

THIS CIRCULAR TO SHAREHOLDERS OF VIZIONE HOLDINGS BERHAD (“VIZIONE” OR THE “COMPANY”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

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VIZIONE®

Dedication, Innovation, Creation

VIZIONE HOLDINGS BERHAD

(Registration No. 199701026873 (442371-A))

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- (I) **PROPOSED CONSOLIDATION OF EVERY 5 ORDINARY SHARES IN VIZIONE (“VIZIONE SHARES” OR “SHARES”) INTO 1 VIZIONE SHARE (“PROPOSED SHARE CONSOLIDATION”); AND**
- (II) **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”)**

(COLLECTIVELY, THE “PROPOSALS”)

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Principal Adviser

TA SECURITIES

AN UNWAVERING COMMITMENT

TA SECURITIES HOLDINGS BERHAD

(Registration No. 197301001467 (14948-M))

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting of the Company (“EGM”) 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. The Notice of EGM together with the Form of Proxy, Administrative Guide and this Circular are available at the Company’s website at <https://www.vizione.com.my>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely.

If you are unable to participate in the EGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) 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 via email to infosr@wscs.com.my not less than 48 hours before the date and time for holding the EGM indicated below or at any adjournment thereof. The completion and lodging of the Form of Proxy will not preclude you from attending and voting at the virtual EGM should you subsequently wish to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

Last day, date and time for lodging the Form of Proxy	:	Tuesday, 10 September 2024 at 2.30 p.m
Day, date and time of the EGM	:	Thursday, 12 September 2024 at 2.30 p.m
Online meeting platform of the EGM	:	https://rebrand.ly/VizioneEGM

This Circular is dated 16 August 2024

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

- 2019 Private Placement** : Private placement of 56,228,664 placement shares (representing 10% of the then existing total number of issued Shares), which was undertaken by way of general mandate approved by Shareholders at an annual general meeting and completed on 20 February 2020. Further details of 2019 Private Placement are set out in the Company's announcement dated 16 August 2019
- 2020 Private Placement** : Private placement of 170,000,000 placement shares (representing approximately 30% of the then existing total number of issued Shares), which was approved by Shareholders at an EGM on 18 June 2020 and completed on 26 November 2020. Further details of 2020 Private Placement are set out in the Company's circular dated 3 June 2020
- 2021 Private Placement** : Private placement of 236,039,000 placement shares (representing 30% of the then existing total number of issued Shares), which was approved by Shareholders at an EGM on 20 April 2021 and completed on 2 June 2021. Further details of 2021 Private Placement are set out in the Company's circular dated 5 April 2021
- 2022 Rights Issue with Warrants** : Rights issue of 1,022,900,003 rights shares together with free 511,449,980 Warrants E (on the basis of 1 rights share for every 1 existing share together with 1 free Warrants E for every 2 rights shares), which was approved by Shareholders at an EGM on 22 October 2021 and completed on 7 March 2022. Further details of the Rights Issue with Warrants are set out in the Company's abridged prospectus dated 4 February 2022
- Act** : The Companies Act 2016 as amended from time to time and any re-enactment thereof
- Adjustments** : Adjustments to be made to the exercise price and/or number of outstanding Warrants E in accordance with the provisions of the Deed Poll E consequential to the Proposed Share Consolidation
- Board** : Board of Directors of Vizione
- Books Closing Date** : A date to be determined and announced later by the Board, at the close of business on which the Shareholders must be registered in the Record of Depositors of the Company as at 5.00 p.m. in order to be entitled to participate in the Proposed Share Consolidation
- Bursa Depository** : Bursa Malaysia Depository Sdn Bhd (198701006854 (165570-W))
- Bursa Securities** : Bursa Malaysia Securities Berhad (200301033577 (635998-W))
- Circular** : This circular in relation to the Proposals
- Consolidated Share(s)** : Shares that have been consolidated following the completion of the Proposed Share Consolidation
- Consolidated Warrants E** : Adjusted Warrants E following the completion of the Proposed Share Consolidation
- COVID-19** : Coronavirus disease of 2019
- Deed Poll E** : Deed poll constituting the Warrants E dated 14 January 2022

DEFINITIONS (CONT'D)

Directors	:	Directors of the Company for the time being and shall have the meaning ascribed to it in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and Director shall be construed accordingly
EGM	:	Extraordinary general meeting
EPS	:	Earnings per Share
FYE	:	Financial year(s) ended / ending
FPE	:	Financial period(s) ended / ending
GDP	:	Gross domestic product
GL	:	Gross loss
GP	:	Gross profit
Interested Person	:	A director, major shareholder or chief executive of Vizione or a holding company of Vizione
LAT	:	Loss after taxation
LBT	:	Loss before taxation
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	2 August 2024, being the latest practicable date prior to the printing of this Circular
LPS	:	Loss per Share
Market Day	:	Any day(s) on which Bursa Securities is open for trading in securities
Maximum Scenario	:	Assuming all the outstanding Warrants E are exercised into new Shares prior to the Books Closing Date
Minimum Scenario	:	Assuming none of the outstanding Warrants E are exercised into new Shares prior to the Books Closing Date
NA	:	Net assets
PAT	:	Profit after tax
PBT	:	Profit before tax
Placement Shares	:	Up to 143,000,000 new Shares to be issued pursuant to the Proposed Private Placement
Proposals	:	Collectively, the Proposed Share Consolidation and the Proposed Private Placement
Proposed Placement	Private :	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

DEFINITIONS (CONT'D)

Proposed Consolidation Share	:	Proposed consolidation of every 5 existing Vizione Shares into 1 Vizione Share
Record of Depositors	:	A record of securities holders provided by Bursa Depository under the Rules of Bursa Depository
Shareholders	:	Registered holders of Vizione Shares
SSN Medical	:	SSN Medical Products Sdn Bhd (199701026395 (441893-K))
TA Securities or the Principal Adviser	:	TA Securities Holdings Berhad (197301001467 (14948-M))
TTSB	:	Tunjang Tenaga Sdn Bhd (200701018821(776832-K))
Vizione or the Company	:	Vizione Holdings Berhad (199701026873 (442371-A))
Vizione Group or the Group	:	Collectively, the Company and its subsidiaries
Vizione Shares or Shares	:	Ordinary shares in the Company
VWAP	:	Volume-weighted average market price
Warrants C	:	Warrants 2017/2022 of the Company, which was issued on 6 February 2017 and expired on 4 February 2022. Each Warrant C holder is entitled the right to subscribe for 1 Share for each warrant held at an exercise price of RM0.70
Warrants D	:	Warrants 2020/2023 of the Company, which was issued on 25 August 2020 and expired on 24 August 2023. Each Warrant D holder is entitled the right to subscribe for 1 Share for each warrant held at an exercise price of RM0.22
Warrants E	:	Existing warrants 2022/2025 of the Company, which was issued on 2 March 2022 and expiring on 1 March 2025. Each warrant holder is entitled the right to subscribe for 1 Share at an exercise price of RM0.08

All references to “you” in this Circular are to the Shareholders.

In this Circular, words referring to the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated. Any discrepancies in the tables between the amounts stated, actual figures and the totals thereof in this Circular are due to rounding.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by the Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. There can be no assurance that such forward-looking statements will materialise, be fulfilled or be achieved, and the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that the Company’s plans and objectives will be achieved.

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EXECUTIVE SUMMARY

This Executive Summary of the Proposals only highlights the key information from other parts of the Circular. It does not contain all the information that may be important to you. You should read and understand the contents of the whole Circular for further details before voting at the EGM.

Summary

Summary of the Proposals

1. Proposed Share Consolidation

The Proposed Share Consolidation entails the consolidation of every 5 existing Shares held by the Shareholders, whose names appear in the Company's Record of Depositors at the close of business on the Books Closing Date, into 1 Consolidated Share.

It is the intention of the Company to implement the Proposed Share Consolidation prior to the implementation of the Proposed Private Placement.

Please refer to **Section 2** of this Circular for further information.

2. Proposed Private Placement

The Proposed Private Placement entails the issuance of up to 143,000,000 Placement Shares, representing approximately:

- (i) 34.92% of the total number of Consolidated Shares upon completion of the Proposed Share Consolidation, assuming none of the outstanding Warrants E are exercised into new Shares prior to the Books Closing Date; and
- (ii) 27.94% of the total number of Consolidated Shares upon completion of the Proposed Share Consolidation, assuming all the outstanding Warrants E are exercised into new Shares prior to the Books Closing Date.

The issue price shall be fixed at a price based on the 5-day VWAP of the Consolidated Shares up to and including the last trading day immediately preceding the price-fixing date, with a discount of not more than 20%.

Please refer to **Section 3** of this Circular for further information.

Utilisation of proceeds

Based on an illustrative issue price of RM0.22 per Placement Share, the gross proceeds to be raised from the Proposed Private Placement are intended to be utilised in the following manner:

Utilisation of proceeds	Expected timeframe for utilisation from completion of the Proposed Private Placement	Amount (RM'000)	(%)
(i) Funding for the Residensi Sentral Project	Within 36 months	31,060	98.73
(ii) Estimated expenses for the Proposals	Within 2 months	400	1.27
Total		31,460	100.00

Please refer to **Section 3.7** of this Circular for further information.

Summary**Rationale for the Proposals****1. Proposed Share Consolidation**

The reduction in the number of Shares available in the market may reduce the volatility of the trading price for the Shares. As the Shares are currently traded at a relatively low price range, a small movement in the share price may be significant in percentage terms.

2. Proposed Private Placement

The Proposed Private Placement would enable the Group to raise additional funds expeditiously without having to incur interest costs or service principal repayments as compared to bank borrowings. In turn, this allows the Company to preserve its cash flow.

Please refer to **Section 4** of this Circular for further information.

Approvals required

The Proposals are subject to approvals being obtained from the following:

- (i) Bursa Securities for the following:
 - (a) Proposed Share Consolidation; and
 - (b) listing and quotation of up to 143,000,000 Placement Shares to be issued pursuant to the Proposed Private Placement;on the Main Market of Bursa Securities;
- (ii) Shareholders at the forthcoming EGM; and
- (iii) any other relevant parties / authorities, if required.

Please refer to **Section 8** of this Circular for further information.

Interests of Directors, major Shareholders, chief executive and/or persons connected to them

None of the Directors, major Shareholders, chief executive and/or persons connected to them have any interest, whether direct or indirect, in the Proposals.

Please refer to **Section 11** of this Circular for further information.

Board's recommendation

The Board, having considered the current and prospective financial position, needs and capacity of the Group, and after careful deliberation and taking into consideration the rationale and all other aspects of Proposals, is of the opinion that the Proposals are in the best interests of the Company.

Accordingly, the Board recommends that you vote in favour of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

Please refer to **Section 12** of this Circular for further information.



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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

16 August 2024

Board of Directors

Dato' Jasmy Bin Ismail (Independent Non-Executive Chairman)
Dato' Ng Aun Hooi (Managing Director)
Bee Jian Ming (Executive Director)
Chong Yee Hing (Executive Director)
Leow Wey Seng (Independent Non-Executive Director)
Ling Chi Hoong (Independent Non-Executive Director)
Tan Li Peng (Non-Independent Non-Executive Director)

To: The Shareholders of Vizione

Dear Sir / Madam,

PROPOSALS

1. INTRODUCTION

On 6 March 2024, TA Securities had, on behalf of the Board, announced that the Company proposes to undertake the Proposals.

Subsequently, on 12 July 2024, TA Securities had, on behalf of the Board, announced additional information in relation to the Proposed Private Placement, whereby the Board has resolved to change the intended use of proceeds to be raised from the Proposed Private Placement (after paying expenses for the Proposals) to only fund the construction project awarded by Pan Sejati Development (M) Sdn Bhd ("**PSD**") ("**Residensi Sentral Project**"), after taking into consideration, among others, the following:

- (i) the Group had commenced construction for the Residensi Sentral Project and as such, this provides higher certainty on the completion of this project; and
- (ii) in view of item (i), the Residensi Sentral Project will require immediate funding for its construction costs. The estimated total construction cost of the Residensi Sentral Project is approximately RM492.61 million.

On 5 August 2024, TA Securities had, on behalf of the Board, announced that Bursa Securities had vide its letter dated 5 August 2024 granted its approval for the following:

- (i) Proposed Share Consolidation; and
- (ii) listing and quotation of up to 143,000,000 Placement Shares to be issued pursuant to the Proposed Private Placement.

The approval of Bursa Securities is subject to the conditions as set out in **Section 8** of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH RELEVANT INFORMATION ON THE PROPOSALS AND TO SET OUT THE VIEWS AND RECOMMENDATION OF THE BOARD AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS WHICH WILL BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE EGM AND THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES BEFORE VOTING ON THE RESOLUTIONS TO GIVE EFFECT TO THE PROPOSALS AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED SHARE CONSOLIDATION

The Proposed Share Consolidation entails the consolidation of every 5 existing Shares held by the Shareholders, whose names appear in the Company's Record of Depositors at the close of business on the Books Closing Date, into 1 Consolidated Share. The consolidation ratio of every 5 existing Shares into 1 Consolidated Share was arrived at after considering the following:

- (i) the theoretical market price of each Share and the reduced number of Shares in issue after the Proposed Share Consolidation. The reduction in the number of Shares available in the market may reduce the volatility of the trading price for the Shares. As the Shares are currently traded at relatively low price range, a small movement in the share price may be significant in percentage terms; and
- (ii) the higher share price resulting from the Proposed Share Consolidation will provide the Company with more flexibility in fixing the issue price for future corporate proposals (including the Proposed Private Placement), if any.

After taking into consideration the rationale and justifications as set out above, the Board is of the opinion that the consolidation ratio of every 5 existing Shares into 1 Consolidated Share is a ratio that meets the Company's rationale for the Proposed Share Consolidation as set out in **Section 4.1** of this Circular.

It is the intention of the Company to implement the Proposed Share Consolidation prior to the implementation of the Proposed Private Placement.

As at the LPD, the Company has 2,047,680,920 Shares (including 1,720,000 treasury shares). The Company has 511,449,980 outstanding Warrants E.

For illustration purposes, pursuant to the Proposed Share Consolidation:

- (i) assuming none of the outstanding Warrants E are exercised into new Shares prior to the Books Closing Date, the 2,047,680,920 Shares (including 1,720,000 treasury shares) as at the LPD will be consolidated into 409,536,184 Consolidated Shares; and
- (ii) assuming all the outstanding Warrants E are exercised into new Shares prior to the Books Closing Date, the enlarged number of 2,559,130,900 Shares will be consolidated into 511,826,180 Consolidated Shares.

The actual number of Consolidated Shares will be determined based on the total number of issued shares of the Company at the Books Closing Date after taking into consideration any new Shares that may be issued arising from the exercise of any outstanding Warrants E.

Fractional entitlements arising from the Proposed Share Consolidation, 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 interest of the Company.

The Proposed Share Consolidation will result in a reduction in the number of Shares available in the market. As such, the trading prices of the Shares will be adjusted accordingly in proportion to the basis of the Proposed Share Consolidation. Shareholders are strongly advised to trade cautiously to prevent overselling of their position in respect of their Shares.

