



# VERSATILE CREATIVE BERHAD

(603770-D)

(Incorporated in Malaysia)

## NOTICE OF TENTH (10TH) ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 10th Annual General Meeting of the Company will be held at Versatile Creative Berhad, Audio Room, Lot 30745, Jalan Pandan Indah, Pandan Indah, 55100 Kuala Lumpur on Thursday, 20 June 2013 at 11.00 a.m. to transact the following businesses:-

### AGENDA

#### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
2. To re-elect Shahabuddin Bin Abdullah @ Lee Seng Pun who retires pursuant to Article 73 of the Company's Articles of Association. **(Resolution 1)**
3. To re-elect Dato' Eow Kwan Hoong who retires pursuant to Article 73 of the Company's Articles of Association. **(Resolution 2)**
4. To re-elect Lee Seng Hoong who retires pursuant to Article 73 of the Company's Articles of Association. **(Resolution 3)**
5. To approve the payment of Directors' fees of RM130,000 for the financial year ended 31 December 2012. **(Resolution 4)**
6. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

#### Special Business

To consider and if thought fit, to pass the following resolutions, with or without modifications, as Ordinary Resolutions of the Company:-

7. **ORDINARY RESOLUTION** **(Resolution 6)**

##### AUTHORITY TO ISSUE SHARES

"THAT subject always to the Companies Act 1965, the Articles of Association of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being.

THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

8. **ORDINARY RESOLUTION**

##### CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

- 8.1 "THAT, approval be and is hereby given to Syed Abdullah Bin Syed Abd Kadir who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." **(Resolution 7)**

- 8.2 "THAT, approval be and is hereby given to Dato' Mohamad Suparadi Bin Md Noor who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." **(Resolution 8)**

BY ORDER OF THE BOARD

**NG YEN HOONG (LS 008016)**

**WONG PEIR CHYUN (MAICSA 7018710)**

Company Secretaries

Kuala Lumpur

29 May 2013

#### NOTES:

1. **Notes on Appointment of Proxy**

- (a) A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- (b) The instrument appointing a proxy shall be in writing (in the common seal or usual form) under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The duly completed form must be deposited at the Registered Office of the Company at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time for holding the meeting. Provided That in the event member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/her proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
- (c) A member shall be entitled to appoint not more than two (2) proxies to attend, vote and speak at the same meeting.
- (d) Where a member is an authorised nominee as defined under the Depositories Act, 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.
- (e) 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 is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempted authorised nominee refers to an authorised nominee defined under the Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Depositories Act.
- (f) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (g) Only members whose names appear in the Record of Depositors as at 11 June 2013 will be entitled to attend, vote and speak at the meeting or appoint proxy(ies) to attend, vote and speak on their behalf.

2. **Explanatory Notes**

(i) Item 1 of Agenda

This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

##### Special Business

(ii) Item 7 of Agenda - Authority to Issue Shares

The Proposed Resolution 6 is proposed for the purpose of granting a renewal of a general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the Issued Share Capital of the Company for such purposes as the Directors consider would be in the interest of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Ninth Annual General Meeting, because there were no investment(s), acquisition(s) or working capital that required fund raising activity.

(iii) Item 8 of Agenda - Continuing In Office As Independent Non-Executive Directors

Pursuant to the Malaysian Code on Corporate Governance 2012, the Board of Directors has via the Nomination Committee assessed the Independence of Syed Abdullah Bin Syed Abd Kadir and Dato Mohamad Suparadi Bin Md Noor who each has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended them to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- (i) they fulfilled the criteria of Independent Directors pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (ii) they are familiar with the Company's business operations;
- (iii) they have vast experience in a diverse range of businesses which could provide constructive and independent judgment for the best interest of the Company;
- (iv) they actively participated in board discussion and provided an independent voice to the board; and
- (v) they exercised due care during their tenure as Independent Directors of the Company and carried out their duties in the interest of the Company and shareholders.

The proposed Resolutions 7 and 8, if passed, will enable Syed Abdullah Bin Syed Abd Kadir and Dato Mohamad Suparadi Bin Md Noor to continue in office as Independent Non-Executive Directors.