

VOIR HOLDINGS BERHAD (765218-W)

(Incorporated In Malaysia)

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting of the Company will be held at Function Room 2, Level 1, Main Lobby TPC Kuala Lumpur, 10 Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur on 29 May 2017 at 10.00 a.m. for the following purposes:

AGENDA

Ordinary Business

- To lay before the meeting the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of Directors and Auditors thereon. (Note 2)
- To re-elect the following Directors who retire in accordance with the Company's Articles of Association:
 - Shaari Bin Haron (Article 89) (Resolution 1)
 - Dato' Zarul Ahmad Bin Mohd Zulkiffi (Article 94) (Resolution 2)
 - Dato' Lee Chee Hoe (Article 94) (Resolution 3)
 - Dato' Abdullah Sani Bin Ab Hamid (Article 94) (Resolution 4)
 - Dato' Mah Siew Kwok (Article 94) (Resolution 5)
 - Wong Kwai Wah (Article 94) (Resolution 6)
 - Ibrahim Bin Sahari (Article 94) (Resolution 7)
 - Mohd Hatim Bin Abdullah (Article 94) (Resolution 8)
 - Yee Yit Yang (Article 94) (Resolution 9)
- To approve the payment of Directors' fees of RM145,083.33 in respect of the financial year ended 31 December 2016. (Resolution 10)
- To approve the payment of Directors' fees and benefits up to RM3,178,200.00 payable to the Directors from 1 January 2017 until the conclusion of next Annual General Meeting of the Company. (Resolution 11)
- To re-appoint Messrs HLB Ler Lum as the Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 12)

Special Business

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

- ORDINARY RESOLUTION**
RETENTION OF MR. SHAARI BIN HARON AS INDEPENDENT NON-EXECUTIVE DIRECTOR
"THAT Mr. Shaari Bin Haron who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director of the Company pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012." (Resolution 13)
- ORDINARY RESOLUTION**
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions and for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the share capital of the Company for the time being; AND THAT such authority shall continue in force until the conclusion of the next annual general meeting of the Company." (Resolution 14)
- ORDINARY RESOLUTION**
PROPOSED ADDITIONAL AND RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS
"THAT approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations and with those related parties as detailed in paragraph 2.2 of the Circular to Shareholders of the Company dated 28 April 2017 ("Related Parties") provided that such transactions are undertaken in the ordinary course of business and on normal commercial terms which are consistent with the Group's business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to the interest of the minority shareholders of the Company.
THAT authority conferred by this ordinary resolution 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 renewed by a resolution passed by the shareholders of the Company in a general meeting; or
 - the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016; or
 - revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.AND THAT the Directors of the Company be authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this ordinary resolution."
- To transact any other business for which due notice shall have been given.

By Order of the Board

CHIN LI THING (MAICSA 7044467)

Company Secretary

Kuala Lumpur, 28 April 2017

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 May 2017 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- A member entitled to attend and vote shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- In the case of a corporate member, the instrument appointing a proxy shall be either (a) under its common seal; or (b) signed by its attorney or an authorised officer on behalf of the corporation and supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- The instrument appointing a proxy shall be deposited at the office of the Share Registrar, ShareWorks Sdn Bhd at No.2-1, Jalan Sri Hartamas 8, Sri Hartamas 50480 Kuala Lumpur, not less than forty eight (48) hours before the time appointed for holding the meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes

i. Agenda Item No. 1

This item of the Agenda is meant for discussion only as it does not require shareholders' approval pursuant to Section 340(1) of the Companies Act, 2016. Hence, this Agenda item is not put forward for voting.

ii. Resolution 13

- Retention of Mr. Shaari Bin Haron as Independent Non-Executive Director

- Mr. Shaari Bin Haron was appointed as an Independent Non-Executive Director of the Company on 17 August 2007 and he has reached a cumulative nine (9) years term limit. In accordance with the Malaysian Code on Corporate Governance 2012, the Board of Directors of the Company, after having assessed the independence of Mr. Shaari Bin Haron and after consulting and assessed by the Nomination Committee, regards him to be independent based amongst others, the following justifications and recommends that Mr. Shaari Bin Haron be retained as an Independent Director of the Company:
- the aforementioned Independent Non-Executive Director fulfilled the definition of an Independent Director as set out under Paragraph 1.01 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.
 - the aforementioned Independent Non-Executive Director was able to exercise independent judgement and act in the best interest of the Company.
 - there was no potential conflict of interest that the aforementioned Independent Non-Executive Director could have with the Company as he had not entered into any contract or transaction with the Company and/or its subsidiaries with the scope and meaning as set forth under Paragraph 5 of Practice Note 13 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements.
 - the aforementioned Independent Non-Executive Director had not developed, established or maintained any significant personal or social relationship, whether direct or indirect, with the Executive Directors, major shareholders or management of the Company (including their family members), consistent and expected of him to carry out his duties as an Independent Non-Executive Director.

iii. Resolution 14

- Authority to issue shares pursuant to sections 75 and 76 of the Companies Act, 2016

The proposed resolution, if passed, will empower the Directors of the Company to issue shares in the Company up to an amount not exceeding ten per centum (10%) of the issued share capital of the Company for the time being for such purpose as they considered would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company.
The authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 will provide flexibility to the Company to issue new shares for possible fund raising exercise, including but not limited to placement of shares, for the purpose of funding investment projects, working capital and/or acquisitions as the Directors may deem fit without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time.
The Company had been granted a mandate by its shareholders at 9th AGM of the Company held on 31 May 2016. The Board has approved a proposed private placement of up to 19,200,000 ordinary shares of the Company representing approximately ten percent (10%) of the enlarged issued shares of the Company assuming full exercise of the outstanding warrants total and Bursa Securities had vide its letter dated 12 April 2017, approved the listing and quotation of the said shares.

iv. Resolution 15

Proposed additional and renewal of shareholders' mandate for recurrent related party transactions

The proposed resolution, if passed, will authorise the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for its day-to-day operations and with those Related Parties as detailed in paragraph 2.2 of the Circular to Shareholders of the Company dated 28 April 2017 provided that such transactions are undertaken in the ordinary course of business and on normal commercial terms which are consistent with the Group's business practices and policies, and on terms not more favourable to the Related Parties than those generally available to the public and not detrimental to the interest of the minority shareholders of the Company. Details on the proposal are set out in the Circular to Shareholders dated 28 April 2017 which is circulated together with the 2016 Annual Report.