2.1 Theoretical adjusted reference price of the Consolidated Shares

The Proposed Share Consolidation will result in an adjustment to the reference price of the Shares as quoted on the Main Market of Bursa Securities but theoretically shall not have any impact on the total market value of the Shares held by the Shareholders.

For illustration, based on the last transacted market price of the Shares as at the LPD, the theoretical adjusted reference price of the Consolidated Shares upon completion of the Proposed Share Consolidation is as follows:

	No. of Shares	Closing market price / Theoretical adjusted reference price per Share (RM)	Total value ⁽¹⁾ (RM)
As at the LPD	2,047,680,920	0.05	102,384,046
After the Proposed Share Consolidation	409,536,184	0.25	102,384,046

Notes:

(1) The total value is arrived at by multiplying the number of Shares with the closing market price / theoretical adjusted reference price per Share.

(2) The theoretical adjusted reference price is arrived at based on the following formula:

$$\begin{aligned}
 \text{Theoretical adjusted reference price} &= \text{Market price per Share} \times \frac{\text{Number of Shares before the Proposed Share Consolidation}}{\text{Number of Shares after the Proposed Share Consolidation}} \\
 &= \text{RM0.05} \times \frac{2,047,680,920}{409,536,184} \\
 &= \text{RM0.25}
 \end{aligned}$$

The Proposed Share Consolidation will also result in an adjustment to the reference price of the existing Warrants E. For illustration, based on the last transacted market price of the Warrants E as at the LPD, the theoretical adjusted reference price of the Warrants E upon completion of the Proposed Share Consolidation is as follows:

	No. of Warrants E	Closing market price / Theoretical adjusted reference price per Warrant E (RM)	Total value ⁽¹⁾ (RM)
As at the LPD	511,449,980	0.005	2,557,250
After the Proposed Share Consolidation	102,289,996	0.025	2,557,250

Notes:

- (1) The total value is arrived at by multiplying the number of Warrants E with the closing market price / theoretical adjusted reference price per Warrant E.
- (2) The theoretical adjusted reference price is arrived at based on the following formula:

$$\begin{aligned}
 \text{Theoretical adjusted reference price} &= \text{Market price per Warrant E} \times \frac{\text{Number of Warrants E before the Proposed Share Consolidation}}{\text{Number of Warrants E after the Proposed Share Consolidation}} \\
 &= \text{RM0.005} \times \frac{511,449,980}{102,289,996} \\
 &= \text{RM0.025}
 \end{aligned}$$

Based on the illustration above, the Proposed Share Consolidation will increase the reference prices of the Shares and Warrants E respectively but it will not have any impact on the total value of these securities, save for the following:

- (i) fractional entitlements which 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 interest of the Company; and
- (ii) potential differential in the traded prices of odd lots by Shareholders / Warrants E holders holding these securities in odd lots resulting from the Proposed Share Consolidation.

Fractional entitlement refers to entitlement of less than 1 Share arising from the Proposed Share Consolidation whilst odd lot refers to a shareholding of less than 100 Shares in total or of any quantity which is not a multiple of 100 Shares.

It should be further noted that odd lots can still be traded in the odd lot market of Bursa Securities, albeit they may be relatively illiquid and with different pricing, which may be at a premium or discount relative to the prevailing market price of the Shares.

For illustration, there was only 2,382 Shares traded in the odd lot market of Bursa Securities for the past 12 months up to the LPD. The aforesaid Shares were traded at prices ranging between a discount of 92.31% and premium of 509.09%, with an average discount of 54.98%, as compared to the prevailing daily VWAP of the Shares on the same day. As for Warrants E, there was no trading in the odd lot market of Bursa Securities for the past 12 months up to the LPD. (Source: Bloomberg)

Further, the Proposed Share Consolidation is expected to result in adjustments to the exercise price and number of Warrants E, further details of which are set out in **Section 6.5** of this Circular.

2.2 Ranking of the Consolidated Shares and Consolidated Warrants E

The Consolidated Shares shall rank equally in all respects with one another.

The Consolidated Warrants E shall rank equally in all respects with one another.

2.3 Suspension of trading, listing date and notices of allotment

There will not be any suspension of trading of the Shares and Warrants E on the Main Market of Bursa Securities pursuant to the Proposed Share Consolidation.

The Consolidated Shares and Consolidated Warrants E will be listed and quoted on the Main Market of Bursa Securities on the next Market Day after the Books Closing Date.

The notices of allotment of the Consolidated Shares and Consolidated Warrants E will be issued and despatched to the entitled holders within 4 Market Days after the listing and quotation of the Consolidated Shares and Consolidated Warrants E on the Main Market of Bursa Securities.

3. DETAILS OF THE PROPOSED PRIVATE PLACEMENT

3.1 Size of placement

The Proposed Private Placement entails the issuance of up to 143,000,000 Placement Shares, representing approximately:

- (i) 34.92% of the total number of Consolidated Shares upon completion of the Proposed Share Consolidation, assuming none of the outstanding Warrants E are exercised into new Shares prior to the Books Closing Date; and
- (ii) 27.94% of the total number of Consolidated Shares upon completion of the Proposed Share Consolidation, assuming all the outstanding Warrants E are exercised into new Shares prior to the Books Closing Date.

3.2 Placement arrangement

The Placement Shares are intended to be placed to independent third-party investor(s) to be identified later. The Placement Shares are not intended to be placed to the following persons:

- (i) Interested Person;
- (ii) a person connected with an Interested Person; or
- (iii) nominee corporations, unless the names of the ultimate beneficiaries are disclosed.

The Proposed Private Placement may be implemented in one or multiple tranches. The implementation of the placement arrangement in multiple tranches would provide flexibility to the Company to procure interested investors to subscribe for the Placement Shares from time to time.

The issue price for each tranche of the Placement Shares will be determined separately. The basis of determining the issue price of the Placement Shares will be in accordance with market-based principles.

3.3 Ranking of the Placement Shares

The Placement Shares shall, upon allotment, issuance and payment of the issue price, rank equally in all respects with the Consolidated 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 Shareholders, the entitlement date of which is prior to the date of allotment of the Placement Shares.

3.4 Listing and quotation of the Placement Shares

The Placement Shares will be listed on the Main Market of Bursa Securities.

3.5 Basis and justification of the issue price of the Placement Shares

The issue price of the Placement Shares in each tranche will be determined by the Board after taking into consideration the prevailing market conditions. The issue price shall be fixed at a price based on the 5-day VWAP of the Consolidated Shares up to and including the last trading day immediately preceding the price-fixing date, with a discount of not more than 20%.

The Board is of the view that the maximum discount of 20% would provide the Company with more flexibility to fix an issue price which is deemed sufficiently attractive to entice subscription by potential investors.

Potential investors will be able to participate in the prospects of the Group at an investment cost which is at a discount of up to 20% to the prevailing market prices. Should the market price of the Shares appreciate in the future, the potential investors would be able to realise larger capital gains for their investment in the Shares.

Additionally, the subscription of the Placement Shares at a discount of up to 20% will partially mitigate the negative effect of having an unrealised loss as a result of volatilities in the market price of the Shares.

As set out in **Section 4.1** of this Circular, the Proposed Share Consolidation may reduce the volatility of the trading price for the Shares, further mitigating the aforesaid negative effect as a result of volatilities in the market price of the Shares, and enticing subscription by potential investors.

For illustrative purposes only, based on an illustrative issue price of RM0.22 per Placement Share, the issue price of the Placement Shares would represent a discount of approximately 12.00% to the theoretical 5-day VWAP of Vizione Shares up to and including the LPD of RM0.25⁽¹⁾ (after adjusting for the Proposed Share Consolidation) (Source: Bloomberg).

Note:

(1) The theoretical 5-day VWAP of Vizione Shares is arrived at based on the following formula:

$$\begin{aligned} \text{Theoretical 5-day VWAP} &= \text{5-day VWAP up to and including the LPD} \times \frac{\text{Number of Shares before the Proposed Share Consolidation}}{\text{Number of Shares after the Proposed Share Consolidation}} \\ &= \text{RM0.05} \times \frac{2,047,680,920}{409,536,184} \\ &= \text{RM0.25} \end{aligned}$$

3.6 Details of fund-raising exercises undertaken by the Company since 2019

Please refer to **Appendix II** of this Circular for details of other equity fund-raising exercises undertaken by the Company since 2019 and up to the LPD.

3.7 Utilisation of proceeds

Based on an illustrative issue price of RM0.22 per Placement Share, the gross proceeds to be raised from the Proposed Private Placement are intended to be utilised in the following manner:

Utilisation of proceeds	Expected timeframe for utilisation from completion of the Proposed Private Placement	Amount (RM'000)	(%)
(i) Funding for the Residensi Sentral Project	Within 36 months	31,060	98.73
(ii) Estimated expenses for the Proposals	Within 2 months	400	1.27
Total		(1)31,460	100.00

Note:

- (1) The proceeds from the Proposed Private Placement shall firstly be used to defray estimated expenses for the Proposals, and the balance proceeds shall be allocated for funding the Residensi Sentral Project.

Pending the utilisation of the proceeds from the Proposed Private Placement, the unutilised proceeds shall be placed in interest-bearing deposits and/or money market financial instruments. The interests / gains arising therefrom will be used for the Group's general working capital such as payment of staff salaries as well as operating and administrative expenses such as utilities, rental costs, transportation costs, marketing costs and other miscellaneous items, the actual breakdown of which cannot be determined at this juncture as it will depend on the actual requirements of the Group.

(i) Funding for the Residensi Sentral Project

Vizione Builder Sdn Bhd ("**VBSB**"), a wholly-owned subsidiary of the Group had on 22 September 2021 entered into a Development Agreement ("**Agreement**") with PSD to develop, carry out and complete the development of 2,500 strata units of affordable apartments together with all the infrastructure services, common facilities, common property and a connecting bridge under a project identified as "Residensi Prihatin" on part of land held under H.S. (D) 10998, PT 13105, Presint 7, Wilayah Persekutuan Putrajaya ("**Project Land**").

The relevant letters of award for the Residensi Prihatin project were accepted by VBSB on 12 January 2022 with a total contract sum of RM480.0 million. Subsequently on 19 October 2022, the Residensi Prihatin project was revised to Residensi Sentral Project consisting of 2,228 strata units (4 blocks with 32, 36, 16 and 29 storey each respectively) and the project was then novated to Bina Permai Sdn Bhd ("**BPSB**"), a wholly-owned subsidiary of the Group on 1 September 2023. The said novation was undertaken as it was the Group's plan to build a track record for BPSB in undertaking construction projects, in view that BPSB was a then newly incorporated subsidiary, thereby strengthening the financial position of BPSB over time.

In furtherance of the foregoing revision, BPSB had on 1 December 2023 accepted the supplemental letters of award for the Residensi Sentral Project with a revised total contract sum of approximately RM524.61 million.

Further details of the Residensi Sentral Project are as follows:

Residensi Sentral Project	
Project name / location	Residensi Sentral Project / Presint 7, Wilayah Persekutuan Putrajaya
Brief details of the project	Construction of 2,228 strata units of affordable apartments together with all the infrastructure services, common facilities, common property and a connecting bridge
Project owner	PSD ⁽¹⁾
Contract sum	RM524.61 million
Estimated construction cost	RM492.61 million ⁽²⁾
Estimated profit	RM32.00 million
Performance bond	BPSB shall provide a performance bond of 1% of from the gross development value of RM544.61 million to Perbadanan Putrajaya, being the landowner ⁽³⁾ .
Commencement Date	April 2024 ⁽⁴⁾
Expected date of completion	36 months from the Commencement Date (i.e. March 2027)
Percentage of completion as at the LPD	0.74%
Sales / Take-up rate	-

Notes:

(1) PSD is a private limited company incorporated in Malaysia on 1 July 1992 under the Companies Act 1965 and deemed registered under the Companies Act 2016. The share capital of PSD is RM10,000,000 comprising 10,000,000 ordinary shares. The principal activity of PSD is construction work, project management and properties investment. As at the LPD, the directors of PSD and their respective shareholdings in PSD are as follows:

Directors of PSD	Direct	
	No. of shares	(%)
Habsah Binti Hj. Moktar	8,000,000	80.00
Azzuan Bin Ahmad	2,000,000	20.00
Mohd Azlan Bin Abdullah	-	-
Total	10,000,000	100.00

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- (2) The Group expects to incur a total construction cost of approximately RM492.61 million for the Residensi Sentral Project, which comprises the following:

	Amount (RM'000)
Preliminaries (such as project management costs and levies from authorities)	18,830
Piling works	22,046
Reinforced concrete works	124,054
Architectural works	82,703
Mechanical and engineering works	82,850
Infrastructure works	46,363
Landscaping works	1,484
Land related cost	11,640
Development cost	35,416
Direct cost (such as operating expenses and administration)	19,560
Other cost (such as sales and marketing, legal fees and finance cost)	47,664
Total	492,610

- (3) The performance bond of approximately RM5.45 million, being 1% of the gross development value of the Residensi Sentral Project of RM544.61 million, shall be provided to Perbadanan Putrajaya, being the landowner, to guarantee the due performance of PSD and BPSB's on the project. The said performance bond shall remain valid until the date of issuance of the certificate of completion and compliance for the Residensi Sentral Project, whereupon the performance bond shall be cancelled and returned. Such arrangement is a common practice within the construction industry.

As stated above, VBSB had on 12 January 2022 accepted the award to develop 2,500 strata units of affordable apartments together with all the infrastructure services, common facilities, common property and a connecting bridge under a project identified as "Residensi Prihatin" with a total contract sum of RM480.0 million. Subsequently on 19 October 2022, the Residensi Prihatin project was revised to Residensi Sentral Project consisting of 2,228 strata units and the project was then novated to BPSB on 1 September 2023.

Pursuant to the aforesaid revision, the parties are currently in the midst of negotiation for a supplemental to the Agreement to revise certain terms to account for a change in the development mix of the Residensi Sentral Project. Following thereto, BPSB will be paying the performance bond at a later stage.

The performance bond shall be funded via internally generated funds of the Group, and upon cancellation and return, shall be utilised for working capital of the Group.

