



## VERSATILE CREATIVE BERHAD

(Company No.: 603770-D)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** THAT an Extraordinary General Meeting ("EGM") of Versatile Creative Berhad ("VCB" or the "Company") will be held at Versatile Creative Berhad, Audio Room, Lot 30745, Jalan Pandan Indah, Pandan Indah, 55100 Kuala Lumpur on Wednesday, 16 July 2014 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications:

#### SPECIAL RESOLUTION 1

**PROPOSED VOLUNTARY WITHDRAWAL OF VCB FROM THE OFFICIAL LIST OF BURSA MALAYSIA SECURITIES BERHAD ("BURSA SECURITIES") PURSUANT TO PARAGRAPH 16.06 OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA SECURITIES ("PROPOSED DELISTING")**

**"THAT** subject to the approval of Bursa Securities and approvals being obtained from the relevant authorities (where required), the shareholders hereby consent, agree and approve the voluntary withdrawal of VCB from the Official List of the Main Market of Bursa Securities pursuant to Paragraph 16.06 of the Listing Requirements;

**AND THAT** the Board of Directors of the Company ("Board") be and are hereby empowered and authorised to do the following:

- (i) to give effect to the Proposed Delisting with full powers to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of VCB all such documents and/or agreements as may be necessary or expedient to give effect to and complete the Proposed Delisting;
- (ii) to assent to any conditions, modifications, variations and/or amendments to the terms of the Proposed Delisting as may be required by any of the relevant authorities or in such manner as the Board may in their absolute discretion deem fit or expedient for the benefit of VCB; and
- (iii) to take all steps as they consider necessary or expedient to complete the Proposed Delisting."

#### SPECIAL RESOLUTION 2

**PROPOSED CAPITAL REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF VCB PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 ("ACT") INVOLVING THE CANCELLATION OF RM0.50 OF THE PAR VALUE OF EACH ORDINARY SHARE OF RM1.00 EACH IN VCB ("PROPOSED CAPITAL REDUCTION")**

**"THAT** subject to the relevant confirmation/approval by the High Court of Malaya ("Court") and the necessary approvals of the relevant authorities, approval be and is hereby given for the Company to reduce the Company's existing issued and paid-up share capital, pursuant to Section 64 of the Act, from RM110,643,081.00 comprising 110,643,081 ordinary shares of RM1.00 each to RM55,321,540.50 comprising 110,643,081 ordinary shares of RM0.50 each by the cancellation of RM0.50 from the par value of every existing share with the credit arising from such reduction and cancellation of RM55,321,540.50 of the value of the issued shares to be applied towards setting off and reducing an amount of RM55,321,540.50 from the accumulated losses of VCB at company level based on the audited financial statement of the Company for the FYE 31 December 2012.

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents and/or agreements as the Directors may deem necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Capital Reduction including without limitation, with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the Court or the relevant authorities."

#### SPECIAL RESOLUTION 3

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF VCB ("PROPOSED AMENDMENT")**

**"THAT** subject to the passing of Special Resolution 2 above and the approvals being obtained from the Court in connection with the Proposed Capital Reduction and/or the relevant authorities, the Memorandum of Association of the Company be amended by deleting in its entirety, the existing Clause 6 and be replaced as follows:

"Clause 6: The capital of the Company is RM500,000,000.00 Malaysian Currency divided into 1,000,000,000 Ordinary shares of RM0.50 each."

**AND THAT** the Directors and secretaries of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company all such documents as they may deem necessary and/or expedient in order to implement, finalise and give full effect to the Proposed Amendment to the Memorandum Of Association of VCB."

#### ORDINARY RESOLUTION 1

**PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

**"THAT** approval be and is hereby given to VCB and its subsidiaries ("the Group") to enter into and to give effect to the recurrent related party transactions of a revenue or trading nature as specified in Section 5.3.2 of the Circular to Shareholders dated 20 June 2014, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Shareholders' Mandate");

**THAT** the Proposed Shareholders' Mandate shall only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the said AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is earlier.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Shareholders' Mandate."

By Order of the Board

**JOANNE TOH JOO ANN (LS 0008574)**

**CHIN CHOOI WEI (MAICSA 7062555)**

Company Secretaries

Kuala Lumpur

20 June 2014

#### Notes:

- (i) 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.
- (ii) 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/his 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).
- (iii) A member shall be entitled to appoint not more than two (2) proxies to attend, vote and speak at the same meeting.
- (iv) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("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.
- (v) 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.
- (vi) 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.
- (vii) Only members whose names appear in the Record of Depositors as at 9 July 2014 will be entitled to attend, vote and speak at the meeting or appoint proxy(ies) to attend, vote and speak on their behalf.