



VIZIONE

VIZIONE HOLDINGS BERHAD

(Company No. 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 at Crystal Hall 2, Level 4, Crystal Crown Hotel, Petaling Jaya located at 12, Lorong Utara A, Off Jalan Utara, 46200 Petaling Jaya, Selangor, on Tuesday, 4 September 2018 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit to pass the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED CONSOLIDATION OF EVERY 7 ORDINARY SHARES IN VIZIONE (“VIZIONE SHARES” OR “SHARES”) INTO 1 VIZIONE SHARE (“CONSOLIDATED SHARE(S)”) (“PROPOSED SHARE CONSOLIDATION”)

“**THAT**, subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to consolidate every 7 Vizione Shares, held by the shareholders of Vizione (“**Shareholders**”) whose names appear in the Record of Depositors of the Company as at the close of business on a date to be determined and announced later by the Directors, into 1 Consolidated Share;

THAT fractional entitlements arising from the Proposed Share Consolidation, if any, shall be dealt with by the Board in such manner at its absolute discretion as it may deemed fit or expedient and in the best interest of the Company;

THAT such Consolidated Shares shall, upon allotment and issuance, rank equally in all respects with each other;

AND THAT the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company’s common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Share Consolidation with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Share Consolidation.”

ORDINARY RESOLUTION 2

PROPOSED AMENDMENTS TO THE BY-LAWS GOVERNING THE EMPLOYEE’S SHARE ISSUANCE SCHEME OF VIZIONE (“BY-LAWS”) (“PROPOSED BY-LAWS AMENDMENTS”)

“**THAT** approval be and is hereby given to the Company to authorise the Proposed By-Laws Amendments in the manner as set out in **Appendix I** of the circular to Shareholders dated 13 August 2018 in relation to the Proposed Share Consolidation and the Proposed By-Laws Amendments.

AND THAT the Board be and is hereby empowered and authorised to do all such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company’s common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed By-Laws Amendments with full powers to assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed By-Laws Amendments.”

ORDINARY RESOLUTION 3

PROPOSED AMENDMENTS TO THE DEED POLL CONSTITUTING THE WARRANTS 2017/2022 IN THE COMPANY (“WARRANTS-C”) DATED 9 DECEMBER 2016 (“DEED POLL C”) (“PROPOSED DEED POLL C AMENDMENTS”)

“**THAT**, subject to the approval being obtained from the Warrants-C Holders of the Company at the Warrants-C Holders’ meeting, approval be and is hereby given to the Board to amend, modify and/or vary the existing Deed Poll C in the manner as set out in **Appendix I** of the circular to the Shareholders of the Company dated 13 August 2018 in relation to the Proposed Deed Poll C Amendments and to be effected by way of a supplemental to the Deed Poll C;

AND THAT the Board be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company’s common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Deed Poll C Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Deed Poll C Amendments.”

**BY ORDER OF THE BOARD
VIZIONE HOLDINGS BERHAD**

**LEE WEE HEE (MAICSA 0773340)
WONG YUET CHYN (MAICSA 7047163)**
Company Secretaries

Kuala Lumpur
13 August 2018

Notes:

1. A member shall be entitled to be present and to vote at any general meeting of the Company, or at a meeting of any class of the members of the Company on any question either personally or by proxy.
2. Pursuant to Section 334 of the Companies Act 2016, a member shall be 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.
3. A member may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, he shall specify the proportion of his shareholding to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 under the hands of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation under its common seal, or the hand of its attorney.
6. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointer. The instrument appointing a proxy shall be left at the registered office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.
7. In respect of deposited securities, only members whose name appear in the Record of Depositors on 27 August 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the EGM.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out above will be put to vote by way of poll.