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- (4) The Group has commenced the Residensi Sentral Project in April 2024. The indicative milestones for the Residensi Sentral Project up to its expected completion are as follows:

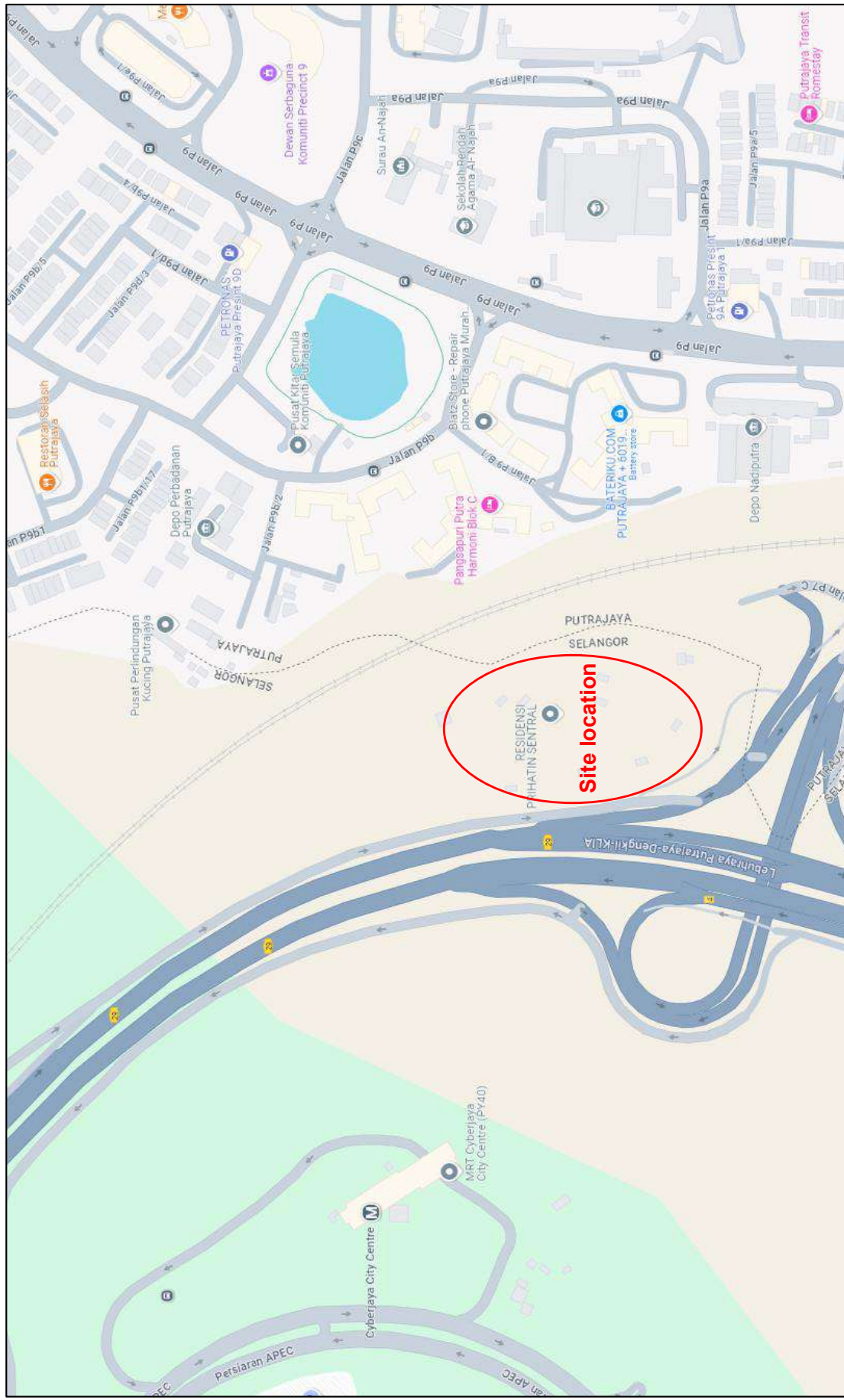
Date	Milestones	Estimated component completion percentage (%)
August 2026	Completion of structural works	35.1
January 2027	Completion of external works and sewage treatment plant works	14.8
February 2027	Completion of mechanical and electrical works	22.2
	Completion of architectural works	22.2
	Completion of landscaping works	5.7
	Completion of the Residensi Sentral Project	100.0

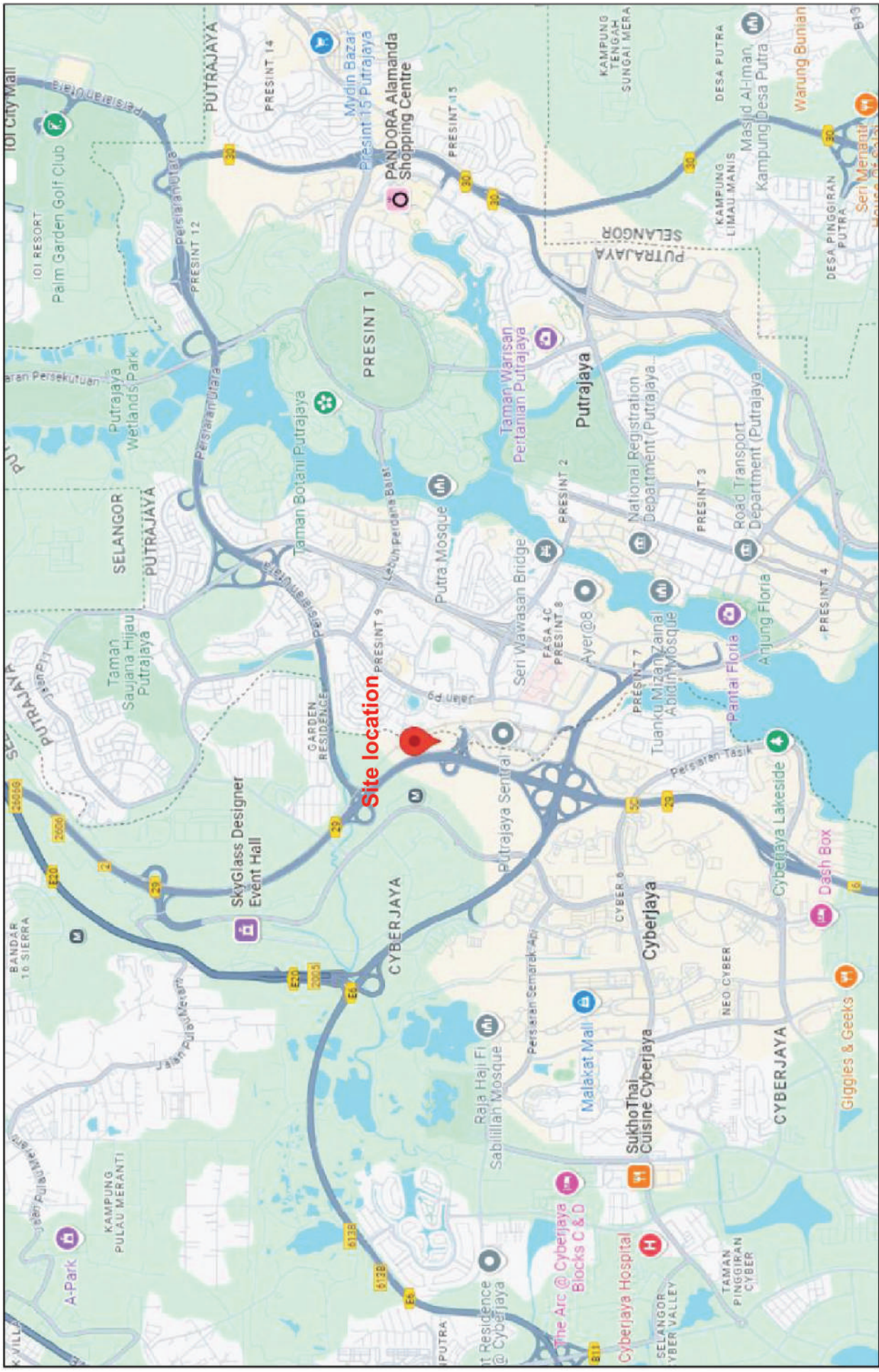
Based on the above, the Group expects to derive a profit of approximately RM32.0 million from the Residensi Sentral Project.

The funds raised will be used towards, amongst others, payments to contractors, suppliers, consultants, material costs, earthwork, piling works, site clearing, building and external works, staff costs as well as payment to the relevant authorities, the actual breakdown of which cannot be determined at this juncture as it will depend on the actual need of the Residensi Sentral Project. Any shortfall in the above funding requirement shall be met via progress billings to be received, existing cash and bank balances, bank borrowings as well as other suitable funding options at the relevant time.

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Location maps





(ii) Estimated expenses for the Proposals

The breakdown of the estimated expenses for the Proposals is illustrated below:

Estimated expenses	Amount (RM'000)
Professional fees ⁽¹⁾	340
Fees to relevant authorities	43
Printing, despatch and advertising expenses	17
Total	400

Note:

- (1) These include advisory fees, placement commission and other professional fees payable to the Principal Adviser, due diligence solicitor, company secretary and share registrar in relation to the Proposals.

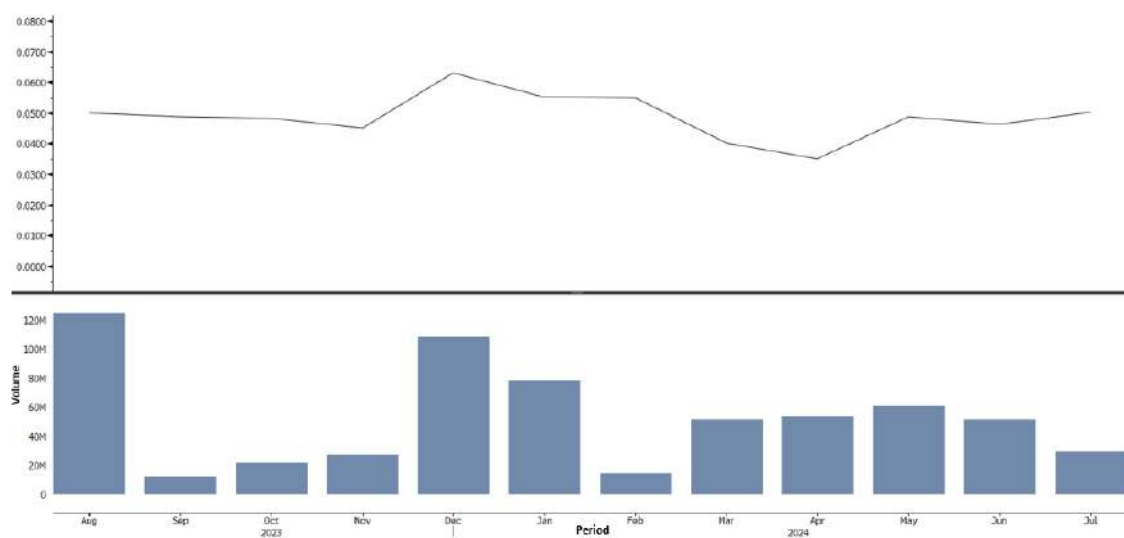
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4. RATIONALE FOR THE PROPOSALS

4.1 Proposed Share Consolidation

As at the LPD, the last traded price of the Shares is RM0.05 and the Company has 2,047,680,920 Shares in issue. Following the completion of the Proposed Share Consolidation, the theoretical market price of each Share will increase by 5 times and the total number of Shares in issue will be reduced by the corresponding ratio.

The reduction in the number of Shares available in the market may reduce the volatility of the trading price for the Shares. As the Shares are currently traded at relatively low price range, a small movement in the share price may be significant in percentage terms. The monthly VWAP as well as volatility of the Vizione Shares for the past 12 full trading months prior to the LPD are illustrated as follows:



Month	Monthly VWAP (RM)	Volatility against the preceding month (%)
August 2023	0.0500	4.86
September 2023	0.0488	(2.40)
October 2023	0.0483	(1.02)
November 2023	0.0450	(6.83)
December 2023	0.0631	40.22
January 2024	0.0552	(12.52)
February 2024	0.0550	(0.36)
March 2024	0.0400	(27.27)
April 2024	0.0350	(12.50)
May 2024	0.0488	39.43
June 2024	0.0462	(5.33)
July 2024	0.0502	8.66

(Source: Bloomberg)

Based on the above, the monthly volatility of the Shares for the past 12 full trading months up to the LPD ranged between -27.27% and 40.22%. In addition, the highest and lowest monthly VWAPs recorded during the aforesaid period was RM0.0631 (December 2023) and RM0.0350 (April 2024) respectively, representing a volatility of approximately RM0.0281 or 80.29%.

Notwithstanding this, Shareholders should note that the Proposed Share Consolidation is not expected to alter the total value of the Consolidated Shares to be held by them.

4.2 Proposed Private Placement

As set out in **Section 3.6 and Appendix II** of this Circular, the Company has undertaken several equity fund-raising exercises since 2019 and the proceeds raised therefrom have been fully utilised for, among others, funding the construction and property development projects. These fund-raising exercises have enabled the Group to raise the requisite funds to undertake and complete its construction and property development projects, and without which, the Group may have been required to seek for alternative financing such as bank borrowings, which would result in additional interest costs.

As set out in **Appendix II** of this Circular, the Group's construction and property development projects have overall been profitable and contributed / expected to contribute positively to the financial performance of the Group.

The construction works for the Residensi Sentral Project had commenced in April 2024. In view of the estimated construction cost of the project which amounted to RM492.61 million and the Group's funding requirement for the Residensi Sentral Project at this juncture, the Group had resolved to undertake the Proposed Private Placement to raise part of the funds required to undertake the Residensi Sentral Project.

As detailed in **Section 3.7** of this Circular, the proceeds raised from the Proposed Private Placement will be utilised for the Residensi Sentral Project, which is expected to contribute the Group with an estimated profit of approximately RM32.00 million within a period of 36 months from its commencement date. This is expected to contribute positively to the financial position and financial performance of the Group.

After due consideration of the various methods of fund raising, the Board is of the opinion that the Proposed Private Placement is the most appropriate avenue of fund raising at this juncture as it would enable the Group to raise additional funds expeditiously without having to incur interest costs or service principal repayments as compared to bank borrowings. In turn, this allows the Company to preserve its cash flow.

Further, the Group will be able to raise additional funds expeditiously and cost-effectively via a private placement as opposed to a pro-rata issuance of securities such as a rights issue. A rights issue will also require Vizione to identify certain Shareholders to provide irrevocable undertakings to subscribe for a minimum number of rights shares.

Alternatively, the Company may have to procure undertaking arrangements to meet the minimum subscription level to raise the requisite funds which will incur additional costs. In addition, a rights issue is likely to take a longer time to complete as compared to a private placement.

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5. INDUSTRY OVERVIEW, OUTLOOK AND PROSPECTS

5.1 Overview and outlook of the Malaysian economy

The economy continued to expand amid these persistent challenges in the external environment. During the first half of 2023, the Malaysian economy posted a GDP growth of 4.2% supported by resilient domestic demand, in particular private expenditure. The services sector, the largest contributor to the economy, continued to lead growth following higher tourist arrivals and improved consumer spending. The construction sector continued to expand in tandem with the acceleration of infrastructure projects and realisation of investment in non-residential and residential developments.

Overall, the economy is projected to expand moderately in the second half of the year as external demand is expected to remain low and high base effect from the previous year. Nevertheless, domestic demand will continue to drive growth. Hence, the GDP is anticipated to register a growth of approximately 4% in 2023.

Domestic demand continues to drive growth in an environment of increasing external uncertainties. In the first half of 2023, domestic demand registered a growth of 4.5% contributed by strong private and public expenditures.

The services sector increased by 6% in the first half of 2023, mainly attributed to the wholesale and retail trade; transportation and storage; and food & beverages and accommodation subsectors.

