

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting of NOTION VTEC BERHAD ("Company") will be held at Première Hotel, Bandar Bukit Tinggi 1/KS6, Jalan Langat, 41200 Klang, Selangor Darul Ehsan, Malaysia on Thursday, 23 February 2017 at 9.30 a.m. for the following purposes:

AGENDA

Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 September 2016 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note 1 of the Explanatory Notes)**
- To re-elect the following Directors who are retiring in accordance with Article 69 of the Articles of Association of the Company:
 - Thoo Chow Fah **(Ordinary Resolution 1)**
 - Choo Wing Hong **(Ordinary Resolution 2)**
 - Lee Tian Yoke **(Ordinary Resolution 3)**
- To approve the Directors' Fees for the financial year ended 30 September 2016. **(Ordinary Resolution 4)**
- To approve the declaration of the final tax exempt dividend of 1 sen per ordinary share in respect of the financial year ended 30 September 2016. **(Ordinary Resolution 5)**
- To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

Special Business

To consider and, if thought fit, with or without any modification, to pass the following resolutions:

6. Authority for Saw Tat Loon to continue in office as Independent Non-Executive Director

"THAT authority be and is hereby given to Saw Tat Loon 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 until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance 2012."

(Ordinary Resolution 7)

7. Authority for Yike Chee Wah to continue in office as Independent Non-Executive Director

"THAT authority be and is hereby given to Yike Chee Wah 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 until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance 2012."

(Ordinary Resolution 8)

8. Authority for Anita Chew Cheng Im to continue in office as Independent Non-Executive Director

"THAT authority be and is hereby given to Anita Chew Cheng Im 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 until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance 2012."

(Ordinary Resolution 9)

9. Proposed Renewal of Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965 ("the Act")

"THAT pursuant to Section 132D of the Act, the Directors be and are hereby empowered to allot and issue Shares in the share capital of the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed ten per centum (10%) of the issued share capital of the Company (excluding treasury shares) at the time of issue, subject to the Articles of Association of the Company and approval for the listing of and quotation for the additional Shares so issued on the Bursa Malaysia Securities Berhad and other relevant bodies where such approval is necessary."

(Ordinary Resolution 10)

10. Proposed Amendments to the Articles of Association of the Company

"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix A of the Notice of Annual General Meeting be and is hereby approved AND THAT the Directors of the Company be and are hereby authorised to do all things and acts necessary to effect the amendments to the Articles of Association of the Company."

(Special Resolution)

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN that the final tax exempt dividend of 1 sen per share for the financial year ended 30 September 2016, if approved at the Thirteenth Annual General Meeting, will be paid on Friday, 14 April 2017 to Depositors whose names appear in the Record of Depositors on Friday, 31 March 2017.

A Depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred to the Depositor's Securities Account before 4.00 p.m. on Friday, 31 March 2017 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Tai Yit Chan (MAICSA 7009143)

Tan Ai Ning (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan

31 January 2017

Explanatory Notes on Special Business:

(1) To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

(2) Authority for Saw Tat Loon to continue in office as Independent Non-Executive Director

The Board of Directors ("Board") has via the Nominating Committee conducted an annual performance evaluation and assessment of Saw Tat Loon, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), and therefore was able to bring independent and objective judgment to the Board;
- his experience in the audit and accounting industries enable him to provide the Board with a diverse set of experience, expertise, skills and competence;
- he has been with the Company for long and therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at committee and Board meetings;
- he has contributed sufficient time and efforts and attended all the Nominating Committee, Remuneration Committee, Audit Committee and Board meetings for informed and balanced decision making; and
- he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

(3) Authority for Yike Chee Wah to continue in office as Independent Non-Executive Director

The Board has via the Nominating Committee conducted an annual performance evaluation and assessment of Yike Chee Wah, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements, and therefore was able to bring independent and objective judgment to the Board;
- his experience enable him to provide the Board with a diverse set of experience, expertise, skills and competence;
- he has been with the Company for long and therefore understands the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at committee and Board meetings;
- he has contributed sufficient time and efforts and attended all the Nominating Committee, Remuneration Committee, Audit Committee and Board meetings for informed and balanced decision making; and
- he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.

(4) Authority for Anita Chew Cheng Im to continue in office as Independent Non-Executive Director

The Board has via the Nominating Committee conducted an annual performance evaluation and assessment of Anita Chew Cheng Im, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended her to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- she fulfilled the criteria under the definition of Independent Director as stated in the Listing Requirements, and therefore was able to bring independent and objective judgment to the Board;
- her experience enable her to provide the Board with a diverse set of experience, expertise, skills and competence;
- she has been with the Company for long and therefore understands the Company's business operations which enable her to participate actively and contribute during deliberations or discussions at committee and Board meetings;
- she has contributed sufficient time and efforts and attended all the Nominating Committee, Remuneration Committee, Audit Committee and Board meetings for informed and balanced decision making; and
- she has exercised due care during her tenure as Independent Non-Executive Director of the Company and carried out her professional duties in the interest of the Company and shareholders.

(5) Proposed Renewal of Authority to Allot Shares pursuant to Section 132D of the Act

The Company had, during its Twelfth Annual General Meeting held on 23 March 2016, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Act. As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

The proposed Ordinary Resolution 10, if passed, will empower the Directors from the conclusion of this Annual General Meeting, to allot and issue up to a maximum of 10% of the issued share capital of the Company (excluding treasury shares) at the time of issue (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

This authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding investment project(s), working capital and/or acquisition. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

(6) Proposed Amendments to the Articles of Association of the Company

The Special Resolution, if passed, will render the Articles of Association of the Company to be in line with the Listing Requirements.

Notes:

- A member entitled to attend and vote at the meeting may appoint another person as his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. A proxy appointed to attend and vote at a meeting shall have the same rights as the member to speak at the meeting.
- A member may appoint up to two (2) proxies to attend the meeting. Where a member appoints two (2) proxies, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy. Where a member is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is 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 (in the common or usual form) under the hand of the appointor or of 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 instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Share Registrar's office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time appointed for the taking of the poll.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available a Record of Depositors as at 16 February 2017 and only members whose names appear on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.