



**VERTICE**  
BERHAD

Annual Report 2021

# POSITIONED FOR SUSTAINABLE GROWTH

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***“STRIVE FOR BETTER  
PERFORMANCE AND CREATE  
LONG-TERM SHAREHOLDERS’ VALUE”***

- Chairman’s Statement



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

## NOTIFICATION LETTER TO SHAREHOLDERS

30 AUGUST 2021

Dear Valued Shareholders of Vertice Berhad

**VERTICE BERHAD ("VB") ("VB" or "the Company")  
Fourteenth Annual General Meeting ("14th AGM")**

VB wishes to inform that the 14th AGM of the Company will be conducted through live streaming and online remote participation using Remote Participation and Voting ("RPV") Facilities as a fully virtual general meeting to be held at the Broadcast Venue at 1505-1506, Level 15, Tower 2, Faber Tower, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur on Tuesday, 28 September 2021 at 10.30 a.m..

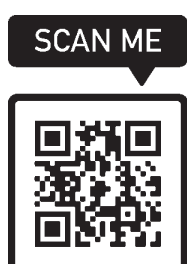
The 2021 Annual Report, Circular to Shareholders and Administrative Guide ("AGM documents") have been published on the Company's website at [www.vertice.com.my](http://www.vertice.com.my). You may download the soft copy of the AGM documents from our website.

Should you require a printed copy of the 2021 Annual Report and Circular to Shareholders, please complete the Requisition Form below and return to us at [contact@vertice.com.my](mailto:contact@vertice.com.my) or fax to +603-7972 1661. Barring any unforeseen circumstances, we will send a copy of printed 2021 Annual Report and Circular to you as soon as reasonably practicable from the date of receipt of your request. However, please consider the environment before requesting for the printed copy of the Circular.

We thank you for your continuous support.

Yours truly,

**Tun Arifin Bin Zakaria**  
Independent Non-Executive Chairman





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

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fourteenth Annual General Meeting of the Company will be conducted through live streaming and online remote participation using Remote Participation and Voting (“RPV”) Facilities as a fully virtual general meeting to be held at the Broadcast Venue at 1505-1506, Level 15, Tower 2, Faber Tower, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur on Tuesday, 28 September 2021 at 10.30 a.m. to transact the following businesses:-

### AGENDA

#### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 March 2021 and the Reports of Directors and Auditors thereon.
2. To re-elect the following Directors who retire in accordance with Clause 96 of the Company’s Constitution:-
  - (i) Dato’ Dr Azirul Salihin Bin Anuar
  - (ii) Mr. Ham Hon Kit
3. To approve the payment of Directors’ fees and benefits up to RM700,000.00 payable to the Directors from 28 September 2021 until the next Annual General Meeting of the Company.
4. To re-appoint Messrs Russell Bedford LC & Company as the Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

**(Explanatory Note i)**

**(Resolution 1)  
(Resolution 2)**

**(Resolution 3)**

**(Resolution 4)**

#### Special Business

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

5. **ORDINARY RESOLUTION  
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT subject always to the Companies Act, 2016 (“the Act”), the Company’s Constitution and approvals from the relevant governmental and/or regulatory bodies where such approvals shall be necessary, authority be and is hereby given to the Directors of the Company pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the share capital of the Company from time to time upon such terms and conditions and for such purposes as may be determined by the Directors of the Company to be in the interest of the Company provided always that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, such authority to be utilised by 31 December 2021 or such extended period as empowered by Bursa Malaysia Securities Berhad (“Bursa Securities”) and thereafter ten percent (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03 of the Main Market Listing Requirements (“MMLR”);

**(Resolution 5)**

THAT the Directors of the Company be also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

# NOTICE OF ANNUAL GENERAL MEETING

5. **ORDINARY RESOLUTION**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (Cont'd)**

AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier; but an approval may be revoked or varied at any time by a resolution of the Company in general meeting."