The construction sector improved steadily by 6.8% in the first half of 2023 mainly driven by the civil engineering and special construction activities subsectors. The civil engineering subsector rebounded, supported by the acceleration of ongoing infrastructure and utilities projects, which include East Coast Rail Link (ECRL) and Large Scale Solar 4 projects. The non-residential buildings and residential buildings subsectors also registered positive growth in line with vibrant economic activities.

Private investment, which expanded by 4.9% in the first half of the year, is projected to grow by 4.3% in 2023 mainly supported by new and ongoing projects such as the construction of data centre facilities, as well as commercial and industrial buildings. This is also backed by continuous implementations of measures under the Budget 2023.

Public investment registered 6.7% growth in the first half of 2023, mainly driven by public corporations' higher capital outlays. Overall, public investment is expected to expand by 8.2% in 2023, supported by capital expenditure by public corporations and acceleration of the Federal Government development expenditure (DE).

Furthermore, recovery in external demand is anticipated to boost exports performance, leading to a larger trade surplus. This surplus is attributed to higher export receipts from the goods account, which will cushion the net outflows from transport and other services accounts. Thus, the current account is projected to post a surplus of RM62.2 billion or 3.2% of gross national income (GNI).

For 2024, the economy is projected to grow within the range of 4% to 5%. The growth is envisaged to be broad-based, led by the services sector as intermediate and final services groups are anticipated to rise further driven by sustained domestic consumption and improved export activities. The retail trade, accommodation and restaurants as well as communication segments are expected to increase in line with consumption trend, while the wholesale trade segment and transport and storage subsector will benefit from higher trade-related activities.

(Source: Economic Outlook 2024, Ministry of Finance Malaysia)

5.2 Overview and outlook of the construction industry in Malaysia

The construction sector improved steadily by 6.8% in the first half of 2023, mainly driven by the civil engineering and special construction activities subsectors. The civil engineering subsector rebounded, supported by the acceleration of ongoing infrastructure and utilities projects, which include East Coast Rail Link (ECRL) and Large Scale Solar 4 projects. The non-residential buildings and residential buildings subsector also registered positive growth in line with vibrant economic activities.

The sector is forecast to expand by 5.9% in the second half of the year supported by the growth in all subsectors. The residential buildings subsector is anticipated to remain encouraging on the back of Government's initiatives such as i-Miliki and Housing Credit Guarantee Scheme in assisting first-time home buyers, spurring demand for home ownership. Similarly, the non-residential buildings subsector is envisaged to increase, particularly with the realisation of approved private investments. The continuous implementation of strategic infrastructure and utilities projects will further support the civil engineering subsector. For the year, performance of the sector is expected remain steady and grow by 6.3%.

The construction sector improved by 11.9% in 1Q 2024 (4Q 2023: 3.6%), which was mainly due to faster progress of civil engineering projects and stronger support from special trade and residential activities.

The construction sector is forecast to increase by 6.8% in 2024 following better performance in all subsectors. Civil engineering subsector continues to be bolstered by strategic infrastructure and utilities projects which include ongoing projects such as the Central Spine Road (CSR), the Pan Borneo Sabah Highway and acceleration of projects under the Twelfth Malaysia Plan, 2021 – 2025 (Twelfth Plan).

Furthermore, a new solar power plant project under the Corporate Green Power Programme will support the subsector's growth. The implementation of New Industrial Master Plan 2030 (NIMP 2030) is expected to further strengthen the performance of non-residential buildings subsector as the Plan will provide a platform to attract more investments into the country.

In addition, the residential buildings subsector is projected to improve further in line with the Government's effort to increase more affordable houses as outlined under the MTR of the Twelfth Plan and the MADANI Neighbourhood scheme, as well as new launching by the private sector.

(Source: Economic Outlook 2024, Ministry of Finance; and BNM Quarterly Bulletin Vol. 39, No. 1, the First Quarter of 2024, Bank Negara Malaysia)

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5.3 Overview and outlook of the property market in Malaysia

The Malaysian economy expanded by 3.0% in Q4 2023 (Q3 2023: 3.3%; Q2 2023: 2.9%), weighed mainly by slower external demand supported by expansion in domestic demand, improving labour market conditions, growth in investment activity, commodities and services sectors. Overall, the 2023 growth for the Malaysian economy normalised to 3.7%, after a strong growth registered in the previous year (2022: 8.7%).

On the demand side, mixed movements are shown in the indicators of residential and non-residential property demand. The loan applications for residential purchase indicate a slight decline of 0.7% as compared to 2022 (28.7%) whilst loan approvals increased marginally by 3.1%. Nevertheless, the situation differs for non-residential property where loan applications and approval managed to register an increase of 29.6% and 14.8% respectively.

Property market activity has gradually increased in 2023, higher after the downturn in 2020 due to Covid-19 pandemic. A total of 399,008 transactions worth RM196.83 billion were recorded, each showing an increase of 2.5% and 9.9% respectively compared to 2022, which recorded 389,107 transactions worth RM179.07 billion. Of the total transactions, 77.7% (309,861 transactions) and 18.6% (74,405 transactions) were transfers dated in 2023 and 2022 respectively while the remaining percentage share was for prior years' transfers.

Value of transactions recorded higher increase for all subsectors i.e. residential, commercial, industrial, agriculture and development land and others, each at 7.1%, 17.5%, 13.1%, 4.6% and 13.8% respectively.

The residential sub-sector led the overall property market, with 62.8% contribution in volume. This was followed by agriculture (19.0%), commercial (10.1%), development land and others (6.1%) and industrial (2.0%). Similarly in value, residential took the lead with 51.3% share, followed by commercial (19.5%), industrial (12.2%), agriculture (9.5%) and development land and others (7.5%).

Commercial property

The commercial sub-sector recorded an increase in market activity. There were 40,463 worth RM38.31 billion recorded in 2023, increased by 23.3% in volume and 17.5% in value as compared to 2022 (32,809 transactions worth RM32.61 billion). The improved market was contributed by the increased activities recorded in all states and major transactions involving shopping complex and purpose-built office recorded in the review period.

Selangor retained the highest contribution in volume and value to the national market share, with 10,110 transactions worth RM10.73 billion, accounting to 25.0% in volume and 28.0% in value respectively. Johor came second with 19.9% (8,041 transactions) and WP Kuala Lumpur recorded 15.5% (6,254 transactions). In terms of value, the second highest was WP Kuala Lumpur (RM8.06 billion) and followed by Johor (RM6.15 billion).

Residential Property

There were 250,586 transactions worth RM100.93 billion recorded in 2023, a marginal increase of 3.0% in volume and 7.1% in value as compared to 2022. The improvement was supported by the uptrend recorded in Johor (44.4%), WP Kuala Lumpur and Pulau Pinang (4.3%), Terengganu (2.0%), Negeri Sembilan (1.9%) and Kedah (1.6%). Combined, these states formed about 48.0% of the total national residential volume.

The primary market performance more encouraging in 2023. A total of 56,526 units launched were recorded, against 54,118 units in 2022. The slight improvement was supported by the uptrend recorded in Johor, Sarawak and Perlis which increased more than 50%. It could be attributed to the various incentives and assistance given by the government to promote home ownership especially the first-time purchaser in Budget 2023. Sales performance shows better figure at 40.4%, higher than 36.0% in 2022.

The residential overhang situation improved as the numbers continued to reduce as compared to previous year. There were 25,816 overhang units worth RM17.68 billion recorded in Q4 2023, reduced by 7.0% and 4.0% in volume and value respectively against Q4 2022 (27,746 overhang units worth RM18.41 billion).

Serviced Apartment

Market performance for serviced apartment recorded strong growth, increased by 67.4% in volume to 11,416 transactions and 69.1% in value to RM7.60 billion against 2022 (6,821 transactions worth RM4.50 billion). Serviced apartment segment formed 28.2% of the commercial property transactions volume and 19.8% of the value. By state, WP Kuala Lumpur and Selangor contributed higher national market volume to the national total, each with 33.8% (3,863 transactions) and 31.4% (3,588 transactions) market share.

Serviced apartment overhang segment improved with 20,825 overhang units worth RM16.63 billion, down by 13.1% in volume and 17.7% in value against 2022 (23,978 units with a value of RM20.19 billion). By price range, most of the overhang fell in price brackets above RM500,000 to RM1 million accounted for 61.4% (12,785 units) of total and followed by above RM1 million which formed another 20.2% (4,204 units).

Overnight Policy Rate (OPR) was stagnant at 3.0% since May 2023, after an increase by 0.25 basis points from 2.75%, last increased in November 2022. The monetary policy stance remains supportive of the economy and is consistent with the current assessment of the inflation and growth prospects, vigilant to ongoing developments to inform the assessment on the outlook of domestic inflation and growth as well as conducive to sustainable economic growth amid price stability. The current level of borrowing rate is seen heading to pre-pandemic rate at 3.00% in 2019, which the latest announced was in 24 January 2024.

(Source: Property Market Report 2023, Valuation and Property Services Department, Ministry of Finance)

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5.4 Prospects of Vizione Group

The Group has been primarily involved in the construction and property development business. Since the onset of the COVID-19 pandemic, business activities across various industries had experienced disruptions and, in this regard, the Group had not been spared from the impact arising from the pandemic. These included suspensions of construction activities since April 2020 and up to August 2021 as majority of the Group's projects were not classified under 'critical construction works'. Nevertheless, the Group had in August 2021 resumed construction works with numerous standard operating procedures implemented by the authorities and construction activities has been gradually progressing towards pre-COVID-19 levels.

Notwithstanding the recovery in the overall economy, the construction industry has been experiencing slower recovery due to, amongst others, the increase in building material costs arising from the prolonged supply chain disruption, hike in minimum labour wage, rising interest rates and inflationary pressures.

The Group is mindful of the adverse impact from the COVID-19 pandemic and has since taken steps to improve its business and financial condition, which amongst others, include:

- (i) in September 2021, the Group secured the Residensi Prihatin project (subsequently revised to Residensi Sentral Project) with a subsequent revised contract value of approximately RM524.61 million. Further details of the Residensi Sentral Project are set out in **Section 3.7** of this Circular;
- (ii) in August 2021, the Group secured a RM116.00 million project to build a 4-star 14 levels hotel building, which comprises 238 rooms, 6 service apartments, 5 office units and 3 shop lots in Langkawi, Kedah, known as the Langkawi Project. The project is 58.91% completed as at the LPD and is expected to complete in December 2024, a delay of approximately 6 months from its original estimated completion in June 2024 mainly due to delays in designs confirmation by consultants and material shortages;
- (iii) in May 2022, the Group, through its 50% held joint venture company (i.e. Permata Rebana & Vizione Holdings JV Sdn Bhd), secured a RM654.00 million project to build a Neuro-robotics and Cybernetics Rehabilitation Centre in Ipoh, Perak for a duration of 36 months ("**Perak Project**"), following an extension of time granted by the project owner. The project is 62.75% completed as at the LPD and is expected to complete in May 2025;
- (iv) in December 2023, the Group accepted a RM490.00 million project, to act as the turnkey contractor to design, build and deliver 3 blocks of apartment consisting 1,344 units on the proposed mixed residential and commercial development in Daerah Kota Kinabalu, Sabah, known as the Sabah Project. The Group expects to commence the construction works of the Sabah Project in December 2025; and
- (v) intended to streamline the Group's business operations, reallocate its resources and focus its management's efforts and time on the Company's construction and property development businesses. To this end, in February 2024, the Group entered into a share purchase agreement with KAB Energy Holdings Sdn Bhd for the disposal of all the equity interests in TTSB, for a total consideration of RM200.00.

The Group had via TTSB, was involved in the renewable energy space pursuant to the contract for the proposed design, construction, testing, and commissioning of the mini hydro power plant in Pedu, Kedah. The disposal of all the ordinary shares in TTSB was completed in June 2024, following which TTSB has ceased to be a subsidiary of the Group.

In this respect, the Proposed Private Placement is expected to provide the Group with additional funding for the Residensi Sentral Project. This will enable the Group to preserve its cash flows and improve its financial performance and financial position.

Further details of the Group's construction projects set out above are summarised as follows:

Project name / Location	Brief details of the project	Contract value (RM'mil)	Estimated construction cost (RM'mil)	Estimated profit (RM'mil)	Commencement Date	Percentage of completion as at LPD (%)	Expected completion date	Sales / take-up rate (RM and %)
<u>Langkawi Project</u> Langkawi, Kedah	Construction of a 4-star 14 levels hotel building, which comprises 238 rooms, 6 service apartments, 5 office units and 3 shop lots	116.00	113.00	3.00	September 2021	58.91	December 2024	(1)
<u>Perak Project</u> Ipoh, Perak	Construction of a Neuro-robotics and Cybernetics Rehabilitation Centre	654.00	607.46	46.54	May 2022	62.75	May 2025	(1)
<u>Sabah Project</u> Jalan Sepangar Menggatal, Daerah Kota Kinabalu, Sabah	Construction of 3 blocks of apartment consisting 1,344 units	490.00	441.00	49.00	Expected to commence in December 2025	-	36 months from the commencement date (i.e. December 2028)	(1)
<u>Residensi Sentral Project</u> ⁽¹⁾ Presint 7, Wilayah Persekutuan Putrajaya	Construction of 2,228 strata units of affordable apartments together with all the infrastructure services, common facilities, common property and a connecting bridge	524.61	492.61	32.00	April 2024	0.74	36 months from the commencement date (i.e. March 2027)	-
Total		1,784.61	1,654.07	130.54				

Note:

(1) The Group was appointed as the contractor for the projects and hence the sales and take-up rate are not applicable.

Premised on the above and after considering the overview of the Malaysian economy as well as the construction and property industries in the longer term, the Board remains cautiously optimistic of the future prospects of the Group.

6. EFFECTS OF THE PROPOSALS

6.1 Share capital

The pro forma effects of the Proposals on the issued share capital of the Company are as follows:

	Minimum Scenario		Maximum Scenario	
	No. of Shares	Share capital (RM)	No. of Shares	Share capital (RM)
Issued share capital as at the LPD (including treasury shares)	2,047,680,920	676,767,785	2,047,680,920	676,767,785
Assuming full exercise of the outstanding Warrants E ⁽¹⁾	-	-	511,449,980	48,587,748
After the Proposed Share Consolidation	2,047,680,920	676,767,785	2,559,130,900	725,355,533
To be issued pursuant to the Proposed Private Placement ⁽²⁾	409,536,184	676,767,785	511,826,180	725,355,533
	143,000,000	31,060,000	143,000,000	31,060,000
Enlarged issued share capital after the Proposals	552,536,184	707,827,785	654,826,180	756,415,533

Notes:

- (1) Based on the exercise price of RM0.08 per Warrant E and after accounting for the reversal of warrant reserve.
- (2) Based on an illustrative issue price of RM0.22 per Placement Share and after deducting estimated expenses of RM0.40 million incidental to the Proposals.

