



VIZIONE

VIZIONE HOLDINGS BERHAD

(Company No. 442371-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting ("20th AGM") of **Vizione Holdings Berhad** ("Vizione" or the "Company") will be held at TPC Kuala Lumpur, Kuala Lumpur Golf & Country Club Bhd, 10 Jalan 1/70D, Off Jalan Bukit Kiara, 60000 Kuala Lumpur, Wilayah Persekutuan (KL), Malaysia on Thursday, 18 October 2018 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 May 2018 together with the Reports of the Directors and Auditors thereon. **(Please refer to the Explanatory Note 9)**
- To approve the payment of Directors' fees of RM132,000.00 for the financial year ended 31 May 2018. **(Ordinary Resolution 1)**
- To re-elect the following Directors who are retiring under Article 79 of the Company's Constitution:- **(Ordinary Resolution 2)**
 - Mr Bee Jian Ming **(Ordinary Resolution 3)**
 - Mr Ng Fun Kim **(Ordinary Resolution 4)**
 - YM Syed Haizam Hishamuddin Putra Jamalullail **(Ordinary Resolution 5)**
- To re-elect Dato' Ng Aun Hooi who retires pursuant to Article 80 of the Company's Constitution. **(Ordinary Resolution 6)**
- To re-appoint Messrs UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 6)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

- Payment of Directors' Benefits for the Non-Executive Directors** **(Ordinary Resolution 7)**
THAT approval be and is hereby given for the payment of Directors' Benefits comprised of Meeting Allowance to the Non-Executive Directors of the Company amounting to RM24,800.00 for the financial year ended 31 May 2018.
- Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016** **(Ordinary Resolution 8)**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital and the Directors be and are also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **(Ordinary Resolution 9)**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and/or its subsidiary companies ("Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature as set out in Section 3.3 of the circular to shareholders of the Company dated 26 September 2018 provided such transactions are:-

- necessary for the day-to-day operations;
- undertaken in the ordinary course of business and at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public; and
- not detrimental to the minority shareholders of the Company,

AND THAT the Shareholders' Mandate is subject to annual renewal and this Shareholders' Mandate shall only continue to be in force and effect until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the next AGM;
- the expiration of the period within which the next AGM 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 a general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and are hereby empowered and authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary or in the best interest of the Company to give effect to the Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities."

- To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

BY ORDER OF THE BOARD
VIZIONE HOLDINGS BERHAD

LEE WEE HEE (MAICSA 0773340)
WONG YUET CHYN (MAICSA 7047163)
Company Secretaries

Kuala Lumpur
26 September 2018

Notes:

- A member shall be entitled to be present and to vote at any general meeting of the Company, or at a meeting of any class of the members of the Company on any question either personally or by proxy.
- Pursuant to Section 334 of the Companies Act 2016, a member shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- A member may appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) or more proxies, he shall specify the proportion of his shareholding 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 (1) Securities Account ("omnibus account"), there shall be 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 under the hands of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation under its common seal, or the hand of its attorney.
- An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointer. The instrument appointing a proxy shall be left at the registered office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the holding of the poll, at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.
- In respect of deposited securities, only members whose name appear in the Record of Depositors on 10 October 2018 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the ordinary resolutions set out above will be put to vote by way of poll.

Explanatory Notes on Ordinary Business

- Item 1 of the Agenda**
The audited financial statements are laid in accordance with Section 340(1) (a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

Explanatory Notes on Special Business

- Item 6 of the Agenda**
The Directors' Benefits comprise of meeting allowance payable to each Non-Executive Director, where applicable, for their attendance of Board and Committee meetings.

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolution 8, is proposed for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The Ordinary Resolution 8, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion for such purposes as the Directors would consider is in the best interest of the company. The authorisation, unless revoked or varied by the Company at a General Meeting, will expire at the conclusion of the next AGM of the Company.

As at 3 April 2018, the Company had fully utilized the Mandate given by the shareholders at the last Annual General Meeting held on 24 October 2017 by issuing 155,300,000 new ordinary shares at RM0.14 each in the Company pursuant to private placements. The proceeds amounting to RM21,742,000.00 arising from the issuance of 155,300,000 new ordinary shares is mainly for working capital requirements of the Group.

The utilization of proceeds from the above private placement is as follows:-

Descriptions	Amount Approved (RM'000)	Utilization as at 31 May 2018 (RM'000)	Balance Unutilized (RM'000)
Working Capital	20,542	11,146	9,396
Share issue expenses	1,200	390	810
Total	21,742	11,536	10,206

The total proceeds of RM21,742,000.00 from the private placement of shares, completed on 3 April 2018 were fully utilized for working capital and defraying the private placement expenses within the time period of twelve months.

The General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.

- Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Ordinary Resolution 9, if passed, will authorise the Company and/or its subsidiary companies to enter into Recurrent Related Party Transactions of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. Please refer to the Circular to Shareholders dated 26 September 2018, which is despatched together with the Company's Annual Report 2018, for more information.