



**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 11, Level 3, Hotel Armada Petaling Jaya, Lot 6, Lorong Utara C, Section 52, 45200 Petaling Jaya, Selangor Darul Ehsan on Thursday, 21 March 2019 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modification:-

### ORDINARY RESOLUTION

#### **PROPOSED ACCEPTANCE OF THE AWARD OF CONTRACT FOR THE CONSTRUCTION OF A BY-PASS FROM BANDAR BARU AYER ITAM CONNECTING TO LEBUHRAYA TUN DR. LIM CHONG EU FOR A FIXED CONTRACT SUM OF RM815.00 MILLION ("PROPOSED CONSTRUCTION")**

"**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 accept the award of contract from Consortium Zenith Construction Sdn Bhd ("**Consortium Zenith**") to Buildmarque Construction Sdn Bhd ("**Buildmarque Construction**") for the implementation, project management, civil and structural construction, professional engineer endorsement, authorities liaison and submission for a by-pass from Bandar Baru Ayer Itam connecting to Lebuhraya Tun Dr. Lim Chong Eu for a fixed contract sum of RM815.00 million and upon the terms and conditions as stated in the letter of award dated 3 September 2018 and supplemental letter of award dated 31 January 2019 (*including any amendment, variation 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 Construction 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 Construction."

### By Order of the Board

**CHIN LI THING (MAICSA 7044467)**

Company Secretary

Kuala Lumpur

6 March 2019

### Notes:-

1. Only depositors whose names appear in the Record of Depositors on 14 March 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, the resolution set out in this Notice will be put to vote by way of poll.