

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of VisDynamics Holdings Berhad ("VHB" or the "Company") will be held at Conference Room, Lot 3844, Jalan TU 52, Kawasan Perindustrian Tasik Utama, Ayer Keroh, 75450 Melaka on Monday, 16 October 2017 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

**PROPOSED BONUS ISSUE OF UP TO 60,882,415 NEW ORDINARY SHARES IN VHB ("VHB SHARE(S)") ("BONUS SHARE(S))" ON THE BASIS OF 1 BONUS SHARE FOR EVERY 2 EXISTING VHB SHARES HELD BY THE ENTITLED SHAREHOLDERS OF VHB WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS ("ENTITLED SHAREHOLDERS") ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF SHARES")** Ordinary Resolution 1

"THAT subject to the approvals of all relevant regulatory authorities for the listing of and quotation for the Bonus Shares on the ACE Market of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors of VHB ("Board") is hereby authorised to capitalise an amount of up to RM6,088,242 out of the share premium balance of the Company, and to apply the same for the purposes of issuing up to 60,882,415 Bonus Shares in the share capital of the Company, credited as fully paid-up to the Entitled Shareholders on the Entitlement Date on the basis of 1 Bonus Share for every 2 existing VHB Shares held;

THAT the Board be and is hereby authorised to disregard and deal with all or any fractional entitlements of the Bonus Shares that may arise from the Proposed Bonus Issue of Shares, if any, in such manner as the Board shall in their absolute discretion deem fit and expedient, and in the best interest of the Company;

THAT the Bonus Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing VHB Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid prior to the relevant date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Shares with full powers 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 Bonus Issue of Shares."

**PROPOSED BONUS ISSUE OF UP TO 45,661,811 NEW FREE WARRANTS IN VHB ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 4 VHB SHARES HELD BY THE ENTITLED SHAREHOLDERS AFTER THE COMPLETION OF THE PROPOSED BONUS ISSUE OF SHARES ("PROPOSED BONUS ISSUE OF WARRANTS")** Ordinary Resolution 2

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant regulatory authorities including the approval of Bursa Securities for the admission of the Warrants to the Official List of Bursa Securities and the listing of and quotation for the Warrants as well as the new VHB Shares to be allotted and issued arising from the exercise of the Warrants on the ACE Market of Bursa Securities being obtained, the Board be and is hereby authorised to issue up to 45,661,811 Warrants, on the basis of 1 Warrant for every 4 VHB Shares held by the Entitled Shareholders after the completion of the Proposed Bonus Issue of Shares;

THAT any one of the Directors be and is hereby authorised to enter into and execute a deed poll constituting the Warrants ("Deed Poll") and to do all acts, deeds and things as he may deem fit or expedient, in order to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to disregard and deal with all or any fractional entitlements of the Warrants that may arise from the Proposed Bonus Issue of Warrants, if any, in such manner as the Board shall in their absolute discretion deem fit and expedient, and in the best interest of the Company;

THAT the Company shall allot and issue such appropriate number of Warrants in accordance with the provisions in the Deed Poll, including any additional Warrants ("Additional Warrant(s)") as may be required or permitted to be issued as a consequence of any adjustment in accordance with the provisions of the Deed Poll and to adjust from time to time the exercise price and/or number of Warrants to which the holder(s) of the Warrants ("Warrant holder(s)") are entitled to be issued as a result of an adjustment in accordance with the provisions of the Deed Poll;

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of new VHB Shares, credited as fully paid-up, to the Warrant holders arising from the exercise of the Warrants and Additional Warrants, if any, by the Warrant holders in accordance with the provisions of the Deed Poll;

THAT the new VHB Shares to be issued arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing VHB Shares, save and except that the new VHB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the new VHB Shares;

THAT the proceeds raised from the exercise of Warrants, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 29 September 2017 ("Circular") and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities;

AND THAT the Board be and is hereby authorised to take all necessary steps to give effect to the Proposed Bonus Issue of Warrants with full powers 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 do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to Proposed Bonus Issue of Warrants."

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY AT ANY POINT IN TIME TO BE GRANTED TO THE ELIGIBLE DIRECTORS AND EMPLOYEES ("ELIGIBLE PERSON(S)") OF VHB AND ITS SUBSIDIARY ("PROPOSED ESOS")** Ordinary Resolution 3

