



VIZIONE®  
Dedication, Innovation, Creation

## VIZIONE HOLDINGS BERHAD

[Registration No. 199701026873 (442371-A)]  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Vizione Holdings Berhad (“Vizione” or the “Company”) will be held on a fully virtual basis from the Broadcast Venue at Boardroom, Level 22, PJX-HM Shah Tower, No. 16A, Persiaran Barat, 46050 Petaling Jaya, Selangor Darul Ehsan on Thursday, 18 June 2020 at 10.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

#### **ORDINARY RESOLUTION 1**

**PROPOSED PRIVATE PLACEMENT OF UP TO 185,038,000 NEW ORDINARY SHARES IN VIZIONE, REPRESENTING UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF VIZIONE, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER (“PROPOSED PRIVATE PLACEMENT”)**

“THAT subject to the approval of all the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of the Company (“Board” or “Directors”) to allot and issue up to 185,038,000 new ordinary shares in the Company (“Vizione Shares” or “Shares”) (“Placement Shares”), representing up to 30% of the total number of issued shares of the Company, by way of private placement to independent third-party investor(s) to be identified later in 1 or more tranches at an issue price for each tranche to be determined at a later date by the Board (“Price-Fixing Date”) upon such terms and conditions as disclosed in the circular to the shareholders of the Company (“Shareholders”) dated 3 June 2020 (“Circular”) (“Proposed Private Placement”);

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of Vizione Shares up to and including the Price-Fixing Date;

THAT the Board be and is hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes and in such manner as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds in the manner as the Board may deem fit, necessary and/or expedient, subject to the approval of the relevant authorities (where required) and in the best interest of the Company;

THAT the Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such Placement Shares;

THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have duly allotted and issued in accordance with the terms of the Proposed Private Placement.”

#### **ORDINARY RESOLUTION 2**

**PROPOSED BONUS ISSUE OF FREE WARRANTS IN VIZIONE (“WARRANTS D”) ON THE BASIS OF 2 WARRANTS D FOR EVERY 5 EXISTING ORDINARY SHARES IN VIZIONE (“VIZIONE SHARES” OR “SHARES”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)**

“THAT subject to the approval of all relevant authorities or parties having been obtained, the Board be and is hereby authorised to issue up to 374,704,174 Warrants D in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants D (“Deed Poll D”) by way of a bonus issue to the shareholders of the Company whose names appear in the Record of Depositors of the Company on an entitlement date to be determined and announced later (“Entitlement Date”), on the basis of 2 Warrants D for every 5 Vizione Shares;

THAT the Board be and is hereby authorised to issue such appropriate number of additional Warrants D as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll D (“Additional Warrants D”);

THAT the Board be and is hereby authorised to fix the exercise price of the Warrants D at a later date and that the Board be and is hereby authorised to issue and allot such appropriate new number of Vizione Shares arising from the exercise of the Warrants D by the holders of the Warrants D of their rights in accordance with the provisions of the Deed Poll D, including such appropriate number of new Vizione Shares arising from the exercise of subscription rights represented by the Additional Warrants D;

THAT the new Vizione Shares to be issued arising from the exercise of the Warrants D shall, upon allotment, issuance and full payment of the exercise price, rank equally in all respects with the existing issued Shares, save and except that the holders of such new Vizione Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Vizione Shares;

THAT the Board be and is hereby authorised to disregard and/or deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such manner as the Board in its absolute discretion deems fit and expedient in the best interest of the Company and the Shareholders;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll D with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll D, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants D as may be required or permitted to be revised as consequences of any adjustments under the provisions of the Deed Poll D with full power to implement and give effects to the terms and conditions of the Deed Poll D, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll D;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments 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 acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants.”

By Order of the Board

**VIZIONE HOLDINGS BERHAD**

**WONG YUET CHYN (MAICSA 7047163) (SSM PC 202008002451)**  
**LEE WEE HEE (MAICSA 0773340) (SSM PC 201908004010)**

Company Secretaries  
Kuala Lumpur  
3 June 2020

#### **Notes:**

1. A member of the Company entitled to attend and vote is 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.
2. A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
3. A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
4. Where a member is an Authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one 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 of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
5. The instrument appointing a proxy shall be in writing, and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, shall be deposited at the Registered Office of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) or e-mail to proxy@shareworks.com.my not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
6. An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
7. In respect of deposited securities, only members whose names appear on the Record of Depositors on 11 June 2020, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.
8. 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.