.m.  
CDS Account

Last day, date and time for exercise of Warrants : Thursday, 24 August 2023 at 5.00 p.m.  
2020/2023

Day, date and time of expiry of Warrants 2020/2023 : Thursday, 24 August 2023 at 5.00 p.m.

Removal of Warrants 2020/2023 from the Official List : Friday, 25 August 2023 at 9.00 a.m.  
of Bursa Malaysia Securities Berhad

**This Notice is dated 21 July 2023.**

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## DEFINITIONS

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

Board	:	Board of Directors of Vizione
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. Registration No. 198701006854 (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad Registration No. 200301033577 (635998-W)
CDS	:	Central Depository System
Depositor	:	Holder of a Securities Account
Deed Poll	:	The deed poll executed by VHB on 18 August 2020 to constitute the Warrants D and to govern the rights of holders of the Warrants D
Exercise Form	:	The form in respect of the exercise of Warrants D 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 D on 25 August 2020 and ending at the close of business at 5.00 p.m. on the Expiry Date (both date inclusive)
Exercise Price	:	Ringgit Malaysia Sen Twenty-Two (RM0.22) only payable in respect of each new VHB share to which a Warrant Holders will be entitled to subscribe upon exercise of the Exercise Rights
Exercise Rights	:	The rights of a Warrant Holders to subscribe for the number of New VHB Share(s) arising from the Warrants D at the Exercise Price and upon the terms of and subject to the conditions of the Deed Poll and Notice to Holders of Warrants D
Expiry Date	:	The date immediately preceding the third (3rd) anniversary date of first issue of the Warrants D, and if such date is not a Market Day, then on the immediate preceding Market Day. The expiry date is on Thursday, 24 August 2023 at 5.00 p.m.
Issue Date	:	25 August 2020, being the date, on which Warrants D are allotted and issued under or pursuant to the Deed Poll
LPD	:	14 July 2023, 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 D

Notice	:	Notice to Warrant Holders of VHB in relation to the expiry and last date for the exercise of Warrants D
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
Securities Account	:	An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
Share Registrar	:	Workshire Share Registration Sdn. Bhd. Registration No. 202101030155 (1430455-D)
VHB or Company	:	Vizione Holdings Berhad Registration No. 199701026873 (442371-A)
VHB Share(s)	:	Ordinary share(s) of VHB and shall include where applicable the New Share(s) issued
Warrants D or Warrants 2020/2023	:	VHB' existing Warrants D issued on 25 August 2020 pursuant to the terms and conditions of the Deed Poll dated 18 August 2020 and will expire on 24 August 2023 at 5.00 p.m.
Warrant Holder(s)	:	Depositors whose names appear in the Record of Depositors as holder(s) of the Warrants D

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**<sup>®</sup>

*Dedication, Innovation, Creation*

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

**Registered Office:**

A3-3-8, Solaris Dutamas  
No. 1, Jalan Dutamas 1  
50480 Kuala Lumpur  
W.P. Kuala Lumpur  
Malaysia

21 July 2023

**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 2020/2023**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions as stipulated in the Deed Poll dated 18 August 2020, the exercise rights of the Warrants D will expire at **5.00 p.m. on Thursday, 24 August 2023** (Expiry Date).

As such, Holders of Warrants D intending to exercise their Warrants D are advised to deliver the documents referred to in Section 3 of this Notice to the Share Registrar of VHB, not later than 5.00 p.m. on the Expiry Date.

The total number of outstanding Warrants D as at the LPD is 410,841,492.

**Warrants D 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 D will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Friday, 25 August 2023.**

**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 D will be suspended from trading on Bursa Securities with effect from **Wednesday, 9 August 2023** at **9.00 a.m.** until the Expiry Date. Hence, the last trading day and time of for trading of the Warrants D will be on **Tuesday, 8 August 2023** at **5.00 p.m.**

**2. EXERCISE PRICE AND PAYMENT OF EXERCISE PRICE**

The Exercise Price of the Warrants D is RM0.22 for each new VHB Share. Accordingly, for illustration purposes, if you subscribe for 100 VHB Shares, the Exercise Price shall be RM22.00.

