

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Notion VTEC Berhad ("NVB" or the "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 10:30 a.m., or immediately after the conclusion or adjournment of the 13th Annual General Meeting of the Company to be held at the same venue on the same day at 9:30 a.m., whichever is later, or at any adjournment of the EGM, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN INVOLVING THE ISSUANCE OF UP TO 15% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF NVB (EXCLUDING TREASURY SHARES) TO THE ELIGIBLE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES (EXCLUDING DORMANT SUBSIDIARIES) AND DIRECTORS OF THE COMPANY ("PROPOSED LTIP")

"THAT, subject to the approvals of all relevant authorities being obtained for the Proposed LTIP, and to the extent permitted by law and the memorandum and articles of association of the Company, the Board of Directors of the Company ("**Board**") be and is hereby authorised to:

- (i) establish and implement a long term incentive plan, comprising an employee share option scheme and an executive share grant scheme, for the benefit of the eligible employees of the Company and its subsidiaries (excluding dormant subsidiaries) and the directors of the Company who fulfil the eligibility criteria for participation in the Proposed LTIP ("**Eligible Employees**"), under which awards ("**Awards**") comprising such number of options to subscribe for ordinary shares of RM0.50 each in NVB ("**NVB Shares**") ("**Options**") and/or such number of NVB Shares without any consideration payable ("**ESGS Awards**") shall be made, which shall be administered by a committee to be appointed by the Board ("**LTIP Committee**") in accordance with the by-laws of the Proposed LTIP ("**By-Laws**"), a draft of which is set out in Appendix I of the circular to the shareholders of NVB dated 31 January 2017;
- (ii) allot and issue such number of new NVB Shares from time to time to the Eligible Employees upon the exercise of Options and/or vesting of NVB Shares comprised in the ESGS Awards, and/or to transfer existing NVB Shares from time to time to the Eligible Employees upon vesting of NVB Shares comprised in the ESGS Awards, provided that the aggregate number of NVB Shares which may be awarded under the Proposed LTIP and any other employee share schemes which may be implemented from time to time by NVB shall not exceed 15% of the issued and paid-up ordinary share capital of the Company (excluding treasury shares) at any one time, and that such new NVB Shares shall, upon allotment and issue, rank equally in all respects with the then existing NVB Shares, save and except that they will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders of the Company, the entitlement date of which precedes the date of allotment of the new NVB Shares;
- (iii) establish a trust and appoint a trustee ("**Trustee**") to administer the said trust to facilitate the implementation and administration of the Proposed LTIP, if required to be established and appointed, and to authorise the trustee to, among others, acquire, subscribe for, transfer and/or dispose of NVB Shares for the purpose of the implementation and administration of the Proposed LTIP;
- (iv) provide, from time to time, money or other assistance (financial or otherwise) and/or authorise and/or procure any one or more of the subsidiaries of the Company to provide, from time to time, money or other assistance (financial or otherwise) to the Trustee, if required, to enable the Trustee to acquire and/or subscribe for NVB Shares for the purpose of the Proposed LTIP;
- (v) modify and/or amend the Proposed LTIP, the By-Laws and/or the trust deed from time to time, provided that such modifications and/or amendments are permitted and are effected in accordance with the provisions of the By-Laws and/or the trust deed relating to modifications and/or amendments; and
- (vi) do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreement, deeds or undertakings (including but not limited to the trust deed with the Trustee, if required) and to make such rules or regulations, or impose such terms and conditions or delegate its power as may be necessary or expedient in order to give full effect to the Proposed LTIP and the terms of the By-Laws;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed LTIP;

AND THAT the draft By-Laws of the Proposed LTIP, as set out in Appendix I of the circular to shareholders of the Company dated 31 January 2017, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**"), be and is hereby approved."