6. **ORDINARY RESOLUTION**  
**PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

"THAT subject always to the Companies Act, 2016 ("Act"), provisions of the Company's Constitution and the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant approvals, the Directors of the Company be and are hereby authorised to purchase the Company's ordinary shares ("Shares") through Bursa Securities, subject to the following:-

- (a) The maximum aggregate number of Shares which may be purchased by the Company shall not exceed 10% of the total number of issued shares of the Company at any point in time;
- (b) The Proposed Share Buy-Back may be funded through internally generated funds and/or external borrowings as long as the purchase is backed by an equivalent amount of retained profits of the Company, subject to compliance with the Prevailing Laws;
- (c) The authority conferred by this resolution will be effective upon passing of this resolution and will continue in force until:-
  - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by ordinary resolution passed at that meeting, the authority is renewed; or
  - (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
  - (iii) the authority is revoked or varied by an ordinary resolution passed by the shareholders in general meeting; whichever occurs first.
- (d) In accordance with Section 127(4) of the Act, where the Company has purchased Vertice Shares, the Directors may deal with the Purchased Shares, at their discretion, in the following manner:-
  - (i) cancel the Shares so purchased; or
  - (ii) retain the Shares so purchased as treasury shares which is referred to as "Treasury Shares"; or
  - (iii) retain part of the Shares so purchased as Treasury Shares and/or cancel the remainder of the Shares/Treasury Shares; or

**(Resolution 6)**

# NOTICE OF ANNUAL GENERAL MEETING

## 6. **ORDINARY RESOLUTION PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (Cont'd)**

Based on Section 127(7) of the Act, where such Shares are held as treasury shares, the Directors may, at their discretion:-

- (i) distribute the Treasury Shares as dividends to shareholders; or
- (ii) resell the Treasury Shares or any of the Treasury Shares in accordance with the relevant rules of Bursa Securities; or
- (iii) transfer the Treasury Shares or any of the Treasury Shares for the purposes of or under an employees' share scheme; or
- (iv) transfer the Treasury Shares or any of the Treasury Shares as purchase consideration; or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as the Minister may by order prescribe.

THAT the Directors of the Company and/or any one of them be and are hereby authorised to complete and do all such acts and things and take all such steps and to enter into all agreements, arrangements and guarantees with any party or parties as the Directors in their discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to effect the purchase of its own shares.

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

By Order of the Board

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

Company Secretary

Kuala Lumpur, 30 August 2021

### **Notes:**

- 1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 September 2021 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
- 2. 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.
- 3. 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.
- 4. 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.
- 5. 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.

# NOTICE OF ANNUAL GENERAL MEETING

## Notes (Cont'd):

6. The instrument appointing a proxy shall be deposited as follows not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof:-
  - (a) Deposit Hardcopy of Proxy Form  
Share Registrar's office, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan

or

  - (b) Deposit of Proxy Form Electronically  
Share Registrar's email at ir@shareworks.com.my
7. Please be informed the Fourteenth Annual General Meeting ("14th AGM") will be conducted fully virtual at the Broadcast Venue, the members are advised to refer to the Administration Guide on the registration and voting process for the said meeting.
8. Pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolution set out in this Notice will be put to vote by way of poll.
9. Pursuant to Section 327(2) of the Companies Act, 2016, the Chairman will be present at the Broadcasting Venue being the main venue of the 14th AGM. Thus, no shareholders / proxies / corporate representatives from the public are allowed be physically present nor admitted at the Broadcast Venue on the day of the 14th AGM.

## Explanatory Notes

- i. **Agenda Item No. 1**  
This item of the Agenda is meant for discussion only as it does not require shareholders' approval pursuant to Section 340(1) of the Companies Act, 2016. Hence, this Agenda item is not put forward for voting.
- ii. **Resolutions 1 and 2**  
**- Re-election of Directors**  
Dato' Dr Azirul Salihin Bin Anuar and Mr. Ham Hon Kit are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election. For the purpose of determining the eligibility of the Directors to stand for re-election at the forthcoming AGM, the Nomination Committee has considered and recommended both Dato' Dr Azirul Salihin Bin Anuar and Mr. Ham Hon Kit for re-election as Directors pursuant to the Company's Constitution.  
  
