



VERSATILE CREATIVE BERHAD

(Registration No: 200301001350 (603770-D))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of Versatile Creative Berhad (“VCB” or “Company”) will be held at Putra Court, Kelab Rahman Putra Malaysia, Jalan BRP 2/1, Bukit Rahman Putra, 47000 Sungai Buloh, Selangor on Friday, 23 December 2022 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 140,049,359 WARRANTS (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING ORDINARY SHARES IN VERSATILE CREATIVE BERHAD (“VCB”) (“VCB SHARES”) HELD BY THE ENTITLED SHAREHOLDERS OF VCB ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“PROPOSED BONUS ISSUE OF WARRANTS”)

“THAT subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board of Directors of the Company (“Board”), be and is hereby authorised and empowered to:

- (i) fix the exercise price of the Warrants at a later date and allot and issue up to 140,049,359 Warrants on the basis of 1 Warrant for every 2 existing VCB Shares held by the shareholders whose names appear in the Record of Depositors of the Company as at the close of business at 5:00 p.m. on an entitlement date to be determined and announced later by the Board;
- (ii) enter into and execute a deed poll constituting the Warrants (“Deed Poll”) for and on behalf of the Company with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers to implement, finalise and give full effect to the Deed Poll;
- (iii) allot and issue such appropriate number of Warrants in accordance with the provisions of the Deed Poll and where required, to fix or to adjust the exercise price and/ or the number of the Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll;
- (iv) allot and issue such appropriate number of new VCB Shares pursuant to the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;
- (v) disregard and/ or deal with any fractional entitlements that may arise from the Proposed Bonus Issue of Warrants, if any, in such manner as the Board may at its absolute discretion deem fit and expedient and in the best interest of the Company;
- (vi) do all acts, deeds and things and to sign and execute, deliver and cause to be delivered for and on behalf of the Company all such documents and/ or agreements as may be necessary to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted or imposed by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts, deeds and things for and on behalf of the Company in any manner as the Board may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants; and
- (vii) utilise the proceeds raised from the exercise of the Warrants for such purpose and in such manner as set out in Section 2.6 of the Company’s Circular to Shareholders dated 8 December 2022 (“Circular”), with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient and in the best interest of the Company, subject to the approval of the relevant authorities (if required).

AND THAT the new VCB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issuance, rank equally in all aspects with the existing VCB Shares, except that such new VCB Shares shall not be entitled to any dividends, rights, allotments and/ or other form of distributions, where the entitlement date precedes the date of allotment and issuance of such new VCB Shares arising from the exercise of the Warrants.”

BY ORDER OF THE BOARD

MAK CHOOI PENG

(MAICSA 7017931)

(SSM PC No. 201908000889)

Company Secretary

Kuala Lumpur

8 December 2022

Notes:

- (a) A proxy may but need not be a member of the Company.
- (b) 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. 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, not less than 48 hours before the time for holding the meeting Provided That in the event member(s) duly executed the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the Proxy Forms, other than the particulars of the proxy have been duly completed by the member(s).
- (c) A member shall be entitled to appoint not more than two (2) proxies to attend, vote and speak at the same meeting.
- (d) 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.
- (e) 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.
- (f) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (g) If a member has appointed a proxy to attend a meeting and subsequently, he attends such meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said meeting.
- (h) Only members whose names appear in the Record of Depositors as at 16 December 2022 will be entitled to attend, vote and speak at the meeting or appoint proxy(ies) to attend, vote and speak on their behalf.