

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

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

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.



**VIZIONE**<sup>®</sup>

*Dedication, Innovation, Creation*

**VIZIONE HOLDINGS BERHAD**

**Registration No. 199701026873 (442371-A)**

(Incorporated in Malaysia)

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE  
FOR THE EXERCISE OF WARRANTS 2022/2025**

**(Stock Name: VIZIONE-WE)**

**(Stock Code: 7070WE)**

**IMPORTANT RELEVANT DATES**

Last day, date and time for the trading of Warrants : Wednesday, 12 February 2025 at 5.00 p.m.  
2022/2025

Day, date and time of suspension of trading of : Thursday, 13 February 2025 at 9.00 a.m.  
Warrants 2022/2025

Last day, date and time for Transfer into depositor's : Friday, 21 February 2025 at 4.30 p.m.  
CDS Account

Last day, date and time for exercise of Warrants : Friday, 28 February 2025 at 5.00 p.m.  
2022/2025

Day, date and time of expiry of Warrants 2022/2025 : Friday, 28 February 2025 at 5.00 p.m.

Removal of Warrants 2022/2025 from the Official List : Monday, 3 March 2025 at 9.00 a.m.  
of Bursa Malaysia Securities Berhad

**This Notice is dated 24 January 2025.**

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## DEFINITIONS

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

Board	:	Board of Directors of Vizione
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. Registration No. 198701006854 (165570-W)
Bursa Securities	:	Bursa Malaysia Securities Berhad Registration No. 200301033577 (635998-W)
CDS	:	Central Depository System
Depositor	:	Holder of a Securities Account
Deed Poll	:	The deed poll executed by VHB on 14 January 2022 to constitute the Warrants E and to govern the rights of holders of the Warrants E
Exercise Money	:	The amount calculated by multiplying the Exercise Price by the aggregate number of New VHB Share(s) in respect of each of the Exercise Rights are being exercised at the same time, which the said amount shall be free of any foreign exchange commissions, remittance charges or other deductions
Exercise Period	:	The period commencing the date of the issue of the Warrants E on 2 March 2022 and ending at the close of business at 5.00 p.m. on the Expiry Date (both date inclusive)
Exercise Price	:	Ringgit Malaysia Sen Forty (RM0.40) only payable in respect of each new VHB share to which a Warrant Holders will be entitled to subscribe upon exercise of the Exercise Rights
Exercise Rights	:	The rights of a Warrant Holders to subscribe for the number of New VHB Share(s) arising from the Warrants E at the Exercise Price and upon the terms of and subject to the conditions of the Deed Poll and Notice to Holders of Warrants E
Expiry Date	:	The date immediately preceding the third (3rd) anniversary date of first issue of the Warrants E, and if such date is not a Market Day, then on the immediate preceding Market Day. The expiry date is on Friday, 28 February 2025 at 5.00 p.m.
Issue Date	:	2 March 2022, being the date, on which Warrants E are allotted and issued under or pursuant to the Deed Poll
LPD	:	17 January 2025, being the latest practicable date of this Circular
Market Day	:	A day on which the stock market of Bursa Securities is open for trading in securities, which may include a Surprise Holiday
New VHB Share(s)	:	New ordinary share(s) of VHB issued or to be issued (as the context may require) by VHB upon exercise of the Warrants E

Notice	:	Notice to Warrant Holders of VHB in relation to the expiry and last date for the exercise of Warrants E
Record of Depositors	:	The record consisting of name of depositors provided by Bursa Depository under the rules of Bursa Depository
RM and Sen	:	Ringgit Malaysia and Sen, respectively
Securities Account	:	An account established by Bursa Depository for a Depositor for the recording of deposit of securities and for dealing in such securities by the Depositor
Share Registrar	:	Workshire Share Registration Sdn. Bhd. Registration No. 202101030155 (1430455-D)
Subscription Form	:	The form in respect of the exercise of Warrants E as set out in this Notice
VHB or Company	:	Vizione Holdings Berhad Registration No. 199701026873 (442371-A)
VHB Share(s)	:	Ordinary share(s) of VHB and shall include where applicable the New Share(s) issued
Warrants E or Warrants 2022/2025	:	VHB' existing Warrants E issued on 2 March 2022 pursuant to the terms and conditions of the Deed Poll dated 14 January 2022 and will expire on 28 February 2025 at 5.00 p.m.
Warrant Holder(s)	:	Depositors whose names appear in the Record of Depositors as holder(s) of the Warrants E

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

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

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

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**VIZIONE 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

24 January 2025

**Board of Directors**

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

**To: The Warrant Holders of VHB**

Dear Sir/Madam,

**NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2022/2025**

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**NOTICE IS HEREBY GIVEN THAT** pursuant to the terms and conditions as stipulated in the Deed Poll dated 14 January 2022, the exercise rights of the Warrants E will expire at **5.00 p.m. on Friday, 28 February 2025** (Expiry Date).

