



## 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

OOI 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](mailto: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>