

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting ("18th AGM") of **VIZIONE HOLDINGS BERHAD (FORMERLY KNOWN AS ASTRAL SUPREME BERHAD)** will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Wilayah Persekutuan (KL) on **Tuesday, 25 October 2016 at 10.00 a.m.** for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 May 2016 and the Directors' and Auditors' Reports thereon. **(Please refer to the Explanatory Notes)**
- To approve the payment of a sum totalling RM76,000 as Directors' fees in respect of the financial year ended 31 May 2016. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire pursuant to Article 80 of the Company's Articles of Association:- **(Ordinary Resolution 2)**
(i) Dato' Ng Aun Hooi **(Ordinary Resolution 3)**
(ii) Dato' Ir. Mohamad Shokri bin Abdullah
- To re-elect Datuk Dr. Raman bin Ismail who retire pursuant to Article 79 of the Company's Articles of Association and being eligible, offers himself for re-election. **(Ordinary Resolution 4)**
- To re-appoint Messrs Morison Anuarul Azizan Chew as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution:

- Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965** **(Ordinary Resolution 6)**

"**THAT**, pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company and the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **(Ordinary Resolution 7)**

"**THAT**, subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company and the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("Vizione Group") to enter into all transactions involving the interests of Directors, major shareholders or persons connected with Directors and/or major shareholders of the Group ("Related Parties") as specified in Section 2.2.2 of Proposed Shareholders' Mandate in the Circular to Shareholders dated 30 September 2016 ("Recurrent RPTs") provided that such transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for the day-to-day operations;
- carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- are not to the detriment of the minority shareholders, ("RRPT Mandate").

AND THAT such approval shall continue to be in force until:

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

whichever is earlier; and the aggregate value of the Recurrent RPTs be disclosed in the annual report of the Company.

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 to give full effect to the RRPT Mandate."

- To transact any other business of the Company for which due notice shall have been received in accordance with the Companies Act, 1965.

By Order of the Board
VIZIONE HOLDINGS BERHAD
(FORMERLY KNOWN AS ASTRAL SUPREME BERHAD)
JENNY WONG CHEW BOEY (MAICSA 7006120)
Secretary
Kuala Lumpur
30 September 2016

Notes:

- A member entitled to attend and vote at the annual general meeting is entitled to appoint more than two (2) proxies who may but need not be a member/members of the Company. In the event the proxy/proxies is/are not a member/members, he/she needs not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- Where a member appoints more than two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his/ her shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. In the event the appointer is a corporation, the instrument appointing a proxy must be either under the common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time set for holding the annual general meeting or any adjournment thereof.
- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 17 October 2016 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 18th AGM.

Explanatory Notes:

- Item 1 of the Agenda**
To receive the Audited Financial Statements for the financial year ended 31 May 2016 together with the Reports of the Directors and Auditors thereon
This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require shareholders' approval for the Audited Financial Statements. Henceforth, this item is not put forward for voting.
- Authority to Issue Shares**
The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company, from the date of the Annual General Meeting, to issue shares (other than bonus or rights issue) of the Company up to and not exceeding in total 10% of the issued share capital of the Company at the time of issue for such purpose as they considered would be in the best interest of the Company. The renewal of authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 30 September 2015 and which will lapse at the conclusion of the Annual General Meeting.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares for future business opportunities and thereby reducing administrative time and cost associated with convening of such meeting(s). The Directors will utilise the proceeds raised from this mandate for any possible fund raising activities of the Company, including but not limited to placement of shares, for purpose of funding future investment project(s), working capital and/or acquisition.

- Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
The proposed Ordinary Resolution 7, if passed, will enable the Company and/or its Subsidiaries to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in the Circular to Shareholders dated 30 September 2016, which is despatched together with the Company's Annual Report 2016.