**- Retirement of Director**  
Dato' Mah Siew Kwok is also subject to retirement by rotation pursuant to Clause 96 of the Company's Constitution. Dato' Mah has expressed his intention not to seek re-election at the forthcoming AGM of the Company. Hence, he shall cease to be a Director of the Company at the conclusion of the forthcoming AGM of the Company.
- iii. **Resolution 5**  
**- Authority to issue shares pursuant to sections 75 and 76 of the Companies Act, 2016**  
  
The Ordinary Resolution 5, if passed, will give authority to the Directors of the Company to issue and allot shares from the unissued share capital of the Company for such purposes as the Directors of the Company in their absolute discretion consider to be in the interest of the Company without having to convene a general meeting. This authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier; but any approval may be previously revoked or varied by a resolution of the Company in general meeting.

# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Notes (Cont'd)

### iii. **Resolution 5**

#### **- Authority to issue shares pursuant to sections 75 and 76 of the Companies Act, 2016 (Cont'd)**

Bursa Malaysia Securities Berhad had vide its letter dated 16 April 2020 allows a listed corporation to seek a higher general mandate under Paragraph 6.03 of Main Market Listing Requirement of not more than twenty percent (20%) of the total number of issued shares (excluding treasury shares) for issue of new securities ("20% General Mandate").

The 20% General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to working capital, operational expenditures, investment project(s), and/or acquisition(s).

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the 20% General Mandate is in the best interests of the Company and its shareholders.

### iv. **Resolution 6**

#### **- Proposed Renewal of Share Buy-Back Authority**

The proposed resolution, if passed, will empower the Directors of the Company to purchase the Company's ordinary shares of up to ten percent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total retained earnings of the Company.

Details on the proposal are set out in the Circular to Shareholders dated 30 August 2021 which is circulated together with the 2021 Annual Report.

## STATEMENT ACCOMPANYING NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

### Further details of Directors who are standing for re-election as Directors:

1. The profiles of the Directors who are standing for re-election at the 14th Annual General Meeting are set out in the Profile of Directors of this Annual Report. Their shareholdings in the Company and its subsidiaries are set out in the Analysis of Shareholdings of this Annual Report.
2. **Renewal of general mandate for issue of securities in accordance with Paragraph 6.03 of the Main Market Listing Requirements**

No proceeds was raised from the previous mandate as the Company has not issued any new shares pursuant to Sections 75 and 76 of the Companies Act, 2016 under the general mandate which was approved at the Thirteenth Annual General Meeting of the Company held on 29 September 2020.

The purpose for the general mandate being sought to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 is to provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to working capital, operational expenditures, investment project(s), and/or acquisition(s), which the Directors of the Company consider to be in the best interest of the Company.

As such, any additional cost to be incurred or delay arising from the need to convene a general meeting to approve such issuance of shares could be eliminated.





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

## ADMINISTRATIVE GUIDE FOR THE 14TH ANNUAL GENERAL MEETING

Meeting Date	: Tuesday, 28 September 2021
Time	: 10.30 am
Meeting Platform	: <a href="http://www.swsb.com.my">www.swsb.com.my</a>
Mode of Communication	: Shareholders may submit questions to the Board of Directors ("Board") prior to the 14th Annual General Meeting ("14th AGM") to <a href="mailto:contact@vertice.com.my">contact@vertice.com.my</a> not later than 10.30 a.m. on 26 September 2021 or to use the Question and Answer ("Q&A") Platform to transmit questions to the Board via Remote Participation and Voting ("RPV") facilities during live streaming.
Broadcast Venue	: 1505-1506, Level 15, Tower 2, Faber Tower, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur

### MODE OF MEETING

The 14th AGM will be conducted entirely through live streaming from the Broadcast Venue.

We strongly encourage you to use the RPV facilities to participate in the 14th AGM as a way for us to jointly share the responsibility to minimise the risk of Covid-19 infections. Hence, **No Shareholders/Proxies/Corporate Representatives/Attorneys** from the public will be allowed to physically present at the Broadcast Venue on the day of the 14th AGM.

### REMOTE PARTICIPATION AND VOTING ("RPV") FACILITIES

1. Please note that the RPV Facilities is available to :

- (i) **Individual members;**
  - (ii) **Proxy holders;**
  - (iii) **Corporate shareholders;**
  - (iv) **Authorised Nominees; and**
  - (v) **Exempt Authorised Nominees.**
- } ("The Participant(s)")

2. The 14th AGM will be conducted through live streaming and online remote voting. The Participant(s) is/are encouraged to attend the 14th AGM by using the RPV Facilities. With the RPV Facilities, you may exercise your rights as a shareholder of the Company to participate (including to post questions to the Board) and vote remotely at the AGM.