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6.2

NA and gearing

The pro forma effect of the Proposals on the NA and gearing of the Group are as follows:

Minimum Scenario

	Audited as at 31 May 2023 (RM)	(I) After subsequent events ⁽¹⁾ (RM)	(II) After (I) and the Proposed Share Consolidation ⁽²⁾ (RM)	(III) After (II) and the Proposed Private Placement ⁽³⁾ (RM)
Share capital	676,767,779	676,767,785	676,767,785	707,827,785
Treasury shares	(1,204,000)	(1,204,000)	(1,204,000)	(1,204,000)
Warrant reserve	7,671,750	7,671,750	7,671,750	7,671,750
Accumulated losses	(116,814,372)	(116,814,372)	(116,814,372)	(116,814,372)
NA	566,421,157	566,421,163	566,421,163	597,481,163
Non-controlling interests	(416,171)	(416,171)	(416,171)	(416,171)
Total equity	566,004,986	566,004,992	566,004,992	597,064,992
No. of Shares in issue (excluding treasury shares)	2,045,960,892	2,045,960,920	409,192,184	552,192,184
NA per Share (RM)	0.28	0.28	1.38	1.08
Total borrowings (RM'000)	53,149,173	53,149,173	53,149,173	53,149,173
Gearing (times)	0.09	0.09	0.09	0.09

Notes:

- (1) After accounting for the issuance of 28 new Shares pursuant to the exercise of 28 Warrants D at the exercise of RM0.22 each and the expiry of 410,841,464 Warrants D on 24 August 2023.
- (2) Based on the consolidation of every 5 existing Shares into 1 Consolidated Share pursuant to the Proposed Share Consolidation.
- (3) Based on an illustrative issue price of RM0.22 per Placement Share and after deducting estimated expenses of RM0.40 million incidental to the Proposals.

Maximum Scenario

	Audited as at 31 May 2023 (RM)	(I) After subsequent events ⁽¹⁾ (RM)	(II) After (I) and assuming full exercise of the outstanding Warrants E ⁽²⁾ (RM)	(III) After (II) and the Proposed Share Consolidation ⁽³⁾ (RM)	(IV) After (III) and the Proposed Private Placement ⁽⁴⁾ (RM)
Share capital	676,767,779	676,767,785	725,355,533	725,355,533	756,415,533
Treasury shares	(1,204,000)	(1,204,000)	(1,204,000)	(1,204,000)	(1,204,000)
Warrant reserve	7,671,750	7,671,750	-	-	-
Accumulated losses	(116,814,372)	(116,814,372)	(116,814,372)	(116,814,372)	(116,814,372)
NA	566,421,157	566,421,163	607,337,161	607,337,161	638,397,161
Non-controlling interests	(416,171)	(416,171)	(416,171)	(416,171)	(416,171)
Total equity	566,004,986	566,004,992	606,920,990	606,920,990	637,980,990
No. of Shares in issue (excluding treasury shares)	2,045,960,892	2,045,960,920	2,557,410,900	511,482,180	654,482,180
NA per Share (RM)	0.28	0.28	0.24	1.19	0.98
Total borrowings (RM'000)	53,149,173	53,149,173	53,149,173	53,149,173	53,149,173
Gearing (times)	0.09	0.09	0.09	0.09	0.08

Notes:

- (1) After accounting for the issuance of 28 new Shares pursuant to the exercise of 28 Warrants D at the exercise price of RM0.22 each and the expiry of 410,841,464 Warrants D on 24 August 2023.
- (2) Assuming full exercise of the outstanding 511,449,980 Warrants E at the exercise price of RM0.08 each and after accounting for the reversal of warrants reserve.
- (3) Based on the consolidation of every 5 existing Shares into 1 Consolidated Share pursuant to the Proposed Share Consolidation.
- (4) Based on an illustrative issue price of RM0.22 per Placement Share and after deducting estimated expenses of RM0.40 million incidental to the Proposals.

6.3

Substantial Shareholders' shareholdings

The pro forma effects of the Proposals on the substantial Shareholders' shareholdings in the Company based on the register of substantial Shareholders of the Company as at the LPD are as follows:

Minimum Scenario

Substantial Shareholders	As at the LPD				(I) After the Proposed Share Consolidation			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
LKL Advance Metaltech Sdn Bhd	250,000,000	12.22	-	-	50,000,000	12.22	-	-
LKL International Berhad	-	-	(4)250,000,000	12.22	-	-	(4)50,000,000	12.22
Woo Yi Xuan	91,873,698	4.49	(5)77,421,602	3.78	18,374,739	4.49	(5)15,484,320	3.78
Woo Swee Lian	30,000,000	1.47	(5)139,295,300	6.81	6,000,000	1.47	(5)27,859,060	6.81
Woo Yi Ming	47,421,602	2.32	(5)121,873,698	5.96	9,484,320	2.32	(5)24,374,739	5.96

Substantial Shareholders	(II) After (I) and the Proposed Private Placement			
	Direct		Indirect	
	No. of Shares	(3)%	No. of Shares	(3)%
LKL Advance Metaltech Sdn Bhd	50,000,000	9.05	-	-
LKL International Berhad	-	-	(4)50,000,000	9.05
Woo Yi Xuan	18,374,739	3.33	(5)15,484,320	2.80
Woo Swee Lian	6,000,000	1.09	(5)27,859,060	5.05
Woo Yi Ming	9,484,320	1.72	(5)24,374,739	4.41

Notes:

- (1) Computed based on 2,045,960,920 Shares (excluding treasury shares) as at the LPD.
- (2) Computed based on 409,192,184 Consolidated Shares (excluding treasury shares) following the completion of the Proposed Share Consolidation.
- (3) Computed based on 552,192,184 Shares (excluding treasury shares) following the completion of the Proposed Private Placement.
- (4) Deemed interested by virtue of the shareholdings held in LKL Advance Metaltech Sdn Bhd pursuant to Section 8 of the Act.
- (5) Deemed interested by virtue of the shareholdings held by their family members.

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Maximum Scenario

Substantial Shareholders	(I) As at the LPD				(I) Assuming full exercise of the outstanding Warrants E			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(1)%	No. of Shares	(1)%	No. of Shares	(2)%	No. of Shares	(2)%
LKL Advance Metaltech Sdn Bhd	250,000,000	12.22	-	-	250,000,000	9.78	-	-
LKL International Berhad	-	-	(5)250,000,000	12.22	-	-	(5)250,000,000	9.78
Woo Yi Xuan	91,873,698	4.49	(6)77,421,602	3.78	91,873,698	3.59	(6)77,421,602	3.03
Woo Swee Lian	30,000,000	1.47	(6)139,295,300	6.81	30,000,000	1.17	(6)139,295,300	5.45
Woo Yi Ming	47,421,602	2.32	(6)121,873,698	5.96	47,421,602	1.85	(6)121,873,698	4.77

Substantial Shareholders	(II) After (I) the Proposed Share Consolidation				(II) After (II) and the Proposed Private Placement			
	Direct		Indirect		Direct		Indirect	
	No. of Shares	(3)%	No. of Shares	(3)%	No. of Shares	(4)%	No. of Shares	(4)%
LKL Advance Metaltech Sdn Bhd	50,000,000	9.78	-	-	50,000,000	7.64	-	-
LKL International Berhad	-	-	(5)50,000,000	9.78	-	-	(5)50,000,000	7.64
Woo Yi Xuan	18,374,739	3.59	(6)15,484,320	3.03	18,374,739	2.81	(6)15,484,320	2.37
Woo Swee Lian	6,000,000	1.17	(6)27,859,060	5.45	6,000,000	0.92	(6)27,859,060	4.26
Woo Yi Ming	9,484,320	1.85	(6)24,374,739	4.77	9,484,320	1.45	(6)24,374,739	3.72

Notes:

- (1) Computed based on 2,045,960,920 Shares (excluding treasury shares) as at the LPD.
- (2) Computed based on 2,557,410,900 Shares (excluding treasury shares) assuming full exercise of the outstanding Warrants E.
- (3) Computed based on 511,482,180 Consolidated Shares (excluding treasury shares) following the completion of the Proposed Share Consolidation.
- (4) Computed based on 654,482,180 Shares (excluding treasury shares) following the completion of the Proposed Private Placement.
- (5) Deemed interested by virtue of the shareholdings held in LKL Advance Metaltech Sdn Bhd pursuant to Section 8 of the Act.
- (6) Deemed interested by virtue of the shareholdings held by their family members.

As seen from the above, the issuance of the Placement Shares pursuant to the Proposed Private Placement will result in a dilution to the shareholdings of existing Shareholders. Notwithstanding this, the Proposed Private Placement is expected to contribute positively to the financial performance of the Group in view of the utilisation of proceeds as set out in **Section 3.7** of this Circular. In addition, the enlarged share capital base from the issuance of the Placement Shares is expected to strengthen the financial position of the Group.

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6.4 Earnings and EPS

6.4.1 Proposed Share Consolidation

The Proposed Share Consolidation will not have any effect on the consolidated earnings of the Group for the FYE 31 May 2024. The lower number of Vizione Shares in issue upon completion of the Proposed Share Consolidation will result in a corresponding increase in the EPS of the Group.

6.4.2 Proposed Private Placement

The Proposed Private Placement is not expected to have an immediate material effect on the EPS of the Company, save for the dilution to EPS due to the increase in the number of Shares pursuant to the issuance of Placement Shares.

Although the EPS will be diluted due to the increase in the number of Shares, the Proposed Private Placement is expected to contribute positively to the earnings of the Group thereafter in view of the utilisation of proceeds as set out in **Section 3.7** of this Circular.

6.5 Convertible securities

6.5.1 Proposed Share Consolidation

Save for the 511,449,980 outstanding Warrants E which have an exercise price of RM0.08 each and expiring on 1 March 2025, the Company does not have any other outstanding convertible securities as at the LPD. As at the LPD, none of the Warrants E has been exercised and the Warrants E are currently out of the money.

Consequential to the Proposed Share Consolidation, the exercise price and/or the number of Warrants E may be adjusted in accordance with the provisions of the Deed Poll E to ensure that the status of the Warrant E holders is not prejudiced as a result of the Proposed Share Consolidation.

For illustrative purposes, the adjustments to the exercise price and number of the 511,449,980 outstanding Warrants E are set out below based on the assumption that the Books Closing Date has been fixed on the LPD.

Under the Deed Poll E, the exercise price and the number of outstanding Warrants E which are not exercised prior to the Books Closing Date will be adjusted based on the following formula:

$$\text{Adjusted exercise price of warrants} = \frac{\text{Existing exercise price of warrants} \times Y}{Z}$$

$$\text{Adjusted number of warrants} = \frac{\text{Existing number of warrants} \times Z}{Y}$$

where:

Y = The aggregate number of issued Vizione Shares as at the Books Closing Date

Z = The aggregate number of issued Vizione Shares on the next Market Day after the Books Closing Date

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Following the above, the Adjustments are as follows:

Adjusted exercise price of Warrants E	=	$\frac{\text{RM0.08} \times 2,047,680,920}{409,536,184}$
	=	RM0.40
Adjusted number of Warrants E	=	$\frac{511,449,980 \times 409,536,184}{2,047,680,920}$
	=	102,289,996

Such Adjustments will only be finalised on the Books Closing Date and will be effective on the next Market Day after the Books Closing Date. The rights and obligations of the holders of the existing Warrants E will remain unchanged, save for the aforesaid Adjustments.

The holders of the outstanding Warrants E will be officially notified in due course on the effective Adjustments arising from the Proposed Share Consolidation.

6.5.2 Proposed Private Placement

The Proposed Private Placement is not expected to result in any adjustment to the exercise price and/or the number of the outstanding Warrants E.

7. ESTIMATED TIMEFRAME FOR COMPLETION

Subject to all approvals being obtained, the Proposals are expected to be completed by the fourth quarter of 2024. The tentative timeline for the implementation of the Proposals is as follows:

Date	Events
12 September 2024	EGM for the Proposals
Mid-September 2024	Books Closing Date
Fourth quarter of 2024	- Completion of the Proposed Share Consolidation - Listing and quotation of the Placement Shares and completion of the Proposed Private Placement

8. APPROVALS REQUIRED

The Proposals are subject to approvals being obtained from the following:

- (i) Bursa Securities for the following:
 - (a) Proposed Share Consolidation; and
 - (b) listing and quotation of up to 143,000,000 Placement Shares to be issued pursuant to the Proposed Private Placement;

The approval of Bursa Securities for the above was obtained on 5 August 2024 subject to the following conditions:

	Conditions	Status of compliance
(a)	Confirmation by TA Securities on the compliance of at least 25% of the public shareholding spread requirements pursuant to Paragraph 8.02(1) of the Listing Requirements upon the listing and quotation of the Placement Shares;	To be complied
(b)	TA Securities and Vizione must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposals;	To be complied
(c)	Vizione to furnish Bursa Securities with the certified true copy of the resolutions passed by the shareholders at extraordinary general meeting approving the Proposals;	To be complied
(d)	TA Securities and/or Vizione is required to make the relevant announcements pursuant to Paragraphs 6.56(2)(ii) and (iii) and Paragraph 13.20(2) of the Listing Requirements;	To be complied
(e)	TA Securities to inform Bursa Securities upon the completion of the Proposals;	To be complied
(f)	TA Securities to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposals are completed;	To be complied
(g)	Payment of additional listing fees, if any, based on the final issue price together with a copy of the details of the computation of the amount of listing fees payable; and	To be complied
(h)	Vizione is required to incorporate Bursa Securities' comments made on the draft circular to shareholders.	Complied via this Circular

- (ii) Shareholders at the forthcoming EGM; and
- (iii) any other relevant parties / authorities, if required.

9. CONDITIONALITY

The Proposed Private Placement is conditional upon the completion of the Proposed Share Consolidation but not vice versa.

The Proposals are not conditional upon any other proposals undertaken or to be undertaken by the Company.

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10. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION

Save for the Proposals, there are no other corporate exercises which have been announced by the Company but are pending completion as at the date of this Circular.

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/OR PERSONS CONNECTED TO THEM

None of the Directors, major Shareholders, chief executive and/or persons connected to them have any interest, whether direct or indirect, in the Proposals.

12. BOARD'S RECOMMENDATION

The Board, having considered the current and prospective financial position, needs and capacity of the Group, and after careful deliberation and taking into consideration the rationale and all other aspects of Proposals, is of the opinion that the Proposals are in the best interests of the Company.

Accordingly, the Board recommends that you vote in favour of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM.

13. EGM

The EGM 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. The Notice of EGM together with the Form of Proxy, Administrative Guide and this Circular are available at the Company's website at <https://www.vizione.com.my>. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely.

Day, date and time of the EGM : Thursday, 12 September 2024 at 2.30 p.m.
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If you are unable to participate in the EGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) 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 not less than forty-eight (48) hours before the date and time of the EGM indicated below or at any adjournment thereof. The completion and lodging of the Form of Proxy will not preclude you from attending and voting at the virtual EGM should you subsequently wish to do so and in such an event, your Form of Proxy shall be deemed to have been revoked.

14. FURTHER INFORMATION

You are requested to refer to the appendices for further information.

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

BEE JIAN MING
Executive Director

1. RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors collectively and individually accept full responsibility for the completeness and accuracy of the information contained in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements contained in this Circular or other facts, the omission of which would make any statement in this Circular false or misleading.

