



**VIZIONE**<sup>®</sup>

*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 (“**EGM**”) 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 a broadcast venue, at Boardroom, Level 22, PJX-HM Shah Tower, No. 16A, Persiaran Barat, 46050 Petaling Jaya, Selangor Darul Ehsan on Thursday, 12 September 2024 at 2.30 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

### **SPECIAL RESOLUTION**

**PROPOSED CONSOLIDATION OF EVERY 5 EXISTING ORDINARY SHARES IN VIZIONE (“VIZIONE SHARES” OR “SHARES”) INTO 1 VIZIONE SHARE (“CONSOLIDATED SHARES”) (“PROPOSED SHARE CONSOLIDATION”)**

“**THAT** subject to the relevant approvals being obtained from the relevant authorities and/or parties (if required), approval be and is hereby given to the Company to give effect to the Proposed Share Consolidation and the approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to consolidate every 5 existing Vizione Shares held by the shareholders of Vizione, whose names appear in Vizione’s Record of Depositors as at the close of business on an entitlement date to be determined and announced by the Board at a later date, into 1 Consolidated Share;

**THAT** the Consolidated Shares and consolidated warrants 2022/2025 of Vizione shall respectively, upon issuance and allotment, rank pari passu in all respects with one another AND THAT the fractional entitlements arising from the Proposed Share Consolidation in respect of the Consolidated Shares, if any, shall be disregarded and/or dealt with by the Board in such manner at its absolute discretion as it may deem fit or expedient and in the best interests of the Company;

**AND THAT** the Board be and is hereby authorised with full power to do all such acts, deeds and things and to execute and deliver on behalf of the Company all such documents and/or agreements as the Board may deem fit, necessary or expedient or appropriate in the best interests of the Company, in order to finalise, implement and/or give effect to the Proposed Share Consolidation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed or required by the relevant authorities.”

### **ORDINARY RESOLUTION**

**PROPOSED PRIVATE PLACEMENT OF UP TO 143,000,000 NEW VIZIONE SHARES AFTER THE PROPOSED SHARE CONSOLIDATION TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AND AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)**

“**THAT** subject to the passing of the Special Resolution and the necessary, approvals of all the relevant authorities and/or parties, if applicable, approval be and is hereby given to the Board to issue and allot up to 143,000,000 new Vizione Shares (“**Placement Shares**”) by way of private placement to independent third-party investor(s), who qualify under Schedule 6 and Schedule 7 of the Capital Markets and Services Act, 2007 to be identified later in one 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 16 August 2024 ("**Circular**").

**THAT** approval be and is hereby given to the Board to determine the issue price for each tranche of the Placement Shares at a later date based on a discount of not more than 20% to the 5-day volume-weighted average market price of the Consolidated Shares up to and including the last trading day immediately prior to the Price-Fixing Date for each tranche.

**THAT** such Placement Shares shall, upon issuance and allotment, 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 dividend, 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 issuance and allotment of the Placement Shares.

**THAT** the Board be and is hereby authorised to utilise the proceeds to be raised 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 from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, or in the best interest of the Company, subject to the approval of the relevant authorities and in the best interest of the Company (where required).

**THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Private Placement.

**THAT** pursuant to Section 85 of the Companies Act 2016 ("**Act**"), read together with Clause 65 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the Shareholders to be offered new Vizione Shares ranking equally to the existing issued Vizione Shares arising from any issuance of new Vizione Shares pursuant to the Proposed Private Placement.

**THAT** the Board is exempted from the obligation to offer such new Shares first to the existing shareholders of the Company in proportion to their respective shareholdings in the Company in respect of the issuance and allotment of new Placement Shares pursuant to 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 the 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 No. 202008002451)**  
**Company Secretary**

Kuala Lumpur

16 August 2024

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 A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or email to [infosr@wscs.com.my](mailto:infosr@wscs.com.my) not less than forty-eight (48) hours before the time appointed for holding this meeting or adjourned meeting at which the person named in such instrument proposes to vote, 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 2 September 2024, 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 Malaysia Securities Berhad, 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 for the meeting.

**10. Personal Data Privacy**

By registering for the meeting via remote participation and electronic voting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the EGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (which includes any adjournments thereof); and (c) for the Company's (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively the Purpose); (ii) warrants that he/she has obtained such proxy(ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and/or representative(s)' personal data for the Purposes; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010.

Explanatory Notes:

Section 85(1) of the Act provides that:

*“Subject to the constitution, where a company issues 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.”*

Clause 65 of the Constitution of the Company states that:

*“Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares or other convertible securities shall before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or other convertible securities to which they are entitled. The offer shall be made by notice specifying the number of shares or other convertible 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 other convertible securities offered, the Directors may dispose of those shares or other convertible securities in such manner as they think most beneficial to the Company. The directors may likewise so dispose of any new shares or other convertible securities which (by reason of the ratio which the new shares or other convertible securities bear to shares or other convertible securities held by persons entitled to an offer of new shares or other convertible securities) cannot, in the opinion of the Directors, be conveniently offered under this Constitution.”*

Section 85(1) of the Act, when read together with Clause 65 of the Constitution of the Company, the existing shareholders of the Company have a statutory pre-emptive right to be offered any new shares which rank equally to existing shares issued by the Company ("**Statutory Pre-Emptive Right**"). By you voting in favour of the proposed Ordinary Resolution, you will be waiving your Statutory Pre-Emptive Right and the proposed Ordinary Resolution, if passed, will exclude your Statutory Pre-Emptive Right to be offered any new shares to be allotted and issued by the Company pursuant to the Proposed Private Placement which will result in a dilution to your shareholding in the Company.