"THAT subject to the approvals of all relevant regulatory authorities including the approval of Bursa Securities for the listing of and quotation for the new VHB Shares to be issued arising from the exercise of the options granted under the Proposed ESOS ("ESOS Option(s)") on the ACE Market of Bursa Securities being obtained, the Board be and is hereby authorised to establish, implement and administer an ESOS for the benefit of the Eligible Persons, and to grant the ESOS Options in accordance with the terms set out in the by-laws of the Proposed ESOS ("By-Laws"), a draft of which is set out in **Appendix II** of the Circular, for a period of 5 years from the date of the Proposed ESOS, which may be extended or renewed (as the case may be) for a further period of 5 years or such shorter period as it deems fit, at the sole and absolute discretion of the Board, **PROVIDED ALWAYS** that the total period of the ESOS shall not exceed 10 years, modify and/or amend the Proposed ESOS from time to time as may be required, permitted or deemed necessary by the authorities and/or the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to modifications and/or amendments, deeds or undertakings and to make such rules or regulations, or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS;

THAT the Board shall, from time to time, allot and issue such number of new VHB Shares as may be required to be issued pursuant to the exercise of the ESOS Options provided that the total number of new VHB Shares to be issued under the Proposed ESOS shall not in aggregate exceed 10% of the prevailing number of issued shares of VHB (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESOS;

THAT the new VHB Shares to be issued arising from the exercise of the ESOS Options will, upon allotment and issuance, rank *pari passu* in all respects with the existing VHB Shares, save and except that the new VHB Shares to be issued arising from the exercise of the ESOS Options will not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the new VHB Shares;

AND THAT the Board be and is hereby authorised to sign and execute the By-Laws and all other documents to give effect to the Proposed ESOS with full powers 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 terms and conditions of the By-Laws."

**PROPOSED ALLOCATION OF ESOS OPTIONS TO CHOY NGE E HOE** Ordinary Resolution 4

"THAT, subject to the passing of Ordinary Resolution 3, the Directors of the Company be and are hereby authorised at any time, and from time to time, to award Choy Ngee Hoe, being the Executive Director / Chief Executive Officer of VHB and to allot and issue and/or deliver such number of ESOS Options and the new VHB Shares arising therefrom, **PROVIDED ALWAYS** that not more than 10% (or such percentage as permitted by the relevant authorities) of the total number of VHB Shares available under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively, through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESOS as set out in **Appendix II** of the Circular."

**PROPOSED ALLOCATION OF ESOS OPTIONS TO LEE CHONG LENG** Ordinary Resolution 5

"THAT, subject to the passing of Ordinary Resolution 3, the Directors of the Company be and are hereby authorised at any time, and from time to time, to award Lee Chong Leng, being the Executive Director / Chief Technical Officer of VHB and to allot and issue and/or deliver such number of ESOS Options and the new VHB Shares arising therefrom, **PROVIDED ALWAYS** that not more than 10% (or such percentage as permitted by the relevant authorities) of the total number of VHB Shares available under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively, through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESOS as set out in **Appendix II** of the Circular."

**PROPOSED ALLOCATION OF ESOS OPTIONS TO ONG HUI PENG** Ordinary Resolution 6

"THAT, subject to the passing of Ordinary Resolution 3, the Directors of the Company be and are hereby authorised at any time, and from time to time, to award Ong Hui Peng, being the Executive Director of VHB and to allot and issue and/or deliver such number of ESOS Options and the new VHB Shares arising therefrom, **PROVIDED ALWAYS** that not more than 10% (or such percentage as permitted by the relevant authorities) of the total number of VHB Shares available under the Proposed ESOS shall be allocated to any Eligible Person who, either singly or collectively, through persons connected with the Eligible Person, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares), subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws governing and constituting the Proposed ESOS as set out in **Appendix II** of the Circular."

#### BY ORDER OF THE BOARD

PEGGY CHEK HONG KIM (MIA 23475)

TEO MEE HUI (MAICSA 7050642)

Company Secretaries

Kuala Lumpur  
Dated this 29th day of September, 2017

#### Notes:-

- For the purpose of determining a member who shall be entitled to attend, participate, speak and vote at this Extraordinary General Meeting ("EGM"), the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Paragraph 50(f) of the Company's Constitution to issue a General Meeting Record of Depositors as at 10 October 2017. Only a depositor whose name appears on the Record of Depositors as at 10 October 2017 shall be entitled to attend the said meeting and to participate, speak or vote thereat.
- Every member entitled to attend, participate, speak and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote for him / her. A member shall not be precluded from attending and voting in person at the EGM after lodging the Proxy Form but however such attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company. If the proxy is not a member of the Company, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A member shall be entitled to appoint at least 1 and up to 3 proxies to attend the meeting. Where a member appoints more than 1 proxy, the proxies shall not be valid unless he / she specifies the proportion of his / her shareholdings to be represented by each proxy.
- 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.
- The instrument appointing a proxy shall be in writing (in 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 the 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 registered office of the Company at 10th Floor, Menara Hap Seng, No. 1 & 3 Jalan P. Ramlee, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the EGM or any adjournment thereat.