

TT VISION HOLDINGS BERHAD

[Registration No. 201801011030 (1273046-H)]

(Incorporated in Malaysia)

Notice of Third Annual General Meeting

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of TT Vision Holdings Berhad will be conducted in Malaysia virtually via an online platform on <https://www.microsoft.com/en-my/microsoft-teams/log-in> on Thursday, 23rd September 2021, at 10:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

- | | |
|--|------------------------------|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors' and Auditors' thereon. | Please refer to Note (a) |
| 2. To re-elect the following Directors who retire pursuant to Clause 110 of the Company's Constitutions and who being eligible, offer themselves for re-election:
(a) Jennie Tan Yen-Li
(b) Mohd Jerry Tan Bin Mohd Safi | Resolution 1
Resolution 2 |
| 3. To approve the payment of the Directors' fees of RM48,000.00 for the financial year ended 31 December 2020. | Resolution 3 |
| 4. To approve the payment of the Directors' fees of RM48,000.00 for the financial year ending 31 December 2021. | Resolution 4 |
| 5. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorize the Directors to fix their remuneration. | Resolution 5 |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following resolutions:

6. **General Authority to Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

"THAT pursuant to Section 75 and 76 of the Companies Act 2016, and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution must be not more than 100% of the total number of issued shares of which the aggregate number of shares issued other than on a prorata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting ("AGM") of the Company."

Resolution 6

7. To transact any other businesses for which due notice shall have been given.

By Order of the Board

LIM YONG CHIAT

MAICSA7060553

SSM PC No: 201908000066

Company Secretary

Pulau Pinang

2 September 2021

NOTES:

- a) The Agenda No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from shareholders for the Audited Financial Statements. Hence, Agenda No. 1 is not put forward for voting.
- b) The Board of Directors ("Board") is cognisant of the COVID-19 pandemic as declared by the World Health Organisation which, to-date, is still subsisting. The health and safety of the Company's members, Directors, staff and other stakeholders is of paramount concern for the Company. In view of the foregoing, the Company wishes to advise the members/proxies/corporate representatives who wish to participate online the 3rd AGM ARE REQUIRED TO PRE-REGISTER with the Company via <https://agm.tvision-tech.com/> no later than Tuesday, 21 September 2021 at 10.30 a.m. Please refer to our Administrative Guide as set out in our Bursa Announcement and check for any update on the status of the 3rd AGM from time to time.
- c) A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportions of his shareholding to be represented by each proxy.
- d) In accordance with Clause 73 of the Company's Constitutions to issue a General Meeting Record of Depository as at 14 September 2021, only members whose names appear in the General Meeting Record of Depository as at 14 September 2021 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- e) A Proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- f) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under the seal or by at least two (2) authorised officers, one of whom shall be director (or in the case of a sole director, by that director in the presence of a witness who attests the signature) or under the hand of an officer or attorney duly authorised.
- g) Where a member of the Company is an authorized nominee as defined under the Securities Industries (Central Depositories) Act 1991, 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 authorized 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 authorized nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- i) To be valid, the instrument appointing a proxy must be deposited in the letter box of the Registered Address of the Company situated at 9-1, 9th Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which person named in the instrument purposes to vote.

EXPLANATORY NOTES

Item 6 of the Agenda

The Resolution 6 proposed under item 6 of the Agenda is a renewal of the general mandate for the Directors to issue and allot shares in the Company pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purposes of funding future investment project(s), working capital and/or acquisition(s). This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

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ADMINISTRATIVE GUIDE

3rd Annual General Meeting (“AGM”) of TT Vision Holdings Berhad (“the Company”)

Date	: Thursday, 23 September 2021
Time	: 10:30 a.m
Meeting Platform	: Virtually via an online meeting platform at https://www.microsoft.com/en-my/microsoft-teams/log-in hosted by TT Vision Holdings Berhad in Malaysia

General Meeting Record of Depositors

1. Date of the Record of Depositors for the purpose of determining Members’ entitlement to attend, speak and vote at the 3rd AGM is 14 September 2021.

