



VERSATILE CREATIVE BERHAD

(603770-D)

(Incorporated in Malaysia)

NOTICE OF TWELFTH (12TH) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 12th Annual General Meeting of the Company will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasia, 57000 Kuala Lumpur on Thursday, 17 September 2015 at 10.30 a.m. to transact the following businesses:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2015 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To re-elect Dato' Mohamad Suparadi Bin Md Noor who retires pursuant to Article 73 of the Company's Articles of Association. **[Resolution 1]** (Please refer to Explanatory Note 2)
3. To re-elect Syed Abdullah Bin Syed Abd Kadir who retires pursuant to Article 73 of the Company's Articles of Association. **[Resolution 2]** (Please refer to Explanatory Note 2)
4. To re-elect Chan Feoi Chun who retires pursuant to Article 73 of the Company's Articles of Association. **[Resolution 3]** (Please refer to Explanatory Note 2)
5. To re-elect Dato' Lee Kwee Hiang who retires pursuant to Article 78 of the Company's Articles of Association. **[Resolution 4]** (Please refer to Explanatory Note 3)
6. To re-elect Dato' Chew Weng Kit who retires pursuant to Article 78 of the Company's Articles of Association. **[Resolution 5]** (Please refer to Explanatory Note 3)
7. To re-elect Wan Tak Chuen who retires pursuant to Article 78 of the Company's Articles of Association. **[Resolution 6]** (Please refer to Explanatory Note 3)
8. To approve the payment of Directors' fees of RM119,200 for the financial year ended 31 March 2015. **[Resolution 7]**
9. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 8]**

Special Business

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

10. ORDINARY RESOLUTION I

AUTHORITY TO ISSUE SHARES

"THAT subject always to the Companies Act 1965, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") 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 at such price, 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 nominal value of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

[Resolution 9] (Please refer to Explanatory Note 4)

11. ORDINARY RESOLUTION II

PROPOSED RENEWAL OF THE EXISTING AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 1.4 of the Circular to Shareholders dated 26 August 2015 ("Related Parties") provided that such transactions and/or arrangements are:-

[Resolution 10] (Please refer to Explanatory Note 5)

- (a) necessary for the day-to-day operations;
 - (b) are undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms and transaction prices which are not more favourable to the Related Parties than those generally available to the public; and
 - (c) are not detrimental to the minority shareholders of the Company, (collectively known as "Shareholders' Mandate");
- AND THAT such approval, shall continue to be in force until:-
- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
 - (b) the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) revoked or varied by ordinary 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 (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

12. ORDINARY RESOLUTION III

CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

- 12.1 "THAT, subject to the passing of Resolution 2, 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 11]** (Please refer to Explanatory Note 6)
- 12.2 "THAT, subject to the passing of Resolution 1, 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 12]** (Please refer to Explanatory Note 6)

BY ORDER OF THE BOARD

JOANNE TOH JOO ANN (LS 0008574)

CHIN CHOOI WEI (MAICSA 7062555)

Company Secretaries

Kuala Lumpur
26 August 2015

NOTES:-

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 Companies Act, 1965 ("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 the 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 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.
- (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 exempt 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 9 September 2015 will be entitled to attend, vote and speak at the meeting or appoint proxy(ies) to attend, vote and speak on their behalf.

Explanatory Notes

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.

Item 2, 3 and 4 of Agenda

The Nomination Committee and the Board of Directors had undertaken an annual assessment on the independence of Dato' Mohamad Suparadi Bin Md Noor, Syed Abdullah Bin Syed Abd Kadir and Chan Feoi Chun, who are seeking for re-election at the forthcoming Annual General Meeting. The assessment had been disclosed in the Corporate Governance Statement of the Company's 2015 Annual Report.

Item 5, 6 and 7 of Agenda

Following the appointment during the current financial year, Dato' Lee Kwee Hiang, Dato' Chew Weng Kit and Wan Tak Chuen would be standing for re-election as Directors of the Company pursuant to Article 78 of the Company's Articles of Association. The Board of Directors had assessed their suitability as Directors of the Company prior to their appointment.

Special Business

Item 10 of Agenda - Authority to Issue Shares

The Proposed Resolution 9 is 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 for 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 had placed out 6,695,600 new Ordinary Shares ("placement shares") at an issue price of RM0.72 each and had raised a proceed of RM4,820,832. The placement shares issued by the Company had all been listed on the Main Market of Bursa Malaysia Securities Berhad ["Private Placement"]. Details and status of the utilisation of proceeds from the Private Placement are set out in the "Other Compliance Information" on page 52 to 55 of the 2015 Annual Report.

Item 11 of Agenda - Proposed Renewal of the Existing and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolution proposed under Resolution 10, if passed, will allow the Group to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms and which are not detrimental to the interests of the minority shareholders.

Item 12 of Agenda - Continuing In Office As Independent Non-Executive Directors

Pursuant to the Malaysian Code on Corporate Governance 2012, the Board of Directors had 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:-

- They uphold integrity and are able to function as check and balance, provide a broader view and bring an element of objectivity to the Board;
- They have vast experience in a diverse range of business, which could provide constructive and independent judgments for the best interest of the Company;
- They exercise due care as Independent Directors of the Company, and carry out their duties in the interest of the Company and shareholders;
- They uphold independent decision and challenge the management's objectivity.

The proposed Resolutions 11 and 12, 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.