2. CONSENT AND CONFLICT OF INTEREST

TA Securities, being the Principal Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular.

TA Securities has confirmed that there is no conflict of interest that exists or any circumstances which would or is likely to give rise to a possible conflict of interests in relation to its role as the Principal Adviser for the Proposals.

3. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of Vizione Shares as transacted on Bursa Securities for the past 12 months preceding the date of this Circular are as follows:

	High RM	Low RM
<u>2023</u>		
August	0.055	0.040
September	0.055	0.045
October	0.055	0.045
November	0.055	0.045
December	0.070	0.045
<u>2024</u>		
January	0.075	0.055
February	0.060	0.050
March	0.060	0.040
April	0.045	0.030
May	0.055	0.035
June	0.060	0.045
July	0.055	0.045
Last transacted market price on 5 March 2024, being the last market day immediately prior to the first announcement of the Proposals	0.055	
Last transacted market price on the LPD	0.050	

(Source: Bloomberg)

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4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

Material commitments

As at the LPD, the Board confirmed that there are no material commitments incurred or known to be incurred by the Group that have not been provided for, which upon becoming due or enforceable, may have a material impact on the financial position or financial performance of the Group.

Contingent liabilities

Saved as disclosed below, as at the LPD, the Board confirmed that there are no contingent liabilities incurred or known to be incurred by the Group which, upon becoming due or enforceable, may have a material impact on the financial position or the financial performance of the Group:

Description	Amount (RM'000)
Corporate guarantees extended to financial institutions for banking facilities granted to third parties in relation to construction contracts	103,352
Performance and corporate guarantee extended to third parties in respect of construction related contracts entered into by the Group	72,602
Total	175,954

5. MATERIAL LITIGATION

Saved as disclosed below, as at the LPD, the Group is not involved in any material litigation, claims or arbitration and the Board confirmed that there are no proceedings pending or threatened involving the Group, or of any facts likely to give rise to any such proceedings which might materially affect the business or financial position of the Group:

- (i) On 2 November 2023, Vizione Construction Sdn Bhd, a wholly-owned subsidiary of Vizione (“**Vizione Construction**”) had issued a notice of demand under Section 466 of Companies Act 2016 to Pembinaan Gerak Yakin Sdn Bhd (“**Pembinaan Gerak Yakin**”) to demand for a sum of RM3,748,500.00 due and owing by Pembinaan Gerak Yakin to Vizione Construction. The said sum was agreed between the parties on 31 May 2022 to be paid by Pembinaan Gerak Yakin by way of 12 cash instalments payment from June 2022 to May 2023 to Vizione Construction. However, no payment was made by Pembinaan Gerak Yakin which leads to the notice of demand being issued on 2 November 2023.

Subsequent to the issuance of the notice of demand, Pembinaan Gerak Yakin has failed, refused and/or neglected to pay the debt of RM3,748,500.00 as demanded by Vizione Construction within the stipulated period. As such, Vizione Construction had on 27 November 2023 initiated a winding up proceedings against Pembinaan Gerak Yakin in the High Court of Sabah and Sarawak at Kota Kinabalu under Companies (Winding-Up) No. BKI-28NCC-69-11/2023 (HC1). The High Court of Sabah and Sarawak at Kota Kinabalu had on 15 March 2024 allowed Vizione Construction’s petition to wind up Pembinaan Gerak Yakin and granted a winding up order against Pembinaan Gerak Yakin.

On 6 May 2024, the sum of RM3,748,500.00 was paid to Vizione Construction pursuant to a settlement between parties. Per the terms of the settlement, Pembinaan Gerak Yakin thereafter on 8 May 2024 filed a notice of motion to strike out the winding up order. The winding up order was duly set aside on 14 May 2024.

- (ii) On 8 April 2024, Pembinaan Gerak Yakin commenced proceedings in the High Court at Kota Kinabalu vide Originating Summons no. BKI-24NCvC-44-4/2024 and an affidavit in support against Vizione Construction (as 1st Defendant) and Vizione (as 2nd Defendant).

Pembinaan Gerak Yakin claimed for the following:

- (a) a declaration that the alleged advance of RM7,200,000.00 by the 1st Defendant and/or 2nd Defendant to the Plaintiff ("**Advance**") was unlawful and therefore void by virtue of Section 25 of the Contracts Act 1950;
- (b) a declaration that the sale and purchase agreements in respect of Unit No. R-3A-03, R-3A-05, R-3A-06, R-13A-03 and R-21-11, K Avenue Kota Kinabalu and entered into between Mega City Avenue Sdn Bhd and the 2nd Defendant all dated 7 September 2022 in purported part repayment of the said alleged Advance of RM7,200,000.00 were unlawful and therefore void by virtue of Section 25 of the Contracts Act 1950;
- (c) an Order that the 2nd Defendant does within 7 days from the date of service of the Order, deliver vacant possession of the said Unit No. R-3A-03, R-3A-05, R-3A-06, R-13A-03 and R-21-11, K Avenue Kota Kinabalu back to the said Mega City Avenue Sdn Bhd;
- (d) costs on full indemnity basis and/or pursuant to Order 59 of the Rules of Court 2012; and
- (e) any other just relief that the Court deems fit.

On the hearing of this matter on 21 May 2024, the Defendants did not object to Pembinaan Gerak Yakin's oral application to convert this Originating Summons action into a Writ action. The Judge however, ordered for the Originating Summons to be struck out with no order as to costs and with liberty for Pembinaan Gerak Yakin to file afresh.

On 7 June 2024, Pembinaan Gerak Yakin (as the 1st Plaintiff) and Chin Kon Wah (as the 2nd Plaintiff) commenced proceedings in the High Court at Kota Kinabalu by way of Writ of Summons no. BKI-22NCvC-74-6/2024 against Vizione Construction (as 1st Defendant), Vizione (as 2nd Defendant) and Dato Ng Aun Hooi, a director of Vizione (as 3rd Defendant) (hereinafter collectively referred to as the "**Defendants**"). The Writ of Summons and statement of claim was duly served on 11 June 2024.

The Plaintiffs are claiming for the following against the Defendants:

- (aa) a declaration that the said sum of RM7,200,000.00 paid by the Defendants for the purpose of securing the construction project was non-recoverable.
- (bb) 1st Plaintiff's loss of the contra amount under the sale and purchase agreements dated 7 September 2022.
- (cc) Loss incurred by the 2nd Plaintiff for terminating the winding-up order dated 13 May 2024.
- (dd) Damages, including aggravated and exemplary damages, to be assessed by the Court.
- (ee) Statutory interest of 5% per annum on the sums adjudged and damages assessed from the date of judgement/assessment to the date of full satisfaction.
- (ff) Costs.

(gg) Such further and better relief as the Honourable Court deems fit to order.

For shareholders' information, at the 1st and/or 2nd Plaintiffs' request, Vizione Construction advanced the sum of RM7,200,000.00 to the 1st Plaintiff to assist the 1st Plaintiff to secure a construction project in Kota Kinabalu whereby upon being awarded, Vizione Construction have a role in the Project.

The project was subsequently awarded and parties mutually agreed for the 1st Plaintiff to proceed henceforth on its own accord. As such, 1st Plaintiff agreed to refund the RM7,200,000.00 advanced of which:

- (i) RM3,451,500.00 was settled in kind by 5 properties. Sale and purchase agreements dated 7 September 2022 have been entered into by Vizione for the said purpose; and
- (ii) the balance of RM3,748,500.00 was settled after Vizione Construction has initiated a winding up proceedings against Pembinaan Gerak Yakin as set out in item 5(i) above.

The Plaintiffs in this Writ action, alleged however that the sum of RM7,200,000.00 paid by the 1st Defendant and/or the 2nd Defendant is non recoverable.

The defendants have filed their Statement of Defence and Counterclaim. Vizione Construction had on 9 July 2024 filed a counterclaim against the plaintiffs claiming for the following:

- (aaa) RM19,800.00 being the shortfall on the settlement of RM3,451,500.00 by way of contra of 5 properties (due to lower value on one of the property);
- (bbb) Interest; and
- (ccc) Costs.

The Court has fixed the mention date and trial dates for the matter on 29 October 2024 and 24 February 2025 to 28 February 2025, respectively. The solicitors representing the Defendants are of the opinion that on the balance of probabilities, the Defendants have a good and arguable case against the plaintiffs.

- (iii) By way of a letter of acceptance dated 22 July 2019, Vizione Construction has accepted CEDY Third Contracting and Trading (M) Sdn Bhd ("**CEDY**") as its subcontractor for a mixed development project ("**LOA**"). The works to be carried out by CEDY was severely delayed thus Vizione Construction had vide its letter dated 15 April 2021 determined the LOA with CEDY. The parties disputed on the outstanding sum owing by Vizione Construction to CEDY.

The parties have thereafter on 24 August 2021 entered into a partial settlement agreement ("**Partial Settlement Agreement**") whereby the parties have mutually agreed to terminate the LOA and agreed to resolve the undisputed sum of RM18,000,000.00 to be paid by Vizione Construction. As at the LPD, RM1,350,000.00 out of the RM18,000,000.00 has yet to be paid by Vizione Construction.

At all material times, an advanced payment of RM1,716,313.93 has been made by Vizione Construction to CEDY and Vizione Construction takes the position that Vizione Construction is entitled to set-off the sum of RM1,716,313.93 by deducting the said sum from the balance sum due under the Partial Settlement Agreement.

Further, Vizione Construction had on 19 August 2022 initiated an arbitration proceeding against CEDY under the PAM Arbitration Rules (2019 Edition) claiming for an amount of RM12,907,929.68 plus any other sums to be determined later being the damages, loss and expenses to be assessed due to CEDY's breach and/or default on the LOA.

However, CEDY had on 25 August 2023 applied for judicial management vide originating summons no. WA-28JM-18-08/2023 in the High Court of Malaya at Kuala Lumpur. The next hearing of the judicial management application and other applications for leave to intervene is fixed on 28 August 2024. Pursuant to Section 410(c) of the Companies Act 2016, the arbitrator had stayed the arbitration proceeding unless with the consent of the Judicial Managers or with the leave from the Court. The Board is reconsidering the options to decide on the best way to proceed on Vizione Construction's claim against CEDY.

- (iv) On 5 April 2024, Zenith Urban Development Sdn Bhd, an indirect wholly-owned subsidiary of Vizione ("**Zenith Urban**") received a notice of demand from JL EDISON Holdings Sdn Bhd ("**JLE**") (vide its solicitors Messrs Samrith Sanjiv & Partners) demanding for a sum of RM3,498,000.00 (inclusive of SST). The sum claimed by JLE is allegedly for the services provided by JLE to Zenith Urban in the procurement of a purchaser for Zenith Urban's freehold land held under HS(D) 19318 Lot 10012, Seksyen 1, Bandar Tanjong Pinang, Daerah Timor Laut, Pulau Pinang ("**Penang Property**"). A purchaser was procured by JLE subsequently and Zenith Urban thereafter entered into a sale and purchase agreement dated 11 November 2019 with the purchaser ("**SPA**").

Zenith Urban has not agreed to the amount claimed by JLE as JLE failed, refused and/or neglected to comply with the conditions of its engagement. A reply letter dated 26 April 2024 was issued to Messrs Samrith Sanjiv & Partners disputing JLE's claim.

When the purchaser failed to pay the balance purchase price within the prescribed time pursuant to the terms of the SPA, Zenith Urban has initiated legal action against the purchaser to recover the balance purchase price which was finally received in 3rd quarter of 2023.

The Board is of the view that the said demand is invalid for the reasons set out above.

- (v) On 16 July 2024, VBSB had received a winding-up petition bearing Kuala Lumpur High Court Companies (Winding-up) No. WA-28NCC-624-07/2024 dated 11 July 2024 filed by YHF Construction Sdn Bhd ("**YHF**") (vide its solicitors Messrs Jamie Wong) in the High Court of Malaya at Kuala Lumpur against VBSB seeking for the following relief:
- (a) that VBSB be wound up by the High Court under the provisions of the Companies Act 2016;
 - (b) that an official receiver be appointed as liquidator of VBSB; and
 - (c) that YHF be allowed costs of and incidental to the winding-up petition and costs to be paid out by the proposed liquidator out of the assets of VBSB.

YHB was appointed as a sub-contractor to carry out amongst others, the supply of labour, materials, tools and machinery to execute earthworks for VBSB. In the winding-up petition, YHF alleged that there is a sum of RM1,663,859.70 due and owing by VBSB to YHF.

The case management and hearing date for the winding up petition has been fixed on 20 August 2024 and 17 September 2024 respectively. The parties are attempting amicable settlement of the disputes raised in the winding-up petition.

The solicitors representing VBSB are of the opinion that VBSB has a reasonably good chance to oppose the winding-up petition.

6. HISTORICAL FINANCIAL INFORMATION

	Unaudited 3-month FPE 31 May		Audited 18-month FPE 31 May	Audited 12-month FYE 30 November	Audited 18-month FPE 30 November
	2024	2023	2023	2021	2020
	(RM'000)	(RM'000)	(RM'000)	(RM'000)	(RM'000)
Revenue	49,797	58,479	391,779	285,991	476,030
Cost of sales	(44,532)	(56,801)	(378,668)	(243,414)	(439,926)
GP / (GL)	5,265	1,678	13,111	42,577	36,104
Other income	176	300	3,342	747	5,822
Administrative expenses	(4,616)	(41,171)	(79,971)	(118,561)	(38,215)
Net impairment loss on financial assets	-	(10,721)	(18,087)	(2,796)	(5,901)
Share of results of joint venture company	521	257	1,106	(457)	3,437
Share of results of associate company	-	(2,727)	(4,042)	(341)	598
Finance costs	(463)	(957)	(9,194)	(3,204)	(7,941)
PBT / (LBT)	883	(53,341)	(93,735)	(82,035)	(6,096)
Taxation	302	(3,547)	(842)	(646)	(2,821)
PAT / (LAT) from continuing operations	1,185	(56,888)	(94,577)	(82,681)	(8,917)
Loss from discontinued operation, net of tax	(69)	-	-	-	-
PAT / (LAT) from continuing operations attributable to owners of the Company	1,264	(56,861)	(91,742)	(85,579)	(8,722)
GP / (GL) margin (%)	10.57	2.87	3.35	14.89	7.58
PAT / (LAT) margin (%)	2.38	(97.28)	(24.14)	(28.91)	(1.87)
Weighted average no. of Shares in issue ('000)	2,047,681	2,369,362	1,868,159	910,768	624,463
Basic / diluted EPS / (LPS) (sen)	0.06	(2.40)	(4.91)	(9.40)	(1.40)

Financial commentary:

(i) **3-month FPE 31 May 2024 compared to 3-month FPE 31 May 2023**

There were no comparative figures for the FYE 31 May 2024 as the consolidated financial statements of the Company were prepared based on the 18-month period from 1 December 2021 to 31 May 2023, as a result of a change in the Company's financial year end. As such, the financial commentaries presented herein are based on the 3-month FPE 31 May 2024 compared to 3-month FPE 31 May 2023.

