



VERTICE
BERHAD

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(Company No. 765218-V)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Vertice Berhad ("**Vertice**" or the "**Company**") will be held at Arcadia 111, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 45200 Petaling Jaya, Selangor Darul Ehsan on Monday, 18 February 2019 at 2.30 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:-

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF 60% EQUITY INTEREST IN KUMPULAN VOIR SDN BHD ("KUMPULAN VOIR") FOR A TOTAL CASH CONSIDERATION OF APPROXIMATELY RM32.62 MILLION ("PROPOSED DISPOSAL")

"THAT, subject to the approvals of all relevant authorities and/or parties being obtained, where required, approval be and is hereby given to the Company to dispose of 60% equity interest in Kumpulan Voir for a total cash consideration of approximately RM32.62 million and upon the terms and conditions as stated in the sale and purchase agreement dated 13 December 2018 (*salient terms of which are set out in Section 2.1 of the Circular to the shareholders of Vertice dated 31 January 2019*) entered into between Vertice and Mr Seow Khim Soon, the Executive Deputy Chairman of the Company (*including any amendment and/or extension thereof as mutually agreed*).

THAT, authority be and is hereby given to the Directors of the Company to give full effect to the Proposed Disposal with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Directors of the Company, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Disposal."

ORDINARY RESOLUTION 2

PROPOSED PROVISION OF CORPORATE GUARANTEE OF UP TO RM13.1 MILLION FOR THE BANKING FACILITIES PROCURED BY KUMPULAN VOIR ("PROPOSED PROVISION OF FINANCIAL ASSISTANCE")

"THAT, subject to the approvals of all relevant authorities and/or parties being obtained, where required, approval be and is hereby given to the Company to continue to provide corporate guarantee of up to RM13.1 million for the banking facilities procured by Kumpulan Voir as at the date of the sale and purchase agreement in relation to the Proposed Disposal subject to Mr Seow Khim Soon executing a letter of indemnity and undertaking to be liable to such proportion of such guarantee to his equity interest in Kumpulan Voir to the satisfaction of Vertice.

THAT, authority be and is hereby given to the Directors of the Company to give full effect to the Proposed Provision of Financial Assistance with full powers to approve, agree and assent to any conditions, variations, revaluations, modifications, and/or amendments in any manner as may be required/permitted by the relevant regulatory authorities or deemed necessary by the Directors of the Company, to deal with matters, incidental, ancillary to and/or relating thereto and take all steps and do all acts and to execute or enter into all such agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees, with any party or parties, to deliver or cause to be delivered all such documents and to do all such acts and matters as they may consider necessary to implement, finalise and give full effect to and complete the Proposed Provision of Financial Assistance."

By Order of the Board

CHIN LI THING (MAICSA 7044467)

Company Secretary

Kuala Lumpur
31 January 2019

Notes:-

1. Only depositors whose names appear in the Record of Depositors on 11 February 2019 (General Meeting Record of Depositors) shall be eligible to attend the Extraordinary General Meeting.
2. A member entitled to attend and vote shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Extraordinary General Meeting shall have the same rights as the member to speak at the Extraordinary General Meeting.
4. In the case of a corporate member, the instrument appointing a proxy shall be either (a) under its common seal; or (b) signed by its attorney or an authorised officer on behalf of the corporation and supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
5. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
6. The instrument appointing a proxy shall 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, not less than forty eight (48) hours before the time appointed for holding the meeting.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.