



VERTICE BERHAD

Registration No.: (200701007217 / 765218-V)
(Incorporated In Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM" or "Meeting") of Vertice Berhad ("Vertice" or the "Company") will be held as a fully virtual meeting conducted entirely through live streaming and online remote participation using Remote Participation and Voting ("RPV") facilities hosted on the online meeting platform of ShareWorks Sdn. Bhd. at www.swsb.com.my provided by ShareWorks Sdn. Bhd. in Malaysia on Thursday, 25 August 2022 at 12.00 noon or immediately following the conclusion or adjournment of the Fifteenth Annual General Meeting of the Company scheduled to be held on the same day, whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

ORDINARY RESOLUTIONS 1 – 6

PROPOSED ALLOCATION OF SHARE OPTIONS PURSUANT TO THE EXISTING SHARE ISSUANCE SCHEME OF THE COMPANY TO THE DIRECTORS OF THE COMPANY ("PROPOSED ALLOCATION")

"THAT, subject to the approvals of all relevant regulatory authorities (where required) having been obtained, approval be and is hereby given to the Board of Directors of the Company ("Board") to authorise the committee appointed and authorised by the Board from time to time to administer the share issuance scheme ("SIS") in accordance with the by-laws governing the SIS ("By-laws"), to offer and grant, from time to time throughout the duration of the SIS, such number of SIS Options to subscribe for new ordinary shares in the Company ("Vertice Shares") to the Directors below, provided always that not more than 10% of the total Vertice Shares available under the SIS and any other subsisting employee share scheme(s), if any, either individually and collectively, shall be allocated to each of the Directors if they, either singly or collectively through persons connected with them, hold 20% or more of the total number of issued share of the Company (excluding treasury shares, if any), subject always to such terms and conditions of the By-laws and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

The Directors must not participate in the deliberation or discussion of their own allocation, as well as that of the persons connected with them, if any, under the Proposed Allocation:

ORDINARY RESOLUTION 1

Tun Ariffin Bin Zakaria, Independent Non-Executive Chairman

ORDINARY RESOLUTION 2

Dato' Sri Haji Wan Adnan Bin Wan Mamat, Independent Non-Executive Deputy Chairman

ORDINARY RESOLUTION 3

Law Ngia Meng, Executive Director

ORDINARY RESOLUTION 4

Dato' Dr Haji Shamsul Anwar Bin Sulaiman, Independent Non-Executive Director

ORDINARY RESOLUTION 5

Chai Hann Lin, Independent Non-Executive Director

ORDINARY RESOLUTION 6

Ooi Guan Hoe, Independent Non-Executive Director

ORDINARY RESOLUTION 7

PROPOSED RATIFICATION IN RESPECT OF THE VARIATION TO THE UTILISATION OF PROCEEDS RAISED FROM THE PRIVATE PLACEMENT COMPLETED ON 30 DECEMBER 2021 ("PROPOSED RATIFICATION")

"THAT the ratification in respect of the variation to the utilisation of proceeds of RM11.49 million raised from the private placement completed on 30 December 2021 which has been mainly utilised for 4 other construction and property development projects as well as working capital of the Group, be and is hereby approved, confirmed and ratified.

THAT all acts, deeds and things carried out by the Directors and/or the Company in connection with the Proposed Ratification, be and are hereby approved, confirmed and ratified.

AND THAT the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to execute all such documents as may be required to implement, finalise and give full effect to the Proposed Ratification."

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY FROM "VERTICE BERHAD" TO "INFRAHARTA HOLDINGS BERHAD" ("PROPOSED CHANGE OF NAME")

"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 change its name from "Vertice Berhad" to "Infraharta Holdings Berhad".

AND THAT, authority be and is hereby given to the Directors of the Company to do all such acts, deeds and things as are necessary and deemed fit to implement and give full effect to the Proposed Change of Name, and where applicable with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required or imposed by the relevant regulatory authorities, for and on behalf of the Company."

By Order of the Board

CHIN LI THING (MAICSA 7044467)
(SSM PC NO. 201908000022)

Company Secretary
Kuala Lumpur
4 August 2022

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 August 2022 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- 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.
- A member of the Company entitled to attend and vote at the 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.
- 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.
- 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.
- The instrument appointing a proxy or proxies must be deposited at the office of the Share Registrar of the Company situated at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan or via email at ir@shareworks.com.my not less than forty-eight (48) hours before the time fixed for convening the EGM or any adjournment thereof. Please refer to the Administrative Guide for further information at www.swsb.com.my.
- All resolutions at the EGM or any adjournment thereof shall be voted by poll.