ORDINARY RESOLUTIONS 2 TO 6

PROPOSED ALLOCATION OF AWARDS TO THE EXECUTIVE DIRECTORS OF NVB

"THAT, subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant the following directors of the Company, from time to time throughout the duration of the Proposed LTIP, such number of Options and/or NVB Shares under the Proposed LTIP based on the following allocation:

Ordinary Resolution	Name of directors	Maximum allowable allocation of NVB Shares
2	Thoo Chow Fah, Executive Chairman	2,000,000
3	Choo Wing Hong, Managing Director	3,000,000
4	Choo Wing Onn, Executive Director	2,000,000
5	Lee Tian Yoke, Executive Director	2,000,000
6	Choo Wing Yew, Executive Director	2,000,000

PROVIDED ALWAYS THAT:

- (i) not more than 10% of the NVB Shares made available under the Proposed LTIP and any other scheme involving issuance of new NVB Shares to employees which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- (ii) he does not participate in the deliberation or discussion of his own allocation of the number of NVB Shares comprised in the Options and ESGS Awards to be offered to him as well as that of the persons connected with him within the meaning of the Listing Requirements under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

AND THAT approval be and is hereby given to the Board to allot and issue such number of NVB Shares to the above-mentioned directors of the Company, from time to time, pursuant to the exercise of Options and/or vesting of NVB Shares comprised in ESGS Awards under the Proposed LTIP."

ORDINARY RESOLUTIONS 7 TO 9

PROPOSED ALLOCATION OF AWARDS TO THE NON-EXECUTIVE DIRECTORS OF NVB

"THAT, subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant the following directors of the Company, from time to time throughout the duration of the Proposed LTIP, such number of Options under the Proposed LTIP based on the following allocation:

Ordinary Resolution	Name of directors	Maximum allowable allocation of NVB Shares
7	Saw Tat Loon, Independent Non-Executive Director	750,000
8	Yike Chee Wah, Independent Non-Executive Director	750,000
9	Anita Chew Cheng Im, Independent Non-Executive Director	750,000

PROVIDED ALWAYS THAT:

- (i) not more than 10% of the NVB Shares made available under the Proposed LTIP and any other scheme involving issuance of new NVB Shares to employees which may be implemented from time to time by the Company is allocated to him/her if he/she, either singly or collectively through persons connected with him/her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- (ii) he/she does not participate in the deliberation or discussion of his/her own allocation of the number of NVB Shares comprised in the Options to be offered to him/her as well as that of the persons connected with him/her within the meaning of the Listing Requirements under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

AND THAT approval be and is hereby given to the Board to allot and issue such number of NVB Shares to the above-mentioned directors of the Company, from time to time, pursuant to the exercise of Options under the Proposed LTIP."

ORDINARY RESOLUTIONS 10 TO 11

PROPOSED ALLOCATION OF AWARDS TO ELIGIBLE EMPLOYEES WHO ARE PERSONS CONNECTED WITH THE DIRECTORS OF NVB

"THAT, subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Board to authorise the LTIP Committee to award and to grant the following employees, who are also persons connected with the directors of the Company, from time to time throughout the duration of the Proposed LTIP, such number of Options and/or NVB Shares under the Proposed LTIP based on the following allocation:

Ordinary Resolution	Name of Eligible Employees who are persons connected with the directors of NVB	Maximum allowable allocation of NVB Shares
10	Choo Wing Leong	750,000
11	Choo Wing Kin	750,000

PROVIDED ALWAYS THAT:

- (i) not more than 10% of the NVB Shares made available under the Proposed LTIP and any other scheme involving issuance of new NVB Shares to employees which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- (ii) he does not participate in the deliberation or discussion of his own allocation of the number of NVB Shares comprised in the Options and ESGS Awards to be offered to him as well as that of the persons connected with him within the meaning of the Listing Requirements under the Proposed LTIP;

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

AND THAT approval be and is hereby given to the Board to allot and issue such number of NVB Shares to the above-mentioned persons, from time to time, pursuant to the exercise of Options and/or vesting of NVB Shares comprised in ESGS Awards under the Proposed LTIP."

By Order of the Board

Tai Yit Chan (MAICSA 7009143)

Tan Ai Ning (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan

31 January 2017

Notes:

- (1) 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.
- (2) A member may appoint up to 2 proxies to attend the meeting. Where a member appoints 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.
- (3) 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.
- (4) 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, not less than 24 hours before the time appointed for the taking of the poll.
- (5) 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.