3. Shareholders who are not able to participate in the 14th AGM are encouraged to appoint the Chairman of the Meeting to vote on your behalf at the 14th AGM by completing and indicating the voting instruction in the proxy form which is available at [www.swsb.com.my](http://www.swsb.com.my) or our website at [www.vertice.com.my](http://www.vertice.com.my).



# ADMINISTRATIVE GUIDE FOR THE 14TH ANNUAL GENERAL MEETING

4. Proxies or Corporate Representatives/Authorised Nominees/Exempt Authorised Nominees who wishes to use the RPV Facilities at the 14th AGM, please ensure the duly executed proxy forms or the original certificate of appointment of its corporate representative are to be submitted to the Share Registrar, ShareWorks Sdn Bhd ("ShareWorks") as follows not later than 26 September 2021 at 10.30 a.m.:-
- (a) Deposit Hardcopy of Proxy Form  
Share Registrar's office, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan
- or
- (b) Deposit of Proxy Form Electronically  
Share Registrar's email at ir@shareworks.com.my
5. The Participant(s) is/are encouraged to send in their questions before the meeting to the Boards at contact@vertice.com.my in relation to the agenda items for the 14th AGM.
6. The Participant(s) is/are to read and follow the procedures for the RPV Facilities as summarised below:-

	Procedures	Action
	<b>Before the day of 14th AGM</b>	
(i)	Register as a user	<ul style="list-style-type: none"> <li>• Access website www.swsb.com.my</li> <li>• Click "<b>Login</b>" and click "<b>Register</b>" to sign up as a user.</li> <li>• The registration will open from 10.30 a.m. on 31 August 2021 and the registration will close at 10.30 a.m. on 27 September 2021.</li> <li>• Complete registration and upload softcopy of MyKAD (front and back) or Passport.</li> <li>• Read and agree to the terms &amp; conditions and thereafter submit your request.</li> <li>• Upon submission, kindly login to the valid email address and verify your user ID within one(1) hour.</li> <li>• Upon verification of the user, <b>ShareWorks</b> will send an email notification to approve you as a user.</li> <li>• After verification of your registration against the General Meeting Record of Depositors of the Company as at 21 September 2021, the system will send you an email to notify you if your registration is approved or rejected after 22 September 2021.</li> <li>• If your registration is rejected, you can contact ShareWorks or the Company for clarifications or to appeal.</li> </ul>

# ADMINISTRATIVE GUIDE FOR THE 14TH ANNUAL GENERAL MEETING

	Procedures	Action
	<b>On the day of 14th AGM</b>	
(ii)	Login to www.swsb.com.my	Login with your user ID and password for remote participation at the 14th AGM at any time from 10.00 a.m i.e. 30 minutes before the commencement of 14th AGM on 28 September 2021 at 10.30 a.m.
(iii)	Participate through Live Streaming	<ul style="list-style-type: none"> <li>• Select the <b>"Virtual Meeting"</b> from main menu.</li> <li>• Click the <b>"Join Meeting"</b> located next to the event. You are required to provide your full name as per CDS records and your user registered email address.</li> <li>• Kindly click the video link and insert the password given to you in your email notification in order to join the live video streaming.</li> <li>• If you have any question for the Chairman/ Board, you may use the Q&amp;A platform to transmit your question. The Chairman/Board will try to respond to all questions submitted by remote participants during the 14th AGM. If time is a constraint, the responses will be emailed to you at the earliest possible time after the meeting ended.</li> <li>• Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li> </ul>

	On the day of 14th AGM	Action
	<b>Procedures</b>	
(iv)	Online remote voting	<ul style="list-style-type: none"> <li>• Select <b>"Voting"</b> located next to the <b>"Join Meeting"</b> and indicate your votes for the resolutions that are tabled for voting.</li> <li>• Voting session will commence once the Chairman of the Meeting declares that the voting platform is activated and will announce the completion of the voting session of the AGM.</li> <li>• Cast your vote on all resolutions as appeared on the screen and submit your votes. Once submitted, your votes will be final and cannot be changed.</li> </ul>
(v)	End of RPV Facilities	<ul style="list-style-type: none"> <li>• The RPV Facilities will end and the Messaging window will be disabled the moment the Chairman of the Meeting announces the closure of the 14th AGM.</li> </ul>

# ADMINISTRATIVE GUIDE FOR THE 14TH ANNUAL GENERAL MEETING

## NO BREAKFAST/LUNCH PACK & DOOR GIFT

There will be **NO DISTRIBUTION** of food packs or door gifts during the 14th AGM as the meeting will be conducted on fully virtual basis.