Proxy

2. A member entitled to participate and vote remotely at the 3rd AGM using the Virtual Meeting Facilities is entitled to appoint proxy/proxies, to participate and vote instead of him. If you are unable to attend the meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form in accordance with the notes and instructions set out hereunder.
3. Alternatively, if a shareholder is unable to attend the 3rd AGM via Virtual Meeting Facilities on 23 September 2021, he/she can appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Proxy Form.
4. To be valid, the instrument appointing a proxy must be deposited in the letter box of the Registered Address of the Company situated at 9-1, 9th Floor, Wisma Penang Garden, 42, Jalan Sultan Ahmad Shah, 10050 George Town, Pulau Pinang not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which person named in the instrument purposes to vote.

VIRTUAL MEETING FACILITIES

5. In view of the Corona Virus Disease (“COVID-19”) pandemic and the Company’s measure to curb the spread of COVID-19, the 3rd AGM of the Company shall be conducted virtually via online remote participation which is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and its subsequent amendments.

Members are to participate (including posting questions to the Board of Directors (“Board”) via submission of typed texts to email agm@ttvision-tech.com latest by **21 September 2021 at 10:30 a.m.**

6. We would like to invite the Shareholders to participate and vote remotely at the 3rd AGM using the Virtual Meeting Facilities. Please refer to item 9 on the registration link.
7. For Corporate Shareholders, please provide the following documents to the Registered Office no later than **Tuesday, 21 September 2021 at 10:30 a.m.:**
 - a. Original certificate of appointment of its Corporate Representative under the seal of the corporation; and
 - b. Corporate Representative’s e-mail address and mobile number.

Upon submission of such documents, please **inform the Corporate Representative(s) to register themselves via the Registration Link as entailed in item 9 below.**

8. For the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the Virtual Meeting Facility at the 3rd AGM may request its Nominee Company to appoint him/her as proxy to participate and vote remotely at the 3rd AGM via the Virtual Meeting Facilities, please submit the duly executed proxy form as per the instructions stated in item 4 above no later than **Tuesday, 21 September 2021 at 10:30 a.m.** and **inform your proxy(ies) to register themselves via the Registration Link as entailed in item 9 below.**
9. Please follow the following steps to be taken for participating and voting via the Virtual Meeting Facilities:

BEFORE THE AGM		
(a)	REGISTRATION	<ul style="list-style-type: none"> Please click on the following link to register yourself as Shareholder for verification of attendance purpose. Registration Link : https://agm.tvision-tech.com/ Corporate Representative and Beneficiary Owner of an Exempt Nominee who have forwarded their documents in accordance with the manners stipulated in items 7 and 8 above may register yourself using the link above for verification of attendance purpose.
(b)	CONFIRMATION ATTENDANCE	<ul style="list-style-type: none"> Upon verification, the participation link will be sent to your goodself before the commencement of the meeting.
(c)	SUBMISSION OF QUESTIONS	<ul style="list-style-type: none"> You may email any question to agm@ttvision-tech.com latest by 21 September 2021 at 10:30 a.m.
(d)	ONLINE VOTING	<ul style="list-style-type: none"> Upon verification, the eligible shareholders/proxy(ies) will be directed further by the Company's staff on the participation and voting process.

ON THE AGM DAY		
(a)	PARTICIPATION	<ul style="list-style-type: none"> Click on the participation link which was provided to you via e-mail. Sharing of participation is strictly prohibited. If you have any question to be raised during the meeting, you may submit by using the Q&A box.
(b)	ONLINE REMOTE VOTING	<ul style="list-style-type: none"> Shareholders are to indicate their votes for the resolution with a "raise hand" symbol and submit their votes in the "pop up E-vote" on the resolution after the Chairman has read out each resolution and announce the voting time.
(c)	CLOSURE	The 3 rd AGM will be closed upon the announcement by the Chairman.

Basic requirements for participating in the 3rd AGM

- A smart phone, computer or laptop which has a speaker, a microphone and a webcam.

Enquiry

- a. If you have any enquiries relating to the 3rd AGM Administrative Notes for Shareholders, please contact our Maureen Ong (Ext. 152) or Nor Asikin (Ext. 106) during office hours, Mondays to Fridays (except public holiday), from 9:00 a.m. to 5:00 p.m.:

Tel No.: 04-6456294

Email: agm@ttvision-tech.com