



VITROX CORPORATION BERHAD

Registration No. 200401011463 (649966-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of ViTrox Corporation Berhad ("ViTrox" or "Company") will be held on a fully virtual basis through live streaming and online voting using the remote participation and voting facilities hosted on Securities Services e-Portal at <https://sshsb.net.my> (Domain Registration No. with MYNIC Berhad: D4A004360) on Thursday, 23 December 2021 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 472,431,300 NEW ORDINARY SHARES IN VITROX ("VITROX SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 EXISTING VITROX SHARE HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER ("PROPOSED BONUS ISSUE")

"THAT subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the board of directors of ViTrox ("Board") to allot and issue up to 472,431,300 Bonus Shares on the basis of 1 Bonus Share for every 1 existing ViTrox Share held by the shareholders whose names appear in the record of depositors of the Company at the close of business on an entitlement date to be determined and announced later.

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing ViTrox Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, where the entitlement date is before the date of allotment of the Bonus Shares.

AND THAT the Board be and is hereby authorised to take all the necessary steps to give effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary and/or expedient to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE GRANT SCHEME OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT OF TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF VITROX AND ITS SUBSIDIARIES ("VITROX GROUP" OR "GROUP") (EXCLUDING SUBSIDIARIES WHICH ARE DORMANT, IF ANY) ("PROPOSED SGS" OR "SCHEME")

"THAT subject to the approvals of all relevant authorities and/or parties (where applicable) being obtained, and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board to:

- (i) establish, implement and administer the Proposed SGS of up to 5% of the total number of issued shares of the Company (excluding treasury shares, if any) at any point of time during the duration of the Proposed SGS for the eligible executive directors and employees of ViTrox Group (excluding subsidiaries which are dormant, if any) ("Eligible Person(s)") ("Grantee(s)") in accordance with the provisions of the by-laws governing the Proposed SGS ("By-Laws"), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 8 December 2021 ("Circular"), and to give full effect to the Proposed SGS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- (ii) allocate and grant ViTrox Shares ("SGS Share(s)") ("Grant(s)") under the Proposed SGS and allot, issue and/or transfer such number of ViTrox Shares to the Eligible Persons pursuant to the vesting of the SGS Shares granted, provided that the maximum number of ViTrox Shares which may be made available under the Proposed SGS shall not in aggregate exceed 5% of the total number of issued shares of ViTrox (excluding treasury shares, if any) at any point of time during the duration of the Scheme;
- (iii) the SGS Shares to be issued and/or transferred to the Grantees pursuant to the Proposed SGS will, rank equally, in all respects with the existing ViTrox Shares, save and except that the SGS Shares will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, where the entitlement date is before the date of issuance and/or transfer of the abovementioned SGS Shares;
- (iv) establish a trust to be administered by the trustee to be appointed by the Company from time to time ("Trustee") ("Trust") in accordance with the trust deed to be executed between the Trustee and the Company ("Trust Deed"), and to authorise the Trustee to accommodate any transfer of SGS Shares to the central depository system accounts of the Grantees established by Bursa Malaysia Depository Sdn Bhd at a time when the Company shall direct, subscribe for and/or purchase the necessary number of ViTrox Shares, and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company and/or any companies within the Group;
- (v) add to, amend, modify and/or delete any part of the terms and conditions as set out in the By-Laws governing the Proposed SGS from time to time provided that such additions, amendments, modifications and/or deletions are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SGS; and
- (vi) do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new Shares that may, hereafter from time to time, be issued arising from the Proposed SGS;

THAT the Board be and is hereby authorised to take all the necessary steps to give effect to the Proposed SGS with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as the Board may deem necessary and/or expedient to implement, finalise and give full effect to the Proposed SGS.

AND THAT the draft By-Laws, as set out in Appendix I of the Circular which is in compliance with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements"), be and is hereby approved and adopted."