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

The total number of outstanding Warrants E as at the LPD is 102,289,956.

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

**Accordingly, the Warrants E will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Monday, 3 March 2025.**

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

**1. SUSPENSION OF TRADING AND LAST DATE FOR TRADING**

To facilitate the Exercise Rights of the Warrant Holders, the trading of the Warrants E will be suspended from trading on Bursa Securities with effect from **Thursday, 13 February 2025 at 9.00 a.m.** until the Expiry Date. Hence, the last trading day and time of for trading of the Warrants E will be on **Wednesday, 12 February 2025 at 5.00 p.m.**

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

The Exercise Price of the Warrants E is RM0.40 for each new VHB Share. Accordingly, for illustration purposes, if you subscribe for 100 VHB Shares, the Exercise Price shall be RM40.00.

The Exercise Price of RM0.40 for each new VHB Share shall be made in full and payable in Ringgit Malaysia by banker's draft or cashier's order or money order or postal order drawn on a bank or post office in Malaysia amounting to RM \_\_\_\_\_ (**Payment Sum**) made out in favour of "**VIZIONE WARRANTS E ACCOUNT**" crossed "**Account Payee Only**" and endorsed on the reverse side with the name and address, NRIC/passport number/company registration number whichever applicable and CDS Account number of the Warrant Holders OR by way of internet bank transfer to bank account no. **2603061987** of the Company namely "**VIZIONE WARRANTS E ACCOUNT**" maintained with **United Overseas Bank (Malaysia) Berhad.** (*Proof of payment to be attached. i.e. bank transfer receipt*)

**3. EXERCISE OF EXERCISE RIGHTS**

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

- (a) Complete and execute the Subscription Form, a copy of which is attached to this Notice. Additional copies of the Subscription Form can be obtained from the Share Registrar of VHB, **Workshire Share Registration Sdn. Bhd.** [Registration No. 202101030155 (1430455-D)] of A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia; and
- (b) Deliver and reach the Share Registrar of VHB the following documents and remittances not later than 5.00 p.m. on the Expiry Date:
  - (i) the Subscription Form duly completed and executed by you;
  - (ii) remittance for the full Exercise Price as mentioned in Section 2 above; and
  - (iii) remittance of a processing fee of RM21.60 (inclusive of 8% service tax of RM1.60) for each Exercise Form submitted, payable by banker's draft, cashier's order, money order or postal order made in favour of "**Workshire Share Registration Sdn. Bhd.**" OR by internet bank transfer to the bank account no. **5627 5971 1242** of the Share Registrar maintained with **Malayan Banking Berhad** (or such other fee as the Share Registrar may from time to time determine). (*Proof of payment to be attached. i.e. bank transfer receipt*)

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

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

#### **4. BOOK CLOSURE DATE**

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

- (a) Bursa Depository will not be accepting any request for the transfer of Warrants E for the period commencing **4.30 p.m. on Friday, 21 February 2025** up to the Expiry Date.
- (b) Warrant Holders shall qualify for entitlement to subscribe for new VHB Shares in respect of the following:
  - (i) Warrants E transferred into the Depositor's CDS Account before **4.30 p.m. on Friday, 21 February 2025** in respect of ordinary transfer; and
  - (ii) Warrants E bought on Bursa Securities on or before **5.00 p.m. on Wednesday, 12 February 2025**, being the last day for trading of the Warrants E.

#### **5. EXPIRY OF WARRANTS E**

Warrant Holders should note that:

- (a) If their Exercise Rights are not exercised and the relevant Subscription Form together with remittances are not delivered to the Company's Share Registrar by 5.00 p.m. on the Expiry Date, the Exercise Rights will lapse and become null and void and cease to be exercisable thereafter; and
- (b) All unexercised Warrants E remaining in a Depositor's CDS Account as at 5.00 p.m. on the Expiry Date will be cancelled and debited from the respective Depositor's CDS Account on Monday, 3 March 2025.

