

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) takes no responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.

VisDynamics

VISDYNAMICS HOLDINGS BERHAD

[Registration No.: 200501000050 (677095-M)]

(Incorporated in Malaysia)

NOTICE TO WARRANT HOLDERS

in relation to the

EXPIRY AND LAST DATE FOR EXERCISE OF WARRANTS 2017/2022

STOCK CODE : 0120WB
STOCK NAME : VIS-WB

IMPORTANT RELEVANT DATES

Last day, date and time for the trading of Warrants : Monday, 31 October 2022 at 5:00 p.m.
2017/2022

Day, date and time of suspension of trading of Warrants : Tuesday, 1 November 2022 at 9:00 a.m.
2017/2022

Last day, date and time for the exercise of Warrants : Wednesday, 16 November 2022 at 5:00 p.m.
2017/2022 (Expiry Date)

Day, date and time for the delisting of Warrants : Thursday, 17 November 2022 at 9:00 a.m.
2017/2022

This Notice is dated 17 October 2022

DEFINITIONS

For the purpose of this Notice, the following definitions shall apply throughout this Notice except where the context otherwise requires:-

“Board”	: Board of Directors of VHB
“Bursa Depository”	: Bursa Malaysia Depository Sdn. Bhd. [198701006854 (165570-W)]
“Bursa Securities”	: Bursa Malaysia Securities Berhad [200301033577 (635998-W)]
“CDS”	: Central Depository System
“Deed Poll”	: Deed Poll dated 31 October 2017 constituting the Warrants
“Depositor”	: Holder of a Securities Account
“Exercise Form”	: The form for exercising the Exercise Rights which is attached to this Notice
“Exercise Price”	: Ringgit Malaysia Seventy-Five Sen (RM0.75) only in respect of each New Share upon exercise of the Exercise Rights
“Exercise Period”	: The period commencing from and including the issue date of 17 November 2017 and ending at the close of business at 5:00 p.m. on 16 November 2022
“Exercise Rights”	: The rights of a Warrant Holder to subscribe for New Shares at the Exercise Price, upon the terms of and subject to the conditions contained in the Deed Poll
“Expiry Date”	: Wednesday, 16 November 2022, 5:00 p.m.
“Market Day”	: A day on which the stock market of Bursa Securities is open for trading in securities
“VHB” or “the Company”	: Visdynamics Holdings Berhad [200501000050 (677095-M)]
“New Shares”	: New ordinary shares in VHB issued or to be issued by the Company pursuant to any valid exercise of the Exercise Rights represented by the Warrants 2017/2022
“Notice”	: Notice to Warrant Holder dated 17 October 2022 in relation to the expiry and last date for the exercise of Warrants
“Share Registrar”	: Boardroom Share Registrars Sdn. Bhd. [199601006647 (378993-D)]
“Securities Account”	: An account established by Bursa Depository for a Depositor for the purposes of recording of deposits or withdrawals of securities and for dealing in such securities by the Depositor
“Warrants 2017/2022” or “Warrant(s)”	: The 42,138,150 Warrants 2017/2022 issued by VHB on 17 November 2017 pursuant to the terms and conditions of the Deed Poll
“Warrant Holder(s)”	: Holder(s) of Warrants 2017/2022

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to “persons” shall include corporations.

Any reference in this Notice to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Notice shall be a reference to Malaysian time, unless otherwise stated.

TABLE OF CONTENTS

NOTICE TO THE WARRANT HOLDERS CONTAINING:

	Page
1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING	2
2. EXERCISE PRICE	2
3. PAYMENT OF EXERCISE PRICE	2
4. EXERCISE OF EXERCISE RIGHTS	2 & 3
5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS	3
6. EXPIRY OF EXERCISE RIGHTS	3
7. DIRECTORS' RESPONSIBILITY STATEMENT	4
8. CONTACT DETAILS FOR ENQUIRIES	4

EXERCISE FORM

ENCLOSED

[THE REST OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

VisDynamics

VISDYNAMICS HOLDINGS BERHAD

[Registration No.: 200501000050 (677095-M)]

(Incorporated in Malaysia)

Registered Office:

10th Floor, Menara Hap Seng
No.1&3, Jalan P. Ramlee
50250 Kuala Lumpur

Date: 17 October 2022

Board of Directors

Pang Nam Ming	(Chairman/ Independent Non-Executive Director)
Choy Ngee Hoe	(Executive Director/ Chief Executive Officer)
Lee Chong Leng	(Executive Director/ Chief Technical Officer)
Ong Hui Peng	(Executive Director)
Gan Lim	(Independent Non-Executive Director)
Chin Peck Li	(Independent Non-Executive Director)
Olivia Lim	(Independent Non-Executive Director)

To: Holders of Warrants 2017/2022

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS 2017/2022

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions stipulated in the Deed Poll governing the Warrants, the Exercise Rights of the Warrant Holders will expire on the Expiry Date.

Accordingly, all Warrant Holders intending to exercise their Warrants are advised to submit the documents referred to in Section 4 of this Notice to the Company's Share Registrar not later than 5:00 p.m. on the Expiry Date.

WARRANTS NOT EXERCISED BY THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND SHALL CEASE TO BE EXERCISABLE THEREAFTER.

ACCORDINGLY, THE WARRANTS WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9:00 A.M., THURSDAY, 17 NOVEMBER 2022.