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF SGS SHARES TO SU PEK FUEN

"THAT, subject to the passing of Ordinary Resolution 2 above and the approvals of the relevant authorities and/or parties (where required) being obtained for the Proposed SGS, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed SGS, to grant such number of SGS Shares to Su Pek Fuen, the People Culture Director of ViTrox Group, who is also the wife of Chu Jenn Weng, subject to the provisions of the By-Laws of the Proposed SGS, provided always that:

- (i) she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her, under the Proposed SGS; and
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of Shares to be issued under the Proposed SGS shall be allocated to her, if she either singly or collectively through persons connected (as defined in the Listing Requirements) with her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed SGS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of Shares arising from the Proposed SGS, from time to time, to the abovementioned person."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF ESOS OPTIONS TO MARY YEO CHEW YEN

"THAT, the Company has an existing Employees' Share Option Scheme ("ESOS") ("Existing ESOS") which was effective on 4 March 2014 and will expire on 1 March 2024, and subject to the approvals of the relevant authorities and/or parties (where required) being obtained, the Board be and is hereby authorised at any time and from time to time during the duration of the Existing ESOS, to offer and grant such number of ESOS options to Mary Yeo Chew Yen, an Independent Non-Executive Director of ViTrox, subject to the provisions of the By-Laws of the Existing ESOS, provided always that:

- (i) she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her, under the Existing ESOS; and
- (ii) not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the total number of Shares to be issued under the Existing ESOS shall be allocated to her, if she either singly or collectively through persons connected (as defined in the Listing Requirements) with her, holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any), subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Existing ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue such number of Shares arising from the exercise of the ESOS options under the Existing ESOS, from time to time, to the abovementioned person."

By Order of the Board

HOW WEE LING (MAICSA 7033850) / SSM PC No.: 202008000869

OUI EAN HOON (MAICSA 7057078) / SSM PC No.: 202008000734

Secretaries

Penang

8 December 2021

Notes

1. The EGM of the Company will be conducted on a fully virtual basis through live streaming and online voting using the remote participation and voting facilities hosted on Securities Services e-Portal at <https://sshsb.net.my>. Please refer to the Administrative Guide to members for the detailed steps on remote participation and electronic voting.
2. For the purpose of determining a member who shall be entitled to attend and vote at the EGM, the Company shall be requesting the Record of Depositors as at 13 December 2021. Only a depositor whose name appears on the Record of Depositors as at 13 December 2021 shall be entitled to attend, speak and vote at the said meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
3. A member may appoint up to two (2) proxies in relation to the EGM, provided that he specifies the proportion of his shareholdings to be represented by each proxy.
4. 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.
5. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
6. The instrument appointing a proxy shall be deposited to SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or submitted via fax at 03-2094 9940 and/or 03-2095 0292 or emailed to eservices@sshsb.com.my, not less than 48 hours before the time for holding the EGM or any adjournment thereof i.e. by Tuesday, 21 December 2021 at 10.00 a.m. The proxy appointment may also be lodged electronically via Securities Services e-Portal at <https://www.sshsb.net.my>

ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Day and Date	:	Thursday, 23 December 2021
Time	:	10.00 a.m.
Online Meeting Platform	:	Securities Services e-Portal at https://sshsb.net.my

Virtual Meeting

- The EGM will be conducted fully virtual through live streaming and online remote voting using the Remote Participation and Voting facilities (“**RPV**”) to be provided by SS E Solutions Sdn. Bhd. (“**SSESB**”) via Securities Services e-Portal platform (“**SS e-Portal**”) at <https://sshsb.net.my>.
- Only members whose name appears on the Record of Depositors as at 13 December 2021 shall be entitled to attend, speak and vote at the EGM.
- Please follow the procedures set out in the SS e-Portal User Guide provided in the enclosed **Appendix A** in order to register, participate and vote remotely via the RPV for the EGM.
- Please note that the SS e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge or Safari. The quality of connection to the live broadcast is dependent on the bandwidth and stability of the internet connection at the location and the device used by the participants.

Remote Participation and Voting Facilities

- With the RPV, members may exercise their rights as a member of the Company to participate and vote remotely at the EGM. Alternatively, members may also appoint proxies or the Chairman of the EGM as their proxy to attend and vote on their behalf at the EGM. Please refer to the SS e-Portal User Guide set out in **Appendix A** for further details.
- Members or corporate/authorised representatives/attorneys of corporate members who wish to participate at the EGM are required to:-

i.	Register as a user of the SS e-Portal	no later than Friday, 17 December 2021
ii.	Register for the remote participation	no later than Tuesday, 21 December 2021 at 10.00 a.m.

- Corporate/authorised representatives or attorneys appointed by power of attorney who wish to participate at the EGM via RPV, may need to submit their original/certified certificate of appointment of corporate representative or power of attorney upon request for verification purposes to SSESB at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, **no later than Tuesday, 21 December 2021 at 10.00 a.m.**
- Should participants’ application to join the EGM be approved, the system will make available to participants the rights to join the live streamed meeting and to vote remotely. The login to SS e-Portal by members, proxies or corporate/authorised representatives/attorneys of corporate members on the day of the EGM will indicate their presence at the EGM.

