



VERTICE BERHAD

(Registration No. 200701007217 (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 conducted through live streaming and online remote participation using Remote Participation and Voting (“RPV”) Facilities as a fully virtual general meeting to be held at the Broadcast Venue at 1505-1506, Level 15, Tower 2, Faber Towers, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur on Friday, 11 December 2020 at 11.30 a.m. or immediately upon the conclusion or adjournment (as the case may be) of the Extraordinary General Meeting of the Company which will be held at the same Broadcast Venue and on the same day at 10.30 a.m., whichever is later for the purpose of considering and, if thought fit, passing with or without any modification, the following resolution:-

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL OF 60% EQUITY INTEREST IN KUMPULAN VOIR SDN BHD (“KUMPULAN VOIR”) FOR A TOTAL CASH CONSIDERATION OF APPROXIMATELY RM16.41 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 RM16.41 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 19 November 2020) and the supplemental sale and purchase agreement dated 21 October 2020 (salient terms of which are set out in Section 2.2 of the Circular to the shareholders of Vertice dated 19 November 2020), both entered into between Vertice and 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.”

By Order of the Board

CHIN LI THING (MAICSA 7044467)

(SSM PC NO. 201908000022)

Company Secretary

Kuala Lumpur

19 November 2020

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 December 2020 (General Meeting Record of Depositors) shall be eligible to attend the Extraordinary General Meeting.
2. A member of the Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of members of the Company.
3. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint more than one (1) proxy but not more than two (2) proxies to attend and vote in his stead provided that the member specifies the proportion of his shareholding to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempted authorised nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be deposited as follows not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting or at any adjournment thereof:-
 - (a) Deposit Hardcopy of Proxy Form
Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan
 - (b) Deposit of Proxy Form Electronically
Share Registrar, ShareWorks Sdn Bhd at proxy@shareworks.com.my
7. Please be informed the Extraordinary General Meeting will be conducted fully virtual at the Broadcast Venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolution set out in this Notice will be put to vote by way of poll.
9. Pursuant to Section 327(2) of the Companies Act, 2016, the Chairman will be present at the Broadcasting Venue being the main venue of the Extraordinary General Meeting. No shareholders / proxies / corporate representatives from the public are allowed to be physically present nor admitted at the Broadcast Venue on the day of the Extraordinary General Meeting.