#### **6. DIRECTORS' RESPONSIBILITY STATEMENT**

This Notice has been seen and approved by the Directors of VHB who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

**7. CONTACT DETAILS FOR ENQUIRIES**

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

**Workshire Share Registration Sdn. Bhd.**  
Registration No. 202101030155 (1430455-D)  
A3-3-8, Solaris Dutamas  
No. 1, Jalan Dutamas 1  
50480 Kuala Lumpur  
W.P. Kuala Lumpur  
Telephone No. : 03-6413 3271/012-595 5253  
Facsimile No. : 03-6413 3270

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

**CHONG YEE HING**  
Executive Director





- (a) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (b) hereby confirm and declare that the information indicated with an asterisk (\*) is identical with the information in the records of Bursa Depository with regard to my/our securities account with Bursa Depository (**CDS account**) and further agree and confirm that in the event the information aforesaid differs from the information in Bursa Depository's records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- (c) hereby irrevocably authorise you to instruct Bursa Depository to debit the number of Warrants specified below (**Exercised Warrants**) from my/our CDS account in the exercise of my/our rights as specified below in accordance with the provisions of the Deed Poll dated 14 January 2022 constituting the Warrants (**Deed Poll**):

Source account for debiting Warrants (Stock Code: 7070WE)															
ADA CODE, ADA BRANCH CODE AND CDS ACCOUNT NUMBER														No. of Warrants	
			-				-								

- (d) hereby confirm the Exercised Warrants are or have been designated as "free securities" in my/our CDS account in accordance with the Rules of Bursa Depository and further declare that if this declaration is untrue, the exercise of my/our rights hereunder may be rejected;
- (e) where I/we am/are entitled to receive new ordinary shares in the Company (**New Shares**) upon the exercise of my/our Subscription Rights (apart from the exercise of rights in respect of all Warrants), I/we hereby irrevocably authorise you to instruct Bursa Depository to credit the number of New Shares specified below into my/our CDS account stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein:

Target account for crediting New Shares (Stock Code: 7070)															
ADA CODE, ADA BRANCH CODE AND CDS ACCOUNT NUMBER														No. of New Shares	
			-				-								

**Notes:**

- ADA means Authorised Depository Agent.
- A Warrant Holder shall not be allowed to instruct for New Shares to be credited into any CDS account other than one of those from which the Warrants are to be debited.

- (f) hereby confirm that after the submission of this form to you, I/we will not dispose, transfer or charge the Exercised Warrants, until the exercise is completed by the debiting of the Exercised Warrants from my/our CDS account or the exercise is rejected by the Company, whichever is applicable;
- (g) hereby make payment in full for such New Shares which includes payment of the Exercise Price subject to adjustments in accordance with Condition 5 of Schedule 3 of the Deed Poll and together with any payments required under the Securities Industry (Central Depositories) Act 1991 of Malaysia or the Rules of Bursa Depository, and all other fees and charges including taxes, stamp duty and deposit fees (if any) payable to Bursa Depository by
- banker's draft or cashiers order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia in favour of "**VIZIONE WARRANTS E ACCOUNT**" crossed "**Account Payee Only**" amounting to RM \_\_\_\_\_ and endorsed on the reverse side with my/our name in block letters and CDS account number; or
  - internet bank transfer to designated bank account number of "**2603061987**" in favour of "**VIZIONE WARRANTS E ACCOUNT**" maintained with United Overseas Bank (Malaysia) Bhd (proof of payment to be attached to the Subscription Form submitted to the Registrar); or
  - online payment gateway for the electronic submission of the subscription form lodged, by way of email at [infosr@wscs.com.my](mailto:infosr@wscs.com.my) (proof of payment to be attached to the Subscription Form to the Registrar).