Appointment of Proxy

9. Members who appoint proxies to participate at the EGM via RPV must ensure that the duly executed Proxy Form are deposited in accordance with the notes and instructions printed therein **no later than Tuesday, 21 December 2021 at 10.00 a.m.** If members wish to submit the Proxy Form electronically via SS e-Portal, please follow the procedures set out in the SS e-Portal User Guide as enclosed in **Appendix A**. Members are strongly encouraged to appoint the Chairman of the EGM as their proxy if they are unable to participate and vote at the EGM.
10. Corporate members through corporate/authorised representatives or attorneys who wish to appoint proxies or the Chairman of the EGM as their proxy(ies) via SS e-Portal to attend and vote on their behalf at the EGM, may need to submit their original/certified certificate of appointment of corporate representative or power of attorney upon request for verification purposes to SSESB at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, **no later than Tuesday, 21 December 2021 at 10.00 a.m.**
11. A member who wishes to appoint a proxy who is not an existing user of SS e-Portal to participate at the EGM via RPV must request his/her/its proxy to register himself/herself as a user of the SS e-Portal at <https://sshbsb.net.my> in accordance with the procedures set out in the SS e-Portal User Guide as enclosed in **Appendix A**, **no later than Friday, 17 December 2021**. All appointed proxies need not register for remote participation. Upon processing of your Proxy Form, the proxies will be granted access to the RPV at the EGM.

Poll Voting

12. The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed SS E Solutions Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Commercial Quest Sdn. Bhd. as Scrutineers to verify the poll results.

Shareholders can proceed to ballot on the resolutions and submit your votes at any time from the commencement of the respective voting session to be announced by the Chairman of the EGM and before the end of the voting session which will be announced by the Chairman of the EGM. Upon completion of the voting session for the meeting(s), the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

Submission of Questions

13. Members, proxies or corporate representatives may submit questions before the EGM to the Chairman or Board of Directors electronically by email to eservices@sshbsb.com.my no later than Tuesday, 21 December 2021 at 10.00 a.m. or via real time submission of typed texts through a text box within SS e-Portal at <https://sshbsb.net.my> before the start or during the live streaming of the EGM. Shareholders may also send questions before the EGM to sin-ghee.law@vitrox.com in relation to the agenda items for the EGM.

Enquiry

14. If you have any enquiries relating to the SS e-Portal or proxy appointment prior to the EGM, or encounter any technical issues to participate in the fully virtual EGM, please contact the following persons during office hours between Monday to Friday from 8.30 a.m. to 12.15 p.m. and from 1.15 p.m. to 5.30 p.m.:-

SS E Solutions Sdn. Bhd.

General Line : +603-2084 9000

Email : eservices@sshbsb.com.my

Officers : Mr Wong Piang Yoong (DID: +603 2084 9168)

Ms Lee Pei Yeng (DID: +603 2084 9169)

Ms Rachel Ou (DID: +603 2084 9161)

Ms Evangeline Yeoh (DID: +603 2084 9007)

Securities Services e-Portal (“SS e-Portal”) User Guide

BEFORE THE EGM

(A) Sign-Up for A User Account at SS e-Portal

Registration Closing Date : Friday, 17 December 2021	
<p>Step 1: Visit https://sshsb.net.my.</p> <p>Step 2: Sign-up for a user account.</p> <p>Step 3: A notification email will be sent to you within one (1) working day.</p> <p>Step 4: Please verify your user account by logging into the SS e-Portal within seven (7) days of the notification email.</p>	<p>Notes:</p> <ul style="list-style-type: none"> SSESB requires one (1) working day to process all user signups. If you do not have a user account with the SS e-Portal, you will need to sign up for a user account by 17 December 2021. This is a ONE-TIME free registration. If you are already a registered user of SS e-Portal, you need not register again. Your email address is your User ID. Please proceed to either (B) or (C) below once you are a registered user.

(B) Register for Remote Participation at the EGM

Registration Closing Date : Tuesday, 21 December 2021 at 10.00 a.m.	
<p>Step 1: Log in to https://sshsb.net.my with your registered User ID (email address) and password.</p> <p>Step 2: Look for “ViTrox Corporation Berhad” under Company Name and EGM on 23 December 2021 at 10.00 a.m. – Registration for Remote Participation under Corporate Exercise / Event and click “>” to register for remote participation at the EGM.</p> <p>Step 3: Select whether you are participating as:</p> <ul style="list-style-type: none"> Individual shareholder; or Corporate or authorised representative of a body corporate #. <p>Step 4: Submit your registration.</p>	<p>Notes:</p> <ul style="list-style-type: none"> A copy of your e-Registration for remote participation can be accessed via My Records (refer to the left navigation panel). Your registration will apply to all the CDS account(s) of each individual shareholder/body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate. Upon verification by the Poll Administrator against the Record of Depositors as at 13 December 2021, you will receive an email on 21 December 2021 on your eligibility to participate at the EGM.

