

**NOTICE IS HEREBY GIVEN** that the Fifteenth Annual General Meeting of NOTION VTEC BERHAD ("Company" or "NVB") will be held at *Première Hotel, Bandar Bukit Tinggi 1/KS6, Jalan Langat, 41200 Klang, Selangor Darul Ehsan, Malaysia* on **Wednesday, 6 March 2019 at 9.30 a.m.** for the following purposes:

#### AGENDA

##### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 September 2018 together with the Reports of the Directors and Auditors thereon.

(Please refer to Note 1 of the Explanatory Notes)

- To re-elect the following Directors who are retiring in accordance with Clause 95 of the Constitution of the Company:

- Mr Saw Tat Loon (Ordinary Resolution 1)
- Mr Choo Wing Yew (Ordinary Resolution 2)

- To re-elect Dato' Abu Bakar Bin Mohd Nor who is retiring in accordance with Clause 102 of the Constitution of the Company.

(Ordinary Resolution 3)

- To approve the payment of Directors' Fees of up to RM300,000 and benefits payable to the Directors of the Company and its subsidiary of up to RM60,000 from 6 March 2019 until the conclusion of the next Annual General Meeting of the Company.

(Ordinary Resolution 4)

- To re-appoint Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Ordinary Resolution 5)

##### Special Business

To consider and, if thought fit, with or without any modification, to pass the following resolutions:

- Proposed continuation in office of Mr Saw Tat Loon as Independent Non-Executive Director**

"THAT approval be and is hereby given to Mr Saw Tat Loon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance."

(Ordinary Resolution 6)

- Proposed continuation in office of Ms Anita Chew Cheng Im as Independent Non-Executive Director**

"THAT approval be and is hereby given to Ms Anita Chew Cheng Im who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance."

(Ordinary Resolution 7)

- Proposed Renewal of Authority to Allot Shares pursuant to Section 76 of the Companies Act 2016 ("the Act")**

"THAT pursuant to Section 76 of the Act, the Directors be and are hereby empowered to allot and issue Shares in the share capital of the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of issue, subject always to the Constitution of the Company and approval for the listing of and quotation for the additional Shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant bodies where such approval is necessary."

(Ordinary Resolution 8)

- Proposed Allocation of Awards to Dato' Abu Bakar Bin Mohd Nor, the Independent Non-Executive Director of the Company**

"THAT subject to the passing of Resolution 3 above, approval be and is hereby given to the Board to authorise the Long Term Incentive Plan ("LTIP") Committee to award and to grant to Dato' Abu Bakar Bin Mohd Nor, who is an Independent Non-Executive Director of the Company, options to subscribe for up to 750,000 new ordinary shares in the Company, from time to time throughout the duration of the LTIP, PROVIDED ALWAYS THAT:

- not more than 10% of the NVB Shares made available under the LTIP and any other scheme involving issuance of new NVB Shares to employees which may be implemented from time to time by the Company is allocated to him if he, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and

- he does not participate in the deliberation or discussion of his own allocation of the number of NVB Shares comprised in the Options to be offered to him as well as that of the persons connected with him within the meaning of the Listing Requirements under the LTIP,

and subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

AND THAT approval be and is hereby given to the Board to allot and issue such number of NVB Shares to Dato' Abu Bakar Bin Mohd Nor, from time to time, pursuant to the exercise of Options under the LTIP"

(Ordinary Resolution 9)

- To transact any other business that may be transacted at the Annual General Meeting of which due notice shall have been given in accordance with the Act.

By Order of the Board

**Tai Yit Chan** (MAICSA 7009143)  
**Tan Ai Ning** (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan  
31 January 2019

##### Explanatory Notes

- Agenda 1 – To receive the Audited Financial Statements**

Agenda item no. 1 is meant for discussion only as the provision of Section 340 of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

- Agenda 6 and 7 – Proposed continuation in office of Mr Saw Tat Loon and Ms Anita Chew Cheng Im as Independent Non-Executive Directors**

Practice 4.2 of the Malaysian Code on Corporate Governance provides that shareholders' approval be sought in the event that the Company intends for an Independent Director who has served in the capacity for more than nine (9) years or more than twelve (12) years via single tier and two-tier

voting process respectively, to continue to act as Independent Director of the Company.

The Board is recommending to the shareholders for Mr Saw Tat Loon and Ms Anita Chew Cheng Im who have served as Independent Non-Executive Directors of the Company for a cumulative term of fourteen years and eleven years respectively to continue to act as Independent Non-Executive Directors of the Company, subject to the approval from the shareholders of the Company through a two-tier and single tier voting process respectively.

The Board through the Nomination Committee had assessed and endorsed that Mr Saw Tat Loon and Ms Anita Chew Cheng Im be retained as Independent Non-Executive Directors of the Company as they have continued to display high level of integrity and are objective in the judgement and decision-making in the best interest of the Company shareholders and stakeholders and are able to express unbiased views without any influence, the detailed justifications are as set out in the Annual Report announced to Bursa Securities.

- Agenda 8 – Proposed Renewal of Authority to Allot Shares pursuant to Section 76 of the Act**

The Company had, during its Fourteenth Annual General Meeting held on 23 February 2018, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 76 of the Act. As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

The proposed Ordinary Resolution 8 is a renewal of the general mandate for issuance of shares by the Company under Section 76 of the Act. The mandate, if passed, will empower the Directors from the conclusion of this Annual General Meeting, to allot and issue up to a maximum of 10% of the total number of issued shares of the Company at the time of issue (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

This authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding investment project(s), working capital and/or acquisition. At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

- Agenda 9 – Proposed Allocation of Awards to the Independent Non-Executive Director of the Company**

The LTIP was implemented on 24 February 2017 following the shareholders' approval obtained at the Extraordinary General Meeting of the Company held on 23 February 2017.

Dato' Abu Bakar Bin Mohd Nor was appointed to the Board of Directors on 7 May 2018. The proposed Ordinary Resolution 9 if passed, will allow the Board of Directors to offer and grant to Dato' Abu Bakar Bin Mohd Nor, options to subscribe for up to 750,000 new ordinary shares in the Company under LTIP.

##### Notes:

- Pursuant to Paragraph 8.29A of the Listing Requirements, voting at General Meeting will be conducted by poll rather than show of hands. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

- 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.

- A member may appoint up to two (2) proxies to attend the meeting. Where a member appoints two (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.

- 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.

- 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, Malaysia 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, Malaysia not less than forty-eight (48) hours before the time for holding the meeting.

- 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 26 February 2019 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.

##### Personal data privacy:

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