



**VERSATILE CREATIVE BERHAD**  
[Registration No. 200301001350 (603770-D)]  
(Incorporated in Malaysia)

**NOTICE OF TWENTIETH (20TH) ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 20th Annual General Meeting of the Company will be held at Putra Court, Kelab Rahman Putra Malaysia, Jalan BRP 2/1, Bukit Rahman Putra, 47000 Sungai Buloh, Selangor Darul Ehsan on Wednesday, 27 September 2023 at 11:00 a.m. to transact the following businesses:

**AGENDA**

**Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To re-elect the following Directors who retire pursuant to Clause 111(1) of the Constitution of the Company: -
  - i. Tan Sri Dato' Sri Mohd Shariff Bin Omar [Resolution 1]
  - ii. Ms. Lim Siew Yeng [Resolution 2]
3. To re-elect Mr. Chen Chuen Sum who retires pursuant to Clause 110 of the Constitution of the Company. [Resolution 3]
4. To approve the payment of Directors' fees of RM264,000/- for the financial year ending 31 March 2024. [Resolution 4]
5. To approve the payment of Directors' benefits of RM35,000/- from 28 September 2023 until the next Annual General Meeting of the Company. [Resolution 5]
6. To re-appoint Grant Thornton Malaysia PLT as auditors of the Company and to authorize the Directors to fix their remuneration. [Resolution 6]

**Special Business**

To consider and if thought fit, to pass the following resolutions, with or without modifications, as Ordinary Resolutions: -

7. **ORDINARY RESOLUTION 1** [Resolution 7]  
**AUTHORITY TO ALLOT AND ISSUE SHARES**

**"THAT** subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any relevant governmental/regulatory bodies, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price, and upon such terms and conditions, and for such purposes as the Directors may, in their absolute

discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% 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 the approval from Bursa Securities for the listing and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

8. **ORDINARY RESOLUTION 2**

[Resolution 8]

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION (“RRPT”) OF A REVENUE AND/OR TRADING NATURE (“PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE”)**

“**THAT**, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company, its subsidiaries or any of them to enter into and to give effect to any of the transactions falling within the types of the recurrent related party transactions, particulars of which are set out in Section 2.3 of the Circular to Shareholders dated 28 July 2023 (“Circular”) with the Related Party as described in the said Circular, provided that such transactions are of revenue and/or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm’s length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

**AND THAT** such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the next Annual General Meeting, the authority is renewed;
- (ii) the expiration of the period within which the next Annual General Meeting after that date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

**AND FURTHER THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may deem fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders’ Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry

out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company.”

9. To transact any other business of which due notice has been given.

By Order of the Board

**MAK CHOOI PENG**  
(MAICSA 7017931)  
SSM PC No. 201908000889  
Company Secretary

Petaling Jaya  
28 July 2023

## **NOTES:**

- a. A member entitled to attend and vote at the 20<sup>th</sup> AGM may appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy save that the proxy must be of full age.
- 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.
- c. 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 fixed for convening the 20<sup>th</sup> AGM or any adjournment thereof Provided That, in the event the 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).
- 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 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 proportions 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 20 September 2023 will be entitled to attend, vote and speak at the 20<sup>th</sup> AGM or appoint proxy(ies) to attend, vote and speak on their behalf.
- i. The resolutions as set out in this notice of 20<sup>th</sup> AGM is to be voted by poll.

## **Explanatory Notes**

### **1. Item 1 of the Agenda**

This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

### **2. Items 2 and 3 of the Agenda – Re-election of Directors**

Tan Sri Dato' Seri Mohd Shariff Bin Omar, Ms. Lim Siew Yeng and Mr. Chen Chuen Sum ("Retiring Directors"), who retire in accordance with Clauses 111(1) and 110 of the Company's Constitution and being eligible, have offered themselves for re-election.

The Nomination Committee ("NC") carried out the assessment with the affected NC members abstaining from all deliberations and recommendations.

The NC had assessed the Retiring Directors and considered their performance and contribution based on the Self and Peer assessment, their contribution to the Board and Board committees deliberations, time commitment and their ability to act in the best interests of the Company in decision-making. The Board has recommended their re-election based on the following considerations and the recommendation by the NC:-

- (i) satisfactory performance and they have met the Board's expectation in discharging their duties and responsibilities;
- (ii) met the criteria of character, experience, integrity, competence and time commitment in discharging their roles as directors of the Company;
- (iii) level of independence demonstrated by them as independent directors; and
- (iv) their ability to act in the best interest of the Company in decision-making.

The profiles of the Retiring Directors are stated in the Annual Report 2023 of the Company.

3. Items 4 and 5 of the Agenda

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting. The details of the Directors' remuneration are set out in the Corporate Governance Overview Statement of this Annual Report.

The proposed Resolution 4 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors' fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

The proposed Resolution 5 for the Directors' benefits are benefit payable to the directors and meeting allowances. The meeting allowances are calculated based on the current Board size and the number of scheduled Board and Board Committees meetings from 27 September 2023 to the next Annual General Meeting. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for the shortfall.

4. Item 6 of the Agenda – Re-appointment of Auditors

The Audit Committee had undertaken an annual assessment of the external auditors, Grant Thornton Malaysia PLT ("GT") including their independence, scope of audit, audit fee, expertise and experience, performance based on annual audit scope and planning. The Audit Committee and the Board were satisfied with the suitability of GT on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to the Group.

**Special Business**

5. Item 7 of the Agenda - Authority to Allot and Issue Shares

The proposed Ordinary Resolution 1 is for the purpose of granting a renewal of a general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the total issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

The General Mandate will provide flexibility to the Company to issue shares for any possible fundraising activities, including but not limited for further placing of shares, for the purpose of funding future investment(s), acquisition(s) and/or working capital.

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the Nineteenth Annual General Meeting of the Company held on 28 September 2022, which will lapse at the conclusion of the 20th AGM of the Company. Hence, no proceeds were raised therefrom.

6. Item 8 of the Agenda – Proposed Renewal of Existing Shareholders' Mandate

The proposed Ordinary Resolution 2, if passed, will allow the Group to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms and which are not detrimental to the interests of the minority shareholders.

Please refer to the Circular to Shareholders dated 28 July 2023 for further information.