(C) Submit e-Proxy Form

Registration Closing Date : Tuesday, 21 December 2021 at 10.00 a.m.	
<p>Step 1: Log in to https://sshsb.net.my with your registered User ID (email address) and password.</p> <p>Step 2: Look for ViTrox Corporation Berhad under Company Name and EGM on 23 December 2021 at 10:00 a.m. – Submission of Proxy Form under Corporate Exercise / Event and click “>” to submit your e-Proxy Form online for the EGM.</p> <p>Step 3: Select whether you are submitting the e-Proxy Form as:</p> <ul style="list-style-type: none"> Individual shareholder; or Corporate or authorised representative of a body corporate #. <p>Step 4: Enter your CDS account number or the body corporate’s CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies).</p> <p>Step 5: Proceed to indicate how your votes are to be casted against each resolution.</p> <p>Step 6: Review and confirm your e-Proxy Form details before submission.</p>	<p>Notes:</p> <ul style="list-style-type: none"> You may appoint the Chairman of the EGM as the proxy in the event you are unable to participate remotely. A copy of your submitted e-Proxy Form can be accessed via My Records (please refer to the left navigation panel). You need to submit your e-Proxy Form for every CDS account(s) you have or represent. All appointed proxies need not register for remote participation under (B) above but if they are not registered users of the SS e-Portal, they will need to register as users of the SS e-Portal under (A) above by 17 December 2021. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the e-Proxy Forms, remote participation access for the EGM will be granted to the proxy(ies) instead of the shareholder(s) provided the proxy(ies) are the registered user(s) of the SS e-Portal, failing which, the proxy(ies) will not be able to participate at the EGM. Upon verification by the Poll Administrator, your proxy will receive an email of his/her eligibility to participate at the EGM.

For body corporates, the appointed corporate/authorised representatives must upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia must be accompanied by a certified translation in English in one (1) file. The original evidence of authority and translation thereof, if required, have to be submitted to SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.

DURING THE EGM

(I) Joining the Live Stream Meeting (eLive)

eLive Access Date and Time	Commencement of the EGM
Thursday, 23 December 2021 at 9.30 a.m.	Thursday, 23 December 2021 at 10.00 a.m.
<p>Step 1: Log in to https://www.sshsb.net.my with your registered User ID (email address) and password.</p> <p>Step 2: Look for VITrox Corporation Berhad under Company Name and EGM on 23 December 2021 at 10:00 a.m. – Live Stream Meeting under Corporate Exercise / Event and click “>” to join the EGM.</p>	<p>Notes:</p> <ul style="list-style-type: none"> You can start to login 30 minutes before the commencement of the EGM as mentioned above. If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management will endeavour to respond your questions during the EGM.

(II) Remote Online Voting during the Meeting(s) (eVoting)

eVoting Access Date and Time	eVoting Closing Date and Time
Thursday, 23 December 2021 at 10.00 a.m.	As directed by the Chairman of the EGM
<p>Step 1: If you are logged in to the SS e-Portal and already accessing the Live Stream Meeting, click Proceed to Vote under the live stream player. <i>OR</i> If you are not logged in yet, please log in to the SS e-Portal, at https://sshsb.net.my with your registered User ID (email address) and password. Look for VITrox Corporation Berhad under Company Name and EGM on 23 December 2021 at 10:00 a.m. – Remote Voting under Corporate Exercise / Event and click “>” to remotely cast and submit the votes online for the resolutions tabled at the EGM.</p> <p>Step 2: Cast your votes by clicking on the radio buttons against each resolution.</p> <p>Step 3: Review your casted votes and submit the votes.</p>	<p>Notes:</p> <ul style="list-style-type: none"> The access to eVoting will be opened on the abovementioned date and time. Your casted votes will apply throughout all the CDS accounts you represent as an individual shareholder, corporate/authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder’s indicated votes in the proxy form. A copy of your submitted e-Voting can be accessed via My Records (please refer to the left navigation panel).

(III) End of the Live Stream Meeting (eLive)

The live streaming will end upon the announcement by the Chairman on the closure of the EGM.