The Group's revenue for the 3-month FPE 31 May 2024 decreased by approximately 14.85% or RM8.68 million to RM49.80 million (3-month FPE 31 May 2023: RM58.48 million). The decrease in revenue was mainly due to the Pinnacle Project was at its final stage of billing.

The Group's GP for the 3-month FPE 31 May 2024 increased by approximately 213.77% or RM3.59 million to RM5.27 million (3-month FPE 31 May 2023: RM1.68 million). Furthermore, the GP margin had increased from 2.87% for the 3-month FPE 31 May 2023 to 10.57% for the 3-month FPE 31 May 2024. The increase in GP and GP margin were mainly contributed by the Group's construction business as material and labour costs normalises from its increase during the 3-month FPE 31 May 2023.

The Group recorded a PAT of RM1.19 million for the 3-month FPE 31 May 2024 as compared to a LAT of RM56.89 million for the 3-month FPE 31 May 2023. The PAT recorded was mainly due to the following:

- (i) increase in GP as set out above;
- (ii) absence of net impairment loss on financial assets (3-month FPE 31 May 2023: RM10.72 million); and
- (iii) absence of impairment on goodwill (3-month FPE 31 May 2023: RM28.57 million).

(ii) 18-month FPE 31 May 2023 compared to 12-month FYE 30 November 2021

The Group's revenue for the 18-month FPE 31 May 2023 increased by approximately 36.99% or RM105.79 million to RM391.78 million (12-month FYE 30 November 2021: RM285.99 million). On an annualised basis, the Group's revenue for the 18-month FPE 31 May 2023 was 261.19 million and represents a decrease of 8.67% or RM24.81 million as compared to the 12-month FYE 30 November 2021. This was mainly due to the decrease in contribution from the Group's healthcare business as the Group completed the disposal of SSN Medical on 7 November 2022. Additionally, the decrease in revenue from SSN Medical was also contributed by the decrease in demand for rubber gloves as the negative impact arising from COVID-19 pandemic gradually subsides during 2022.

The Group's GP for the 18-month FPE 31 May 2023 decreased by approximately 69.21% or RM29.47 million to RM13.11 million (12-month FYE 30 November 2021: RM42.58 million). On an annualised basis and in line with the decrease in revenue, the Group's GP decreased by approximately 79.47% or RM33.84 million as compared to 12-month FYE 30 November 2021. Furthermore, the GP margin had decreased from 14.89% for the 12-month FYE 30 November 2021 to 3.35% for the 18-month FPE 31 May 2023. The decreases in GP and GP margin were mainly due to the decrease in selling prices of rubber gloves for the Group's healthcare business as well as increase in material and labour costs for the construction business.

The Group recorded a higher LAT of RM93.74 million for the 18-month FPE 31 May 2023 as compared to a LAT of RM82.04 million for the 12-month FYE 30 November 2021. This was mainly due to the following:

- (i) decrease in GP by RM29.47 million as set out above;
- (ii) increase in impairment losses on property, plant and equipment by RM8.32 million, mainly due to a decrease in the estimated recoverable amount for property, plant and equipment below their carrying amount;
- (iii) increase in net impairment losses on financial assets by RM15.29 million, mainly due to a higher expected credit losses on trade and other receivables estimated during the 18-month FPE 31 May 2023;
- (iv) loss on disposal of a subsidiary company (i.e. SSN Medical) amounting to RM5.82 million (12-month FYE 30 November 2021: nil);
- (v) increase in finance costs by RM5.99 million, mainly due to a new term loan and higher overdraft facilities utilised for working capital of the Group;

- (vi) increase in share of loss of associate company by RM3.70 million, mainly due to a revenue reversal in the associate company, namely Buildmarque Construction Sdn Bhd. Such reversal arose from an assessment on the fair amount of cumulative workdone by an independent construction claim consultant for a terminated construction contract; and
- (vii) increase in depreciation and amortisation expenses by RM1.85 million.

Notwithstanding the above, the higher LAT was partially moderated by a decrease in impairment loss on goodwill by RM62.43 million. The impairment loss on goodwill mainly arises due to a lower value in use estimated by an independent valuer for subsidiaries of the Group than their carrying amount.

(iii) 12-month FYE 30 November 2021 compared to 18-month FPE 30 November 2020

The Group's revenue for the 12-month FYE 30 November 2021 decreased by approximately 39.92% or RM190.04 million to RM285.99 million (18-month FPE 30 November 2020: RM476.03 million). On an annualised basis, the revenue for the 18-month FPE 30 November 2020 was RM317.35 million and accordingly, the revenue for 12-month FYE 30 November 2021 represented a decrease of approximately 9.88% or RM31.36 million. This was mainly due to a decrease in revenue for the Group's construction and property development businesses as construction related projects were delay arising from restrictions imposed by the Government to curb the COVID-19 pandemic. Notwithstanding this, the decrease in revenue was partially offset by the revenue of healthcare business as the Group completed the acquisition of SSN Medical on 10 February 2021.

The Group's GP increased by approximately 17.93% or RM6.47 million to RM42.58 million (18-month FPE 30 November 2020: RM36.10 million). On an annualised basis, the GP for the 18-month FPE 30 November 2020 was 24.07 million and accordingly, the GP for 12-month FYE 30 November 2021 represented an increase of 76.90% or RM18.51 million. Furthermore, the GP margin has increased from 7.58% for the 18-month FPE 30 November 2020 to 14.89% for the 12-month FYE 30 November 2021. The increases in GP and GP margin were contributed by the healthcare business which had a higher margin as compared to the construction and property development businesses.

The Group recorded a higher LAT of RM82.68 million for the 12-month FYE 30 November 2021 as compared to a LAT of RM8.92 million for the 18-month FPE 30 November 2020. This was mainly due to an increase in administrative expenses arising from the impairment loss on goodwill by RM90.93 million.

Additionally, the Group recorded a share of loss of joint venture company of RM0.46 million for the 12-month FYE 30 November 2021 as compared to share of profit of joint venture company of RM3.44 million for the 18-month FPE 30 November 2020. This was mainly due to the 50%-joint venture company of Vizione completed its only construction project during the 18-month FPE 30 November 2020 and there were no new projects secured during the 12-month FYE 30 November 2021.

Notwithstanding the above, the higher LAT was partially offset by the following:

- (i) an increase in GP by RM6.47 million as set out above;
- (ii) decrease in impairment loss on financial assets by RM3.11 million;
- (iii) absence of amortisation of intangible assets in 12-month FYE 30 November 2021 (18-month FPE 30 November 2020: RM3.25 million); and
- (iv) decrease in finance costs by RM4.74 million.

7. STEPS UNDERTAKEN OR TO BE UNDERTAKEN TO IMPROVE THE FINANCIAL CONDITION OF THE GROUP

The financial performance and financial position of the Group had been negatively affected by the COVID-19 pandemic since 2020 and accordingly, the Group had undertaken the following initiatives as part of its efforts to improve its business and financial condition which amongst others, include:

- (i) on 26 November 2020, the Company completed the 2020 Private Placement, which entailed the issuance of 170,000,000 placement shares and raised total gross proceeds of approximately RM61.63 million. The proceeds have been fully utilised mainly for funding the construction and property development projects of the Group;
- (ii) on 2 June 2021, the Company completed the 2021 Private Placement, which entailed the issuance of 236,039,000 placement shares and raised total gross proceeds of approximately RM44.49 million. The proceeds have been fully utilised mainly for funding the Group's construction projects, setting up glove production lines as well as the construction of the small hydro facility;
- (iii) on 7 March 2022, the Company completed the Rights Issue of Shares with Warrants, which entailed the issuance of 1,022,900,003 rights shares together with 511,449,980 free Warrants E, and raised total gross proceeds of approximately RM81.83 million. The proceeds have been fully utilised mainly for funding construction projects of the Group; and
- (iv) on 19 June 2024, the Company completed the disposal of all the ordinary shares in TTSB for a total consideration of RM100.00 to KAB Energy Holdings Sdn Bhd. Upon completion of the aforesaid disposal, TTSB has ceased to be a subsidiary of the Group. This enables the Group to streamline its business operations, reallocate its resources and focus its management's efforts and time on the Company's construction and property development businesses.

Moving forward, the Group will continue to focus on its construction and property development businesses by undertaking new construction and property development projects. Additionally, the Group will continue to monitor its funding needs and may explore other suitable funding proposals for its long term funding requirements.

8. IMPACT OF THE PROPOSED PRIVATE PLACEMENT AND VALUE CREATION TO THE GROUP AND ITS SHAREHOLDERS

The Proposed Private Placement will enable the Group to raise funds without incurring additional interest expense, thereby minimising cash flows commitment and preserving the Group's cash flows. Notwithstanding the above, the consolidated EPS / LPS of the Group is expected to be diluted as a result of the increased number of Shares arising from the Proposed Private Placement. The effects of the Proposed Private Placement on the share capital, NA and gearing, earnings and EPS, substantial shareholders' shareholdings of the Group are set out in **Section 6** of this Circular.

With the injection of new funds, the Company will be able to finance the proposed utilisation set out in **Section 3.7** of this Circular, without having to incur interest costs or service principal repayments as compared to bank borrowings. In turn, this allows the Company to preserve its cash flow.

Further, the proceeds from the Proposed Private Placement will provide the Group with the necessary funding for the Residensi Sentral Project, which is expected to contribute positively to the financial performance of the Group.

9. ADEQUACY OF THE PROPOSED PRIVATE PLACEMENT IN ADDRESSING THE COMPANY'S FINANCIAL CONCERN

Premised on **Sections 7 and 8 of Appendix I** above as well as the effects of the Proposed Private Placement as set out in **Section 6** of this Circular, the Board is of the view that the Proposed Private Placement is adequate to address the Group's financial requirements at this juncture. Notwithstanding this, the Group will continue to explore other suitable funding proposals for its long-term funding requirements.

As set out in **Section 3.7** of this Circular, the proceeds from the Proposed Private Placement will be used by the Group for the Residensi Sentral Project. This is expected to improve the Group's financial performance and financial position.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur, during normal business hours from Monday to Friday (except public holidays) following the date of this Circular up to and including the date of the EGM:

- (i) Constitution of the Company;
- (ii) audited consolidated financial statements of Vizione for the 18-month FPE 31 May 2023 and 12-month FYE 30 November 2021 as well as the unaudited consolidated financial statements of Vizione for the FYE 31 May 2024; and
- (iii) the letter of consent referred to in **Section 2 of Appendix I** above; and
- (iv) the relevant cause paper in respect of the material litigation as set out in **Section 5 of Appendix I** above.

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APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019

Details of other equity fund-raising exercises undertaken by the Company since 2019 and up to the LPD are set out below:

(i) 2019 Private Placement

On 20 February 2020, the Company completed the 2019 Private Placement, which entailed the issuance of 56,228,664 placement shares, and raised total gross proceeds of RM46.65 million. The 2019 Private Placement was approved by the Shareholders via a general mandate at the Company’s annual general meeting. As at the LPD, the said proceeds have been fully utilised for the following:

- (a) RM24.43 million for funding existing construction projects of the Group, which included mainly payment to contractors and payment to suppliers for construction materials, as follows:

Construction projects	Amount (RM'000)
Construction of 2,400 units of Rumah Mampu Milk Wilayah Persekutuan at Jalan Gombak, Mukim Setapak, Wilayah Persekutuan, Kuala Lumpur (" Gombak Project ")	12,991
Construction of 2 phases of commercial development known as the Project Sanctuary Cove Phase 1 and Phase 2 at Hulu Langat, Selangor (" Sanctuary Cove Project ")	2,522
Construction of submarine pipelines from Butterworth to the Macallum area in Penang Island (" Penang Project ")	8,916
Total	24,429

- (b) RM21.23 million for tender / contract deposit and/or performance bond for construction projects, as follows:

Construction projects	Amount (RM'000)
Performance bond for superstructure and related external works of a mixed development in Jalan Broga, Mukim Semenyih, Daerah Hulu Langat, Selangor (" Broga Semenyih Project ")	12,500
Earnest money for the remedial works for an abandoned project at KL North Gate Damar Block, Selangor (" North Gate Project ")	4,092
Security deposit for design and building of mixed development of 3,984 units storey shop office in Kuala Menggatal, Kota Kinabalu, Sabah	500
Security deposit for sub-structure works for the Semenyih Specialist Hospital in Mukim Semenyih, Daerah Hulu Langat, Selangor (" Semenyih Hospital Project ")	2,000
Performance bond for construction for construction of 1 block of 25-storey high end condominium (214 units), 31 units of 3-storey superlink villas together with related facilities at Bandar Rahman Putra, Shah Alam, Selangor (" Pinnacle Project ")	639
Security deposit for construction of a bonded warehouse in the District of Sepang (" Sepang Warehouse Project ")	1,500
Total	21,231

APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

The tender / contract deposit and performance bond paid are all refundable. The performance bond and deposits paid have yet to be refunded as the relevant projects are still ongoing, save for the following:

- (i) Security deposit for the Semenyih Hospital Project amounted to RM2.00 million have been partially refunded in the amount of RM1.50 million. The Company is following up with the remaining sum; and
- (ii) Security deposit for the Sepang Warehouse Project amounted to RM1.50 million have been fully refunded.

The aforementioned refunded amount of RM3.00 million had been utilised for the Group's working capital.

- (c) RM0.99 million for expenses of the 2019 Private Placement.

Based on the above, there was a change to the utilisation of proceeds raised from the 2019 Private Placement, which amounted to RM4.43 million, or approximately 9.49% of the total proceeds raised, as compared to its intended utilisation. The said proceeds of RM4.43 million that was originally allocated for tender / contract deposit and/or performance bond, was instead used for funding for existing construction projects. There was no material change to the utilisation of proceeds as the change was less than 25% of the total proceeds raised. The aforesaid change to the utilisation of proceeds is summarised as below:

Description of funding	Actual gross proceeds raised (RM'000)	Variation (RM'000)	Percentage of Variation over the total proceeds raised (%)	Amount utilised (RM'000)
Funding for existing construction projects	20,000	4,429	9.49	24,429
Tender / contract deposit and/or performance bond	25,660	(4,429)	(9.49)	21,231
Expenses for the 2019 Private Placement	989	-	-	989
Total	46,649			46,649

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APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

(ii) 2020 Private Placement

On 26 November 2020, the Company completed the 2020 Private Placement, which entailed the issuance of 170,000,000 placement shares, and raised total gross proceeds of RM61.63 million. The 2020 Private Placement was approved by Shareholders via a specific approval at an EGM on 18 June 2020. As at the LPD, the said proceeds have been fully utilised as proposed for the following:

- (a) RM60.63 million have been utilised for funding construction and property development projects of the Group, which included mainly payment to contractors, payment to suppliers for construction materials, consultants as well as payment to relevant authorities, as follows:

Construction / property development projects	Amount (RM'000)
Construction projects:	
Construction of 500 units of single storey cluster low-cost house at Tagasan, Sabah (" Tagasan Project ")	12,336
Infrastructure works at Pengerang Eco-Industrial Park, Johor (" Pengerang Project ")	769
North Gate Project	1,067
Building and civil works at Kwarters Depot Tahanan Imigresen Kemayan, Pahang (" Kemayan Project ")	5,968
Gombak Project	16,419
Penang Project	9,052
Pinnacle Project	3,303
Property development project:	
Development of 29-storey apartment comprising 216 units at Jalan Kuchai Jaya, Off Jalan Kuchai Lama, Kuala Lumpur i.e. the 216 Residences @ Kuchai Lama	11,714
Total	60,628

- (b) RM1.00 million for expenses for the 2020 Private Placement.

