

NOTIONVTEC

NOTIONVTECBERHAD

(Company No. 637546-D)

(Incorporated in Malaysia)

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 Friday, 23 February 2018 at 11:00 a.m. or immediately after the conclusion or adjournment of the 14th 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 resolution:

ORDINARY RESOLUTION

PROPOSED ISSUE OF UP TO 34,309,315 FREE WARRANTS IN NVB (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 10 EXISTING ORDINARY SHARES IN NVB (“NVB SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED FREE WARRANTS ISSUE”)

“**THAT**, subject to the approvals of all relevant authorities being obtained for the Proposed Free Warrants Issue, approval be and is given to the Board of Directors of NVB (“Board”) to allot and issue up to 34,309,315 Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of 1 Warrant for every 10 existing NVB Shares held;

THAT approval be and is hereby given to the Board to create and issue the Warrants based on the indicative principal terms of the Warrants as set out in the circular to the shareholders of the Company dated 30 January 2018 and the provisions of a deed poll to be executed by the Company (“Deed Poll”);

THAT the Board be and is hereby authorised to deal with any of the fractional entitlements of the Warrants that may arise from the Proposed Free Warrants Issue in such manner as the Board may in its discretion deem fit or expedient and in the best interest of the Company;

THAT approval be and is hereby given to the Board to issue and allot such number of new NVB Shares credited as fully paid-up arising from the exercise of the Warrants during the exercise period of the Warrants in accordance with the provisions of the Deed Poll;

THAT the new NVB Shares to be issued arising from the exercise of the Warrants shall upon issuance and allotment, rank equally in all respects with the existing NVB Shares in issue, save and except that such new NVB Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid for which the entitlement date is prior to the date of allotment and issuance of such new NVB Shares;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll;

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company including fixing the exercise price of the Warrants with full powers to assent to any condition, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignments and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Free Warrants Issue.”

By Order of the Board

Tai Yit Chan (MAICSA 7009143)

Tan Ai Ning (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan

30 January 2018

Notes:

- (1) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at General Meeting will be conducted by poll rather than show of hands. Poll Administrators and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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 office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or, alternatively, Tricor’s Customer Service Centre, 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.
- (6) 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 15 February 2018 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.
- (7) By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to the Personal Data Protection Act 2010 set out below:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at this 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 Share Registrar for the purpose of the processing and administration of proxies and representatives appointed for this meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to this meeting (including any adjournment thereof), and in order for the Company or its Share Registrar 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 Share Registrar, 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 Share Registrar 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.