The Exercise Price of RM0.22 for each new VHB Share shall be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order or money order or postal order drawn on a bank or post office in Malaysia amounting to RM \_\_\_\_\_ (**Payment Sum**) made out in favour of "**Vizione Holdings Berhad**" 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 OR by way of internet bank transfer to bank account no. **5141 6966 9045** of the Company namely "**Vizione Holdings Berhad**" maintained with **Malayan Banking Berhad**. (*Proof of payment to be attached. i.e. bank transfer receipt*)

**3. EXERCISE OF EXERCISE RIGHTS**

If you are a Warrant Holders 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, **Workshire Share Registration Sdn. Bhd.** [Registration No. 202101030155 (1430455-D)] of A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia; 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 of RM1.20) for each Exercise Form submitted, payable by banker's draft, cashier's order, money order or postal order made in favour of "**Workshire Share Registration Sdn. Bhd.**" or by internet bank transfer to the bank account no. **5627 5971 1242** of the Share Registrar maintained with **Malayan Banking Berhad** (or such other fee as the Share Registrar may from time to time determine). (*Proof of payment to be attached. i.e. bank transfer receipt*)

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

- (a) the Company shall allot and issue the new VHB Shares, despatch the notices of

allotment to the Holders of Warrants D 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 D 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 D:

- (a) Bursa Depository will not be accepting any request for the transfer of Warrants D for the period commencing **4.30 p.m. on Thursday, 17 August 2023** 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 D transferred into the Depositor's CDS Account before **4.30 p.m. on Thursday, 17 August 2023** in respect of ordinary transfer; and
  - (ii) Warrants D bought on Bursa Securities on or before **5.00 p.m. on Tuesday, 8 August 2023**, being the last day for trading of the Warrants D.

#### **5. EXPIRY OF WARRANTS D**

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 D 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 Friday, 25 August 2023.

#### **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:

**Workshire Share Registration Sdn. Bhd.**

Registration No. 202101030155 (1430455-D)

A3-3-8, Solaris Dutamas

No. 1, Jalan Dutamas 1

50480 Kuala Lumpur

W.P. Kuala Lumpur

Telephone No. : 03-6413 3271/ 012-371 8858

Facsimile No. : 03-6413 3270

Yours faithfully,

For and on behalf of the Board

**VIZIONE HOLDINGS BERHAD**

**BEE JIAN MING**

Executive Director



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

**WARRANTS D EXERCISE FORM**

Expiry Date : 24 August 2023

Exercise Price : RM0.22

Exercise Period : At any time on or after 25 August 2020 but not later than 5.00 p.m. (Malaysia time) before 24 August 2023

(To be executed and lodged with the Share Registrar for the exercise of Exercise Rights to subscribe for New Shares in **Vizione Holdings Berhad** by the Holders of Warrants D forming part of an issue of up to 410,841,492 Warrants D)

**PARTICULARS OF DEPOSITOR**

\*Name of Depositor (Applicant) : \_\_\_\_\_

Qualifier (if any) : \_\_\_\_\_

\*Old/New NRIC/Company : \_\_\_\_\_  
Registration No.  
Passport/Armed Forces/ Police  
Personnel Registration No. \_\_\_\_\_

Correspondence Address of Depositor : \_\_\_\_\_

Contact Number : (H) \_\_\_\_\_  
: (O) \_\_\_\_\_

Email Address : \_\_\_\_\_

*(Information given above indicated with an asterisk (\*) must be as per information in the records of Bursa Malaysia Depository Sdn. Bhd. (Bursa Depository))*

**TO: VIZIONE HOLDINGS BERHAD (THE COMPANY)**

I/We, the undersigned, being the registered Holders of the said Warrants D hereby irrevocably elect, upon and subject to the Conditions set out in the **Third Schedule** of the Deed Poll dated 18 August 2020 executed by **VIZIONE HOLDINGS BERHAD** constituting the issue of the Warrants D, to exercise the Exercise Rights by debiting from my/our CDS Account(s) such number of the said Warrants D as specified in the table below and crediting into my/our CDS Account(s) such corresponding number of New Shares as specified in the table below.

