



VERSATILE CREATIVE BERHAD

(Registration No: 200301001350 (603770-D))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Versatile Creative Berhad ("**VCB**" or the "**Company**") will be held at Putra Court, Kelab Rahman Putra Malaysia, Jalan BRP 2/1, Bukit Rahman Putra, 47000 Sungai Buloh, Selangor, Malaysia on Monday, 17 February 2020 at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 141,979,681 NEW ORDINARY SHARES IN VERSATILE CREATIVE BERHAD ("RIGHTS SHARES") AT THE ISSUE PRICE OF RM0.23 PER RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING ORDINARY SHARE IN VCB ("VCB SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE OF SHARES")

"**THAT** subject to the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of VCB ("**Board**") for the following:-

- to provisionally allot and issue by way of a renounceable rights issue of up to 141,979,681 Rights Shares on the basis of one (1) Rights Share for every one (1) existing VCB Share held by the shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, at an issue price of RM0.23 per Rights Share;
- to allot and issue such Rights Shares as may be required to give effect to the Proposed Rights Issue of Shares, including any persons entitled on renunciation of the provisional allotments; and
- to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the Rights Shares;

THAT any Rights Shares which are not taken up shall be made available for excess applications to the entitled shareholders and/or their renouncee(s) who have applied for the excess Rights Shares, and the Board be and is hereby authorised to allocate the excess Rights Shares in a fair and equitable manner on the basis to be determined by the Board in its absolute discretion;

THAT any fractional entitlements of the Rights Shares arising from the Proposed Rights Issue of Shares, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient, and to be in the best interest of the Company;

THAT the proceeds of the Proposed Rights Issue of Shares be utilised as set out in the circular to shareholders of the Company dated 31 January 2020, and the Board be and is hereby authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject to (where required) the approval of the relevant authorities;

THAT the Rights Shares shall, upon allotment and issuance, rank equally in all respects with the then existing VCB Shares, save and except that the Rights Shares shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Rights Shares;

THAT the Board be and is hereby authorised to sign and execute all documents, enter into any arrangements, agreements and/or undertakings with any party or parties, do all things and acts as may be required to give effect to the Proposed Rights Issue of Shares with full powers to assent to any conditions, variations, modifications and/or amendments including to vary the manner and/or the purpose of the utilisation of proceeds arising from the Proposed Rights Issue of Shares, if necessary, in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as they may deem fit, necessary and/or expedient to implement, finalise and give full effect to the Proposed Rights Issue of Shares and in the best interest of the Company;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue to be in full force and effect until the Rights Shares to be issued pursuant to or in connection with the Proposed Rights Issue of Shares have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue of Shares."

By Order of the Board

MAK CHOOI PENG

(MAICSA 7017931)

Company Secretary

Kuala Lumpur

Dated this 31st day of January 2020

NOTES:

- A proxy may but need not be a member of the Company.
- The instrument appointing a proxy shall be in writing (in the common seal or usual form) under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The duly completed form must be deposited at the office of the Company's Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time for holding the meeting provided that in the event member(s) duly executed the proxy form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy forms, other than the particulars of the proxy have been duly completed by the member(s).
- A member shall be entitled to appoint not more than two (2) proxies to attend, vote and speak at the same meeting.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("Depositories Act"), it may appoint at least one (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.
- Where a member is an exempt authorised nominee 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. An exempted authorised nominee refers to an authorised nominee defined under the Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Depositories Act.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Only members whose names appear in the Record of Depositors as at 10 February 2020 shall be entitled to attend, vote and speak at the meeting or appoint proxy(ies) to attend, vote and speak on their behalf.