- (h) hereby irrevocably elect, upon and subject to the provisions of the Deed Poll to exercise the Subscription Rights in respect of the Exercised Warrants to subscribe for such number of New Shares of the Company at the Exercise Price, and agree to accept such New Shares allotted subject to the Constitution of the Company; and
- (i) hereby undertake to fully indemnify and keep the Company and the Registrar indemnified against any claims, loss, damage, liability, cost or expense (including legal cost and solicitors' costs on a solicitor and client basis) that may be suffered or incurred by the Company and the Registrar as a result of the Company and/or the Registrar acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2025

**If Warrant Holder is an individual**

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

**If Warrant Holder is a corporation/society**

The common seal of Warrant Holder            )  
was hereto affixed in the presence of:        )

\_\_\_\_\_  
Director  
Name:

\_\_\_\_\_  
Director/Secretary/other authorised person(s)  
Name:

**Notes:**

1. No scrip will be issued to the Warrant Holder as the result of any exercise of his/its Subscription Rights.
2. No Warrant Holder is allowed to instruct crediting of New Shares into a CDS account other than one of those from which the Exercised Warrants are to be debited.
3. In exercising the Subscription Rights represented by the above Exercised Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable.
4. The Subscription Right for any Warrant that is not exercised during the Exercise Period will lapse and become null and void upon the expiry of the Exercise Period.
5. A corporation completing this Subscription Form is required to affix its Common Seal in accordance with its Constitution or relevant constituent document.
6. The terms and expressions used in this Subscription Form (unless otherwise defined in this Subscription Form) will have the same meanings and interpretation as defined in the Deed Poll.
7. All information given above must be the same as the information in the records of Bursa Depository.
8. Joint account holders are not recognised by Bursa Depository.
9. For the avoidance of doubt, if no CDS account number is provided, any exercise or purported exercise of the Subscription Rights shall be deemed to be invalid.
10. Where the relevant payment made for the New Shares is less than the full amount of the subscription moneys required based on the Exercise Price, the Warrant Holder authorises the Company to, and the Company may but is not obliged to, treat the exercise by the Warrant Holder of the Subscription Rights as an exercise by the Warrant Holder of the Subscription Rights of such a reduced number of Warrants (in such multiples of board lots of 100 Warrants or in such other whole number of Warrants as the Company may determine) such that the relevant payment made for the New Shares shall thereafter be sufficient to pay for the full amount of the subscription moneys required in respect of the reduced number of Warrants. In such event, the Warrant Holder is deemed to have exercised his Subscription Rights in respect of such reduced number of Warrants.

11. A processing fee of RM 21.60 inclusive of any services tax payable at such rate that may be imposed by any legislation, rules, regulations, rulings or guidelines made thereunder relating to goods and/or services tax payable per debit transaction and/or credit transaction shall be paid by the Warrant Holder in the form of cash or cheque in favour of “**Workshire Share Registration Sdn. Bhd.**” to the Registrar for any debiting and crediting of the CDS account or internet bank transfer to the Registrar’s bank account no. 5627 5971 1242 maintained with Malayan Banking Berhad.
12. The Exercise Price and/or the number of Warrants E in issue during the Exercise Period shall however be subject to adjustments under circumstances prescribed in accordance with the terms and conditions of the Deed Poll.

**Attention:**

The attention of Warrant Holders is drawn to the Malaysian Code on Take-overs and Mergers 2016 and Rule 4 of the Rules on Take-overs, Mergers and Compulsory Acquisitions, CMSA 2007 and other relevant legislations as amended or replaced from time to time. In particular, a Warrant Holder should note that it/he may be under an obligation to extend a take-over offer of the Company if

- (a) it/he intends to acquire or hold or control the exercise of, by exercise of the Warrants or otherwise, whether at one time or different times, Shares which (together with Shares owned or acquired by it/him or persons acting in concert with it/him) carry 33% or more of voting rights of the Company; or
- (b) it/he, together with persons acting in concert with it/him, holds not less than 33% but not more than 50% of the voting rights of the Company, and either alone or together with persons acting in concert with it/him, intends to acquire additional Shares by the exercise of the Warrants or otherwise in any period of 6 months, increasing such percentage of the voting rights by more than 2%.

To: **THE SHARE REGISTRAR OF VIZIONE HOLDINGS BERHAD**  
**Workshire Share Registration Sdn. Bhd.**  
Registration No. 202101030155 (1430455-D)  
A3-3-8, Solaris Dutamas  
No. 1, Jalan Dutamas 1  
50480 Kuala Lumpur  
W.P. Kuala Lumpur  
Telephone No. : 03-6413 3271/012-595 5253  
Facsimile No. : 03-6413 3270

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