



# VERSATILE CREATIVE BERHAD

(Company No.: 603770-D)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Versatile Creative Berhad ("VCB" or "Company") will be held at Lot G-2, Enterprise 1, Technology Park Malaysia, Lebuhraya Puchong - Sungai Besi, Bukit Jalil, 57000 Kuala Lumpur, Malaysia on Tuesday, 13 February 2018, at 3.00 pm for the purpose of considering and if thought fit, passing the following resolution with or without modification:

### ORDINARY RESOLUTION

#### **PROPOSED SHAREHOLDERS' MANDATE FOR THE DISPOSAL OF 83,424,033 ORDINARY SHARES IN IRIS CORPORATION BERHAD ("ICB") ("ICB SHARES"), REPRESENTING 3.37% EQUITY INTEREST IN ICB HELD BY VERSATILE PAPER BOXES SDN BHD ("VPB"), THE WHOLLY-OWNED SUBSIDIARY OF VCB ("PROPOSED DISPOSAL MANDATE")**

THAT the Proposed Disposal Mandate be and is hereby granted for VCB to dispose 83,424,033 ICB Shares ("Disposal Shares"), at the absolute discretion of the Board of Directors of the Company, for cash to buyer(s) to be identified, including potentially to third party(ies) and at prices to be determined later in a single tranche or multiple tranches via transaction(s) done in the open market ("Open Market Disposal"), off-market transaction(s) ("Off-Market Disposal") and/or a combination of both, on the following conditions:

- (a) In the event the ICB Shares are disposed via Open Market Disposal, the disposal price shall be determined based on the prevailing market prices of ICB Shares traded on Bursa Malaysia Securities Berhad; and
- (b) In the event that the ICB Shares are disposed via Off-Market Disposal, the disposal price per Disposal Share shall not be more than 10% discount to the volume weighted average market price of the ICB Shares for the 5-day volume weighted average price of ICB Shares immediately prior to the date of disposal or the date the terms of the disposal are agreed upon.

AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take 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 Disposal Mandate and the transactions contemplated thereunder or in connection with the exercise of the Proposed Disposal Mandate."

By Order of the Board

**JOANNE TOH JOO ANN (LS 0008574)**

**SIA EE CHIN (MAICSA 7062413)**

Company Secretaries

Kuala Lumpur

29 January 2018

#### **Notes on Appointment of Proxy**

- (a) A proxy may but need not be a member of the Company.
- (b) The instrument appointing a proxy shall be in writing (in the common seal or usual form) under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised. The duly completed form must be deposited at the office of the Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time for holding the meeting Provided That in the event member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
- (c) A member shall be entitled to appoint not more than two (2) proxies to attend, vote and speak at the same meeting.
- (d) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Depositories Act"), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (e) 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. An exempted authorised nominee refers to an authorised nominee defined under the Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of Depositories Act.
- (f) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (g) Only members whose names appear in the Record of Depositors as at 6 February 2018 will be entitled to attend, vote and speak at the meeting or appoint proxy(ies) to attend, vote and speak on their behalf.