## GENERAL MEETING RECORD OF DEPOSITORS

- For the purpose of determining a member who shall be entitled to attend the 14th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 60 of the Company's Constitution and the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 21 September 2021. Only a depositor whose name appears on the Record of Depositors as at 21 September 2021 shall be entitled to attend the said meeting remotely or appoint proxies to attend remotely and vote on his/her behalf.

## PROXY

- Since the 14th AGM will be conducted via a virtual meeting, a Shareholder can appoint the Chairman of the Meeting as proxy to vote on your behalf at the 14th AGM by completing and indicating the voting instruction in the proxy form which is available at [www.swsb.com.my](http://www.swsb.com.my).
- You may submit your Proxy Form as follows to ShareWorks not less than forty-eight (48) hours before the time appointed for holding the 14th AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid:-
  - (a) Deposit Hardcopy of Proxy Form  
Share Registrar's office, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan

or
- (b) Deposit of Proxy Form Electronically  
Share Registrar's email at [ir@shareworks.com.my](mailto:ir@shareworks.com.my)

## POLL VOTING

- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 14th AGM of the Company shall be put to vote by way of a poll. The Company has appointed **ShareWorks Sdn Bhd** as Poll Administrator to conduct the poll by way of electronic means and **SharePolls Sdn Bhd** as Independent Scrutineers to verify the poll results. Shareholders can proceed to vote on the resolution before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (iv) of the above Procedures section for guidance on how to vote remotely from the Share Registrar website ([www.swsb.com.my](http://www.swsb.com.my)). The Independent Scrutineers will verify the poll results followed by the Chairman's declaration on whether the resolution is duly passed.

# ADMINISTRATIVE GUIDE FOR THE 14TH ANNUAL GENERAL MEETING

## RESULTS OF THE VOTING

- The results of the voting for all resolutions will be announced at the 14th AGM and on Bursa Malaysia website at [www.bursamalaysia.com](http://www.bursamalaysia.com)

## DIGITAL COPIES OF AGM DOCUMENTS

- The following documents are available for download from Vertice Berhad's website at [www.vertice.com.my](http://www.vertice.com.my):-
  1. 2021 Annual Report
  2. Circular to Shareholders on the Proposed Renewal of Share Buy-Back Authority
  3. Corporate Governance Report
  4. Notice of the 14th AGM, Proxy Form and Administrative Guide for the fully virtual 14th AGM
  5. Annual Report and Circular to Shareholders Requisition Form
- If you wish to request for a printed copy of the 2021 Annual Report and Circular to Shareholders, please forward your request by completing the Request Form provided by us or the Share Registrar website at [www.swsb.com.my](http://www.swsb.com.my). Barring any unforeseen circumstances, we will send a copy of printed 2021 Annual Report and Circular to you as soon as reasonably practicable from the date of receipt of your request. However, please consider the environment before requesting for the printed copy of the Circular.

## RECORDING OR PHOTOGRAPHY

- Strictly **NO** unauthorised recording or photography of the proceedings of the 14th AGM is allowed.

## ENQUIRY

- If you have any enquiry prior to the virtual meeting, please contact Mr Fong Wee Liam or Mr Chan Wai Kien during office hours from 9.00 a.m. to 5.00 p.m. on Monday to Friday.

### **ShareWorks Sdn Bhd**

2-1, Jalan Sri Hartamas 8,  
Sri Hartamas,  
50480 Kuala Lumpur,  
Wilayah Persekutuan.