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APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

(iii) 2021 Private Placement

On 2 June 2021, the Company completed the 2021 Private Placement, which entailed the issuance of 236,039,000 placement shares, and raised total gross proceeds of RM44.49 million. The 2021 Private Placement was approved by Shareholders via a specific approval at an EGM on 20 April 2021.

The utilisation of proceeds raised from the 2021 Private Placement have been varied pursuant to a variation which was approved by Shareholders on 22 October 2021. Further details on the variation are set out as follows:

Utilisation of proceeds	Original allocation under the 2021 Private Placement (RM'000)	Allocation after the variation (RM'000)
Capital expenditure for setting up 6 new gloves production lines and upgrading of existing production facilities	12,182	17,000
Funding for existing construction projects of the Group	17,096	17,079
Funding for future design and built property development projects and renewable energy projects	7,635	-
Funding for the small hydro facility	7,166	10,000
Expenses for the 2021 Private Placement	407	407
Total	44,486	44,486

As at the LPD, the said proceeds have been fully utilised for the following:

- (a) RM13.08 million for setting up 2 new gloves production lines and upgrading existing glove production facilities under the healthcare business ventured into by the Group. The healthcare business was undertaken by the Group's 51%-owned subsidiary, SSN Medical and the Group had subsequently on 7 November 2022 completed the disposal of SSN Medical;
- (b) RM21.00 million for funding construction projects of the Group, which included mainly payment to contractors, staff related costs and payment to suppliers for construction materials, as follows:

Construction projects	Amount (RM'000)
Sanctuary Cove Project	8,000
Building works for a 3-storey utility facility at Shah Alam, Selangor (" Shah Alam Project ")	9,079
Construction of a 4-star 14 levels hotel building, which comprises 238 rooms, 6 service apartments, 5 office units and 3 shop lots at Langkawi, Kedah (" Langkawi Project ")	3,925
Total	21,004

APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

- (c) RM10.00 million for the construction of a small hydro facility with a capacity of 9.6 Megawatt in Pedu, Kedah, under the Group's renewable energy business ventured into by the Group. The renewable energy business was undertaken via TTSB, whereupon the Group had on 28 February 2024 entered into a share purchase agreement with KAB Energy Holdings Sdn Bhd to dispose all of its equity interest in TTSB. Further details of the aforesaid disposal of TTSB are set out in **Section 5.4(v)** of this Circular; and
- (d) RM0.41 million for expenses of the 2021 Private Placement.

Based on the above, there was a change to the utilisation of proceeds raised from the 2021 Private Placement, which amounted to RM3.93 million, or approximately 8.82% of the total proceeds raised, as compared to its intended utilisation. The said proceeds of RM3.93 million that was originally allocated for funding for the glove business was subsequently utilised for the funding for existing construction projects. There was no material change to the utilisation of proceeds as the change was less than 25% of the total proceeds raised. The aforesaid change to the utilisation of proceeds is summarised as below:

Description of funding	Actual gross proceeds raised (RM'000)	Variation (RM'000)	Percentage of Variation over the total proceeds raised (%)	Amount utilised (RM'000)
Capital expenditure for setting up 6 new gloves production lines and upgrading of existing production facilities	17,000	(3,925)	(8.82)	13,075
Funding for existing construction projects of the Group	17,079	3,925	8.82	21,004
Funding for the small hydro facility	10,000	-	-	10,000
Expenses for the 2021 Private Placement	407	-	-	407
Total	44,486			44,486

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APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

(iv) 2022 Rights Issue with Warrants

On 7 March 2022, the Company completed the 2022 Rights Issue with Warrants, which entailed the issuance of 1,022,900,003 rights shares together with 511,449,980 Warrants E, and raised total gross proceeds of RM81.83 million. The 2022 Rights Issue with Warrants was approved by Shareholders via a specific approval at an EGM on 22 October 2021. As at the LPD, the said proceeds have been fully utilised for the following:

- (a) RM81.08 million for funding existing construction projects of the Group, which included mainly payment to contractors, payment to suppliers for construction materials and performance bonds, as follows:

Construction projects	Amount (RM'000)
Perak Project	3,936
Pinnacle Project	16,631
Gombak Project	13,969
Langkawi Project	15,264
Sanctuary Cove Project	7,411
Design and build in Persiaran Lestari Puchong, Mukim Petaling, Daerah Petaling, Selangor (" Puchong South Project ")	11,525
Shah Alam Project	1,706
Broga Semenyih Project	8,834
Tagasan Project	1,803
Total	81,079

- (b) RM0.75 million for expenses of the 2022 Rights Issue with Warrants.

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APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

Based on the above, there was a change to the utilisation of proceeds raised from the 2022 Rights Issue with Warrants, which amounted to RM3.94 million, or approximately 4.81% of the total proceeds raised, as compared to its intended utilisation. The said proceeds of RM3.94 million has been utilised for Perak Project, which was not an existing construction project of the Group at the relevant time (i.e. as at the latest practicable date of the abridged prospectus in relation to the 2022 Rights Issue with Warrants) as the management of the Company viewed that it was in the best interest of the Company to commence the Perak Project.

There was no material change to the utilisation of proceeds as the change was less than 25% of the total proceeds raised. The aforesaid change to the utilisation of proceeds is summarised as below:

Description of funding	Actual gross proceeds raised (RM'000)	Variation (RM'000)	Percentage of Variation over the total proceeds raised (%)	Amount utilised (RM'000)
Funding for construction projects				
- Existing projects secured prior to 11 January 2022, being the latest practicable date of the abridged prospectus in relation to the 2022 Rights Issue with Warrants	81,079	(3,936)	(4.81)	77,143
- Perak Project, which was secured in April 2022 (further details of which is set out in Section 5.4(iii) of this Circular)	-	3,936	4.81	3,936
Expenses for the 2022 Rights Issue with Warrants	753	-	-	753
Total	81,832			81,832

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APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

Save for RM13.08 million which have been utilised for setting up and upgrading glove production lines and RM10.00 million for the construction of small hydro facility under the 2021 Private Placement above, the proceeds raised from the equity fund-raising exercises above have been utilised for construction / property development projects of the Group for working capital purposes. Further details of the utilisation are as follows:

Working capital	Further breakdown	2019 Private Placement (RM'000)	2020 Private Placement (RM'000)	2021 Private Placement (RM'000)	2022 Rights Issue with Warrants (RM'000)	Total (RM'000)
Payment of general overheads, wages and salaries	Directors / Executive Directors and senior management	-	-	-	-	-
	Other employees	-	-	1,638	-	1,638
Operating expenses and administrative expenses	Payment to suppliers	24,429	60,628	19,366	70,954	175,377
	Tender / contract deposit and/or performance bond	21,231	-	-	10,125	31,356
	Expenses for corporate exercises	989	998	407	753	3,147
		46,649	61,626	(1)21,411	81,832	211,518

Note:

(1) Excluding RM13.08 million which have been utilised for setting up and upgrading glove production lines and RM10.00 million for the construction of small hydro facility under the 2021 Private Placement.

In addition, since 2019, save for the issuance of 1,708 Shares pursuant to the exercise of 1,708 Warrants D at exercise prices of RM0.32 (1,680 Warrants D on 25 September 2020) and RM0.22 (28 Warrants D on 22 August 2023) each, which raised RM544 for the Group, none of the Warrants C, Warrants D and Warrants E were exercised. The proceeds from the exercise of Warrants D have been utilised for working capital of the Group.

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APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

IMPACT OF EQUITY FUND-RAISING EXERCISES SINCE 2019 TO THE EARNINGS OF THE GROUP

As set out above, the equity fund-raising exercises have mainly been utilised to fund construction and property development projects of the Group, as well as the Group's venture into the healthcare and renewable energy business. The overall contribution of these projects / ventures to the earnings of Group are detailed as follows:

Projects / ventures	Location	Brief details of project	Contract sum / gross development value (RM'000)	Construction costs / estimated construction costs / gross development costs (RM'000)	Earnings / estimated earnings contribution to the Group (RM'000)	Commencement date	Percentage of completion as at the LPD (%)	Expected completion date	(In respect of property development project) Sales (RM'000) and take up rate (%)
Projects: Gombak Project	Jalan Gombak, Mukim Setapak, Wilayah Persekutuan, Kuala Lumpur	Construction of 2,400 units of Rumah Mampu Milik Wilayah Persekutuan	465,000	412,000	53,000	August 2017	85.00	December 2025	(4)
Sanctuary Cove Project	Hulu Langat, Selangor	Construction of 2 phases of commercial development known as the Project Sanctuary Cove Phase 1 and Phase 2	401,000	369,000	32,000	March 2019	26.05	Temporary suspended and pending financial closure	(4)
Penang Project	Penang Island	Construction of submarine pipelines from Butterworth to the Macallum area	92,499	85,596	6,903	September 2018	100.00	October 2022	(4)

APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

Projects / ventures	Location	Brief details of project	Contract sum / gross development value (RM'000)	Construction costs / estimated construction costs / gross development costs (RM'000)	Earnings / estimated earnings contribution to the Group (RM'000)	Commencement date	Percentage of completion as at the LPD (%)	Expected completion date	(In respect of property development project) Sales (RM'000) and take up rate (%)
Broga Semenyih Project	Jalan Broga, Mukim Semenyih, Daerah Hulu Langat, Selangor	Superstructure and related external works of a mixed development	239,603	225,159	14,444	January 2021	56.00	May 2025	(4)
Tagasan Project	Tagasan, Sabah	Construction of 500 units of single storey cluster low-cost house	81,016	82,431	(3)(1,415)	April 2018	100.00	October 2023	(4)
Pengerang Project	Pengerang Eco-Industrial Park, Johor	Infrastructure works	10,240	8,963	1,277	September 2019	100.00	November 2021	(4)
North Project	KL North Gate Damar Block, Selangor	Remedial works for an abandoned project	50,000	46,000	4,000	January 2019	20.00	21 months from the approval of new building plan	(4)
Kemayan Project	Kuarters Depot Tahanan Imigresen Kemayan, Pahang	Building and civil works	8,180	7,386	794	September 2019	100.00	December 2021	(4)

APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

Projects / ventures	Location	Brief details of project	Contract sum / gross development value (RM'000)	Construction costs / estimated construction costs / gross development costs (RM'000)	Earnings / estimated earnings contribution to the Group (RM'000)	Commencement date	Percentage of completion as at the LPD (%)	Expected completion date	(In respect of property development project) Sales and take up rate
Pinnacle Project	Bandar Rahman Putra, Shah Alam, Selangor	Construction for construction of 1 block of 25-storey high end condominium (214 units), 31 units of 3-storey superlink villas together with related facilities	88,650	97,650	(3)(9,000)	May 2020	96.00	October 2024	(4)
216 Residences @ Kuchai Lama	Jalan Kuchai Jaya, Off Jalan Kuchai Lama, Kuala Lumpur	Development of 29-storey apartment comprising 216 units	96,901	89,771	7,130	April 2019	100.00	November 2022	RM94,963 / 98.00%
Shah Alam Project	Shah Alam, Selangor	Building works for a 3-storey utility facility	17,500	20,877	(3)(3,377)	January 2021	100.00	April 2022	(4)

APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

Projects / ventures	Location	Brief details of project	Contract sum / gross development value (RM'000)	Construction costs / estimated construction costs / gross development costs (RM'000)	Earnings / estimated earnings contribution to the Group (RM'000)	Commencement date	Percentage of completion as at the LPD (%)	Expected completion date	(In respect of property development project) Sales (RM'000) and take up rate (%)
Langkawi Project	Langkawi, Kedah	Construction of a 4-star 14 levels hotel building, which comprises 238 rooms, 6 service apartments, 5 office units and 3 shop lots	116,046	113,089	2,957	September 2021	58.91	December 2024	(4)
Perak Project	Ipoh, Perak	Build a Neuro-robotics and Cybernetics Rehabilitation Centre	654,000	607,460	46,540	May 2022	62.75	May 2025	(4)
Puchong South Project	Mukim Petaling, Daerah Petaling, Selangor	Design and build in Persiaran Lestari Puchong	405,000	372,600	32,400	The project has yet to commence, pending financial closure	-	40 months from commencement	(4)
Ventures: Healthcare business			-	-	(1)(4,020)				
Renewable energy business			-	-	(2)(96)				
Total					183,537				

APPENDIX II – DETAILS OF FUND-RAISING EXERCISES UNDERTAKEN BY THE COMPANY SINCE 2019 (CONT'D)

Notes:

(1) The Group ventured into the healthcare business via the acquisition of 51% equity interests in SSN Medical on 1 December 2020. Subsequently, the Group had on 7 November 2022 completed the disposal of SSN Medical. Accordingly, the contribution of SSN Medical, including the loss arising from the disposal are recorded in the audited consolidated financial statements of Vizione for the 12-month FYE 30 November 2021 and 18-month FPE 31 May 2023, which is computed as follows:

Audited segment profit / (loss) of the healthcare business	Amount (RM'000)
12-month FYE 30 November 2021	6,932
18-month FPE 31 May 2023	(5,135)
Loss on disposal arising from the disposal of SSN Medical	(5,817)
Total	(4,020)

- (2) The Group has yet to derive any revenue from its renewable energy business as the construction of the small hydro facility has yet to be completed. Nonetheless, as set out in **Section 5.4(v)** of this Circular, the Group had on 28 February 2024 entered into a share purchase agreement with KAB Energy Holdings Sdn Bhd to dispose all of its equity interest in TTSB, the wholly-owned subsidiary which undertakes the renewable energy business. Arising therefrom, the Group expects to record a pro forma loss of approximately RM0.1 million upon completion of the said disposal.
- (3) The Tagasan Project, Pinnacle Project and Shah Alam Project were secured by the Group prior to the COVID-19 in March 2020. These projects had negative margins due to, amongst others, an increase in material and labour costs during the COVID-19 period as well as a prolonged period to undertake the construction works as a result of restriction measures imposed by the government of Malaysia during the COVID-19 period.
- (4) The Group was appointed as the contractor for the projects and hence the sales and take-up rate are not applicable.
- Based on the above, apart from the Group's ventures into the healthcare and renewable energy businesses, the construction / property development projects are, in aggregate expected to contribute positively to the overall earnings of the Group.



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 (“**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 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.

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 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.
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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.

Personal Data Privacy

By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 16 August 2024.

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AFFIX
STAMP

**The Company Secretary
VIZIONE HOLDINGS BERHAD
Registration No. 199701026873 (442371-A)
A3-3-8, Solaris Dutamas
No. 1, Jalan Dutamas 1
50480 Kuala Lumpur
W.P. Kuala Lumpur**

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