



## VERSATILE CREATIVE BERHAD

(Registration No: 200301001350 (603770-D))

(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING 2

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting 2 of Versatile Creative Berhad (“Versatile” or “Company”) (“EGM 2”) will be conducted fully virtual through live streaming from the broadcast venue at the Board Room, Versatile office at Lot 30745, Jalan Pandan Indah, Pandan Indah, 55100 Kuala Lumpur (“Broadcast Venue”) on Friday, 18 December 2020 at 11:00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the earlier Extraordinary General Meeting of the Company to be held at the same venue on the same day at 10:00 a.m., whichever is later, or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolution:-

#### ORDINARY RESOLUTION

#### **PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE AND/OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)**

“**THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company, its subsidiaries or any of them to enter into and to give effect to any of the transactions falling within the types of the recurrent related party transactions, particulars of which are set out in Section 2.3 of the Circular to Shareholders dated 30 November 2020 (“Circular”) with the Related Parties as described in the said Circular, provided that such transactions are of revenue and/or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm’s length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

**AND THAT** such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next annual general meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting after that date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may deem fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders’ Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders’ Mandate in the best interest of the Company.

By Order of the Board

**MAK CHOOI PENG**

(MAICSA 7017931)

SSM PC No. 201908000889

Company Secretary

Kuala Lumpur

30 November 2020

#### **NOTES:**

- (a) In view of the COVID-19 pandemic and as part of the Company’s measures to curb the spread of COVID-19, EGM 2 will be conducted fully virtual through live streaming and online remote voting via the remote participation and voting (“RPV”) facilities provided by Tricor Investor & Issuing House Services Sdn. Bhd. Please read and follow the procedures as set out in the Administrative Guide in order to register, participate and vote remotely via the RPV facilities.
- (b) The Broadcast Venue of EGM 2 is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the chairman of the meeting to be present at the main venue of the meeting. MEMBER(S)/PROXY(IES)/CORPORATE REPRESENTATIVE(S) WILL NOT BE ALLOWED to be physically present at the Broadcast Venue on the day of the EGM 2.
- (c) A member entitled to attend and vote at EGM 2 may appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy save that the proxy must be of full age.
- (d) A member who wish to appoint a proxy or attorney or authorised representative to attend, participate, speak and vote at EGM 2 via the RPV facilities must request his/her proxy/attorney/authorised representative to register himself/herself for the RPV facilities via the TIHH Online website at <https://tiih.online>. Please follow the procedures for the RPV facilities in the Administrative Guide of the EGM.
- (e) 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.
- (f) The duly completed Proxy 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 or via TIHH Online at <https://tiih.online> not less than 48 hours before the time fixed for convening the EGM 2 or any adjournment thereof. Please refer to the Administrative Guide for further information on submission via TIHH Online. Proxy Forms or the original certificate of appointment of its corporate representative transmitted by facsimile or electronic mail will not be accepted unless the original copy is received at the Share Registrar’s office.
- (g) 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.
- (h) 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 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.
- (i) 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.
- (j) Only members whose names appear in the Record of Depositors as at 8 December 2020 will be entitled to attend, vote and speak at EGM 2 or appoint proxy(ies) to attend, vote and speak on their behalf.
- (k) The resolution as set out in this notice of EGM 2 is to be voted by poll.