Telephone Number : 03-6201 1120

Fax Number : 03-6201 3121

Email : [ir@shareworks.com.my](mailto:ir@shareworks.com.my)



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

## REQUISITION FORM

Please send me/us a printed copy of 2021 Annual Report and Circular to Shareholders to the following address:-

Name of shareholder : \_\_\_\_\_

NRIC No./Passport No./Company No. : \_\_\_\_\_

CDS Account No. : \_\_\_\_\_

Mailing Address : \_\_\_\_\_

: \_\_\_\_\_

: \_\_\_\_\_

Contact No. : \_\_\_\_\_

Email Address : \_\_\_\_\_

\_\_\_\_\_  
Signature of Shareholder(s)

Date:



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AFFIX  
STAMP

**VERTICE BERHAD**

Registration No.: [200701007217 (765218-V)]

1505-1506, Level 15, Tower 2, Faber Tower,  
Jalan Desa Bahagia, Taman Desa,  
58100 Kuala Lumpur  
Wilayah Persekutuan, Malaysia

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**VERTICE**  
BERHAD

**VERTICE BERHAD**

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

## FORM OF PROXY

CDS Account Number

I/We (Full Name in Block Letters) \_\_\_\_\_

NRIC No. / Passport No. / Company No. \_\_\_\_\_

of \_\_\_\_\_

being a member of VERTICE BERHAD hereby appoint:

Full Name (IN BLOCK LETTERS):	NRIC / Passport No.:
Full Address:	Contact No.:
	Email address:

and/or failing \*him/her

Full Name (IN BLOCK LETTERS):	NRIC / Passport No.:
Full Address:	Contact No.:
	Email address:

or failing \*him/her, the CHAIRMAN OF THE MEETING as my/our proxy to attend and vote for me/us and on my/our behalf at the Fourteenth Annual General Meeting of the Company which will be conducted through live streaming and online remote participation using Remote Participation and Voting ("RPV") Facilities as a fully virtual general meeting to be held at the Broadcast Venue at 1505-1506, Level 15, Tower 2, Faber Tower, Jalan Desa Bahagia, Taman Desa, 58100 Kuala Lumpur on Tuesday, 28 September 2021 at 10.30 a.m. or at any adjournment thereof, in the manner indicated below:

RESOLUTIONS		FOR	AGAINST
Resolution 1	To re-elect as Director, Dato' Dr Azirul Salihin Bin Anuar		
Resolution 2	To re-elect as Director, Mr. Ham Hon Kit		
Resolution 3	To approve the payment of Directors' fees and benefits		
Resolution 4	To re-appoint Auditors		
Resolution 5	To authorise Directors to issue shares		
Resolution 6	To approve the Proposed Renewal of Share Buy-Back Authority		

Please indicate with "X" in the appropriate space how you wish your proxy to vote. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit or, at his discretion, abstain from voting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Number of shares held \_\_\_\_\_

For appointment of two proxies, the shareholdings to be represented by the proxies:		
Proxies	No. of shares	Percentage
Proxy 1		
Proxy 2		
<b>Total</b>		<b>100%</b>

\_\_\_\_\_  
\*Signature Member(s) / Common Seal of Shareholder

\*Delete whichever not applicable





**Notes:**

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 September 2021 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
2. 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.
3. 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.
4. 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.
5. 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.
6. The instrument appointing a proxy shall be deposited as follows not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof.
  - (a) Deposit Hardcopy of Proxy Form  
Share Registrar's office, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan
  - or
  - (b) Deposit of Proxy Form Electronically  
Share Registrar's email at ir@shareworks.com.my
7. Please be informed the Fourteenth Annual General Meeting ("14th AGM") will be conducted fully virtual at the Broadcast Venue, the members are advised to refer to the Administration Guide on the registration and voting process for the said meeting.
8. Pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolution set out in this Notice will be put to vote by way of poll.
9. Pursuant to Section 327(2) of the Companies Act, 2016, the Chairman will be present at the Broadcasting Venue being the main venue of the 14th AGM. Thus, no shareholders / proxies / corporate representatives from the public are allowed to be physically present nor admitted at the Broadcast Venue on the day of the 14th AGM.

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AFFIX  
STAMP

**The Share Registrar****VERTICE BERHAD**

Registration No.: [200701007217 (765218-V)]

c/o ShareWorks Sdn Bhd Registration No.: [199101019611 (229948-U)]

No.2-1, Jalan Sri Hartamas 8,  
Sri Hartamas,  
50480 Kuala Lumpur,  
Wilayah Persekutuan, Malaysia

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