I/We the undersigned:

- (i) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (ii) hereby confirm and declare that my/our particulars indicated above with an asterisk (\*) is identical with the information in the records of Bursa Depository with regard to my/our CDS Account(s) and I/we further agree and confirm that in the event the aforesaid particulars differ from the information in Bursa Depository's records, the exercise of my/our rights hereunder may at your discretion be rejected;
- (iii) hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity of warrants specified in the table below (Exercised Warrants D) from my/our CDS Account(s);

- (iv) hereby confirm that the Exercised Warrants D are or have been designated as "free securities" in my/our CDS Account(s) in accordance with the provisions of the Rules and further confirm that if this declaration is not correct, the exercise by me/us of the Exercise Rights herein may be rejected;
- (v) hereby irrevocably authorise you to instruct Bursa Depository to credit the quantity of New Shares specified in the table below into my/our CDS Account(s) and for the notice of allotment to be dispatched to me/us at my/our risk by registered post to the correspondence address mentioned above;
- (vi) hereby undertake after the submission of this Exercise Form to the Company, I/we shall not dispose, transfer, charge or otherwise encumber the Exercised Warrants D, until the exercise is completed by the debiting of the Exercised Warrants D from my/our CDS Account(s) or the exercise is rejected by the Company, whichever shall be applicable;
- (vii) hereby make payment in full for the New Shares by payment of the Exercise Price of RM0.22 only for each New Share subject to such adjustments of the Exercise Price as may for the time being be applicable in accordance with the Deed Poll and all other fees including stamp duty (if any) and any other payments required under the Securities Industry (Central Depositories) Act 1991 and the Rules of Bursa Depository in Ringgit Malaysia in the following manner:
- (1) by banker's draft or cashier's order or money order or postal order drawn on a bank or post office in Malaysia amounting to RM \_\_\_\_\_ (**Payment Sum**) made out in favour of "**Vizione Holdings Berhad**" 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
  - (2) by way of internet bank transfer to bank account no. **5141 6966 9045** of the Company namely "**Vizione Holdings Berhad**" maintained with **Malayan Banking Berhad**. (*Proof of payment to be attached. i.e. bank transfer receipt*)
- (viii) hereby agree to accept the New Shares allotted pursuant to my/our exercise of the Exercise Rights subject to the Constitution of the Company; and
- (ix) hereby undertake to fully indemnify and keep the Company indemnified against all claims, losses, damages, liabilities, costs and expenses including legal costs that may be suffered or incurred by the Company as a result of or arising from the Company acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.

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**SOURCE ACCOUNT FOR DEBITING OF WARRANTS D AND TARGET ACCOUNT FOR CREDITING OF NEW SHARES**

Number of Warrants D to be debited (under Securities Code: 7070WD)

Number of New Shares to be credited (under Securities Code: 7070)

CDS Account Number													
ADA & Branch Code / Account Number													
			-					-					

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

**\*\*If Warrant Holder is an individual**

\_\_\_\_\_  
Signature of Warrant Holder

**\*\*If Warrant Holder is a Corporation**

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

.....  
Director  
Name:

.....  
\*Director/Secretary  
Name:

OR

(ii) Signed in accordance with Section 66(2)(a) of the Act:

.....  
Sole Director  
Name:

.....  
Witness  
Name:

*[\*\* Please execute where appropriate]*

**Notes:**

1. Exercise Rights that have not been exercised by 5.00 p.m. on 24 August 2023 by the Warrant D Holders will lapse and be null and void.
2. No scrip will be issued to any Depositor as the result of any exercise of rights herein.
3. Subject to such exemptions as may be permitted by the relevant authorities, no Depositor shall be allowed to instruct the crediting of New Shares into a CDS Account other than those from which the Warrants D are to be debited.

