



VERTICE

BERHAD

VERTICE BERHAD

(formerly known as Voir Holdings Berhad)
(Company No. 765218-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of VERTICE BERHAD (formerly known as Voir Holdings Berhad) ("**Vertice**" or the "**Company**") will be held at Banquet Hall, Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Monday, 23 April 2018 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF UP TO 61,560,000 NEW ORDINARY SHARES IN VERTICE REPRESENTING UP TO THIRTY PERCENT (30%) OF THE TOTAL NUMBER OF ISSUED SHARES OF VERTICE TO INDEPENDENT THIRD PARTY INVESTORS

"THAT subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of Vertice ("**Board**") to allot and issue up to 61,560,000 new ordinary shares in Vertice ("**Vertice Shares**") ("**Placement Shares**") by way of private placement to independent third party investor(s) to be identified later in one (1) or more tranches at an issue price for each tranche to be determined at a later date by the Board ("**Price-Fixing Date**") upon such terms and conditions as disclosed in the Circular to the shareholders of Vertice dated 6 April 2018 ("**Circular**");

THAT the issue price of the Placement Shares be fixed at a premium, equivalent price or discount of not more than 10% to the five (5)-day volume weighted average market price of Vertice Shares up to and including the Price-Fixing Date;

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company;

THAT such Placement Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing Vertice Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotments and/or any other distribution, the entitlement date of which is prior to the date of issuance and allotment of the Placement Shares;

AND THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, and give full effect and to complete the Proposed Private Placement."

By Order of the Board

VERTICE BERHAD

(formerly known as Voir Holdings Berhad)

CHIN LI THING (MAICSA 7044467)

Company Secretary

Kuala Lumpur

6 April 2018

Notes:

1. Only Depositors whose names appear in the Record of Depositors as at 16 April 2018 shall be regarded as members and entitled to attend, speak and vote at the Extraordinary General Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any person to be his proxy. A proxy appointed to attend and vote at a meeting of the company shall be entitled to vote on any question at any general meeting and have the same rights as the member to speak at the meeting.
3. A member may appoint more than 1 proxy to attend and vote at the Extraordinary General Meeting. Where a member appoints more than 1 proxy, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
4. Where a member is an authorized nominee as defined under the Central Depository Act, it may appoint at least 1 proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary share in the Company for multiple beneficial owners in 1 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.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), which it is signed or a notarially certified copy thereof, must 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, Malaysia not less than forty eight (48) hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.