4. In exercising the Exercise Rights represented by this Exercise Form, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
5. Terms and expressions used in this Exercise Form shall have the same meaning as defined in the Deed Poll constituting the issue of the Warrants D.
6. If any part of the Exercise Form is not duly completed, the Company may at its election deem any exercise or purported exercise of the Exercise Rights as invalid.
7. Where the relevant payment made for the New Shares is less than the full amount of the Exercise Monies required, the Warrant D Holders is deemed to have authorised the Company to, and the Company may, but is not obliged to, treat the exercise by the Warrant D Holders of his Exercise Rights up to such a reduced whole number of Warrants D that is sufficiently paid for. In such an event, the Warrant D Holders is deemed to have exercised his Exercise Rights in respect of such reduced whole number of Warrants D.
8. The exercising Warrant D Holders shall pay such deposition or other fees for the time being chargeable and payable (if any) and such stamp duty, issue, registration or other similar taxes or duties (if any) arising on the exercise of the relevant Warrants D as the Share Registrar may require, including the processing fee of RM21.20 (inclusive of 6% service tax of RM1.20) per transaction by cash or cheque no. \_\_\_\_\_ made payable to “**Workshire Share Registration Sdn. Bhd.**” or by internet bank transfer to the bank account no. **5627 5971 1242** of the Share Registrar maintained with **Malayan Banking Berhad** (or such other fee as the Share Registrar may from time to time determine). (*Proof of payment to be attached. i.e. bank transfer receipt*)
9. The exercising Warrant D Holders shall furnish such evidence (if any) as the Share Registrar may require to determine the due execution of the Exercise Form by or on behalf of the exercising Warrant D Holders.

**Attention:**

The attention of Warrant D Holders is drawn to the Malaysian Code on Take-overs and Mergers 2016, Rule 4 of the Rules on Take-overs, Mergers and Compulsory Acquisitions, Capital Markets and Services Act 2007 and other relevant legislations as amended from time to time. In general terms, these provisions regulate the acquisition of effective control of public companies. Warrant D Holders should consider the implications of these provisions before they exercise their respective Exercise Rights. In particular, a Warrant D Holders should consult the Securities Commission Malaysia, if:

- (i) such Warrant D Holders intends to acquire, by exercise of the Exercise Rights represented by the Warrants D, whether at one (1) time or different times, Shares in the Company resulting in the Warrant D Holders obtaining control of the Company; or
- (ii) such Warrant D Holders, holding more than thirty-three per centum (33%) of the voting shares or voting rights in the Company but not more than fifty per centum (50%) of the voting shares or voting rights in the Company, intends to acquire, by exercise of Exercise Rights represented by the Warrants D in any period of six (6) months, additional Shares thereby increasing such percentage of his voting rights by more than two per centum (2%); or
- (iii) such Warrant D Holders, together with persons acting in concert with him, holds more than thirty-three per centum (33%) of the voting shares or voting rights in the Company and where an acquisition of voting shares or voting rights in the Company by any member of the group of persons acting in concert results in the acquiring member:
  - (a) acquiring more than thirty-three per centum (33%) of the voting shares or voting rights in the Company; or

- (b) acquiring more than two per centum (2%) of the voting shares in the Company within a period of six (6) month (where the acquiring member already holds more than thirty-three per centum (33%) but not more than fifty per centum (50%) of the voting shares or voting rights in the Company).

To: **THE SHARE REGISTRAR OF VIZIONE HOLDINGS BERHAD**  
**Workshire Share Registration Sdn. Bhd.**  
Registration No. 202101030155 (1430455-D)  
A3-3-8, Solaris Dutamas  
No. 1, Jalan Dutamas 1  
50480 Kuala Lumpur  
W.P. Kuala Lumpur  
Telephone No. : 03-6413 3271/ 012-371 8858  
Facsimile No. : 03-6413 3270

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