The number of outstanding Warrants as at 20 September 2022, being the latest practicable date prior to the printing of this Notice is 39,653,100.

Warrant Holders are therefore advised to read carefully the procedures set out below:

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

To facilitate the exercise of the Exercise Rights by the Warrant Holders, the trading of the Warrants on Bursa Securities will be suspended with effect **from 9:00 a.m. on** Tuesday, 1 November 2022 **until 5:00 p.m.** on the Expiry Date. Hence, the last day and time for trading of the Warrants will be **up to 5:00 p.m. on** Monday, 31 October 2022.

2. EXERCISE PRICE

The Exercise Price of the Warrants is RM0.75 for each New Share in the Company. For example, if you exercise 100 Warrants into 100 New Shares, the total Exercise Price shall be RM75.00.

3. PAYMENT OF EXERCISE PRICE

Remittance must be made in full for the Exercise Price, payable in Ringgit Malaysia via banker's draft or cashier's order drawn on a bank operating in Malaysia or money order or postal order issued by a post office in Malaysia, made in favour of "**VisDynamics Holdings Berhad - Warrant Proceeds Account**" crossed "A/C Payee Only" and endorsed on the reverse side with the name, address and CDS account number of the Warrant Holders.

4. EXERCISE OF EXERCISE RIGHTS

If you are a Warrant Holder and wish to exercise your Exercise Rights, you should:

- (i) Complete and execute the Exercise Form. Additional copies of the Exercise Form can be obtained from the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan; and
- (ii) Deliver and to reach the Company's Share Registrar the following documents not later than 5:00 p.m. on the Expiry Date:
 - (a) The duly completed and signed Exercise Form;
 - (b) Remittance for the full Exercise Price as set out in Sections 2 and 3 above; and
 - (c) Remittance for a processing fee of RM21.20 (inclusive of 6% SST) for each Exercise Form submitted, payable by cheque drawn on a bank operating in Malaysia or money or postal order issued by a post office in Malaysia made in favour of "**Boardroom Share Registrars Sdn Bhd**" crossed "A/C Payee Only" or in cash if you personally deliver the documents to the Share Registrar.

The Company shall within eight (8) market days (or such other period as may be prescribed by Bursa Securities) of the date of receipt of the duly completed, signed and valid Exercise Form together with the requisite payment:

- (a) allot and issue the relevant number of New Shares arising from the exercise of the Warrants;
- (b) despatch notices of allotment to Warrant Holders stating the number of New Shares that will be credited into the CDS Account of the Warrant Holders; and
- (c) make an application to Bursa Securities for the quotation and listing of such New Shares.

The New Shares to be issued pursuant to the exercise of Warrants shall, upon allotment and issue, rank pari passu in all respects with the existing ordinary shares of the Company, except that the New Shares will not be entitled to any rights, dividends, allotments and/or distributions that may be declared, made or paid where the entitlement date of which is prior to the date of allotment of the New Shares.

The New Shares arising from such an exercise will be credited into the CDS account of the exercising Warrants Holders and no physical share certificate will be issued to the Warrants Holders in respect of the exercise.

5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS

FURTHER NOTICE IS HEREBY GIVEN THAT:

- (i) Bursa Depository will not accept any request for transfer of Warrants for period commencing **4:30 p.m.** on **Wednesday, 9 November 2022**, up to the Expiry Date.
- (ii) Warrant Holders shall be qualified for entitlement to subscribe for New Shares in respect of the following:
 - (a) Warrants transferred into the depositor's CDS account **before 4:30 p.m.** on **Wednesday, 9 November 2022**, in respect of ordinary transfer; and
 - (b) Warrants bought on Bursa Securities **on or before 5:00 p.m. on Monday, 31 October 2022**, being the last day of trading of the Warrants.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that:

- (i) if their Exercise Rights are not exercised and the duly completed Exercise Form together with remittances is not delivered to the Company's Share Registrar by 5:00 p.m. on the Expiry Date, their rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) All unexercised Warrants remaining in a depositor's CDS account as at the Expiry Date will be debited from the respective depositor's CDS account on **Thursday, 17 November 2022**.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other material facts the omission of which would make any statement herein misleading.

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning this Notice should be addressed to the Company's Share Registrar at:

Boardrooms Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

Tel no.: +603 7890 4700
Fax no.: +603 7890 4670

Thank you.

Yours faithfully,
On behalf of the Board of Directors
VISDYNAMICS HOLDINGS BERHAD

PANG NAM MING
Chairman/ Independent Non-Executive Director

(A)

(B)

Securities Code	ACCOUNT FOR DEBITING WARRANTS					ACCOUNT FOR CREDITING NEW ORDINARY SHARES					
	Quantity	Securities Account Number			Quantity	Securities Account Number					
		ADA Code	Branch Code	Account Number		ADA Code	Branch Code	Account Number			

- (g) hereby request that the notice of allotment stating the number of new Ordinary Shares credited into my/our Central Depository System Account be sent, at my/our risk, by ordinary post to my/our address set out above.
- (h) hereby confirm that upon the lodgement of this form with the Registrar, I/we shall not dispose, transfer, charge or otherwise encumber the Warrants in respect of which the Exercise Rights are being exercised unless and until the Exercise Form has been returned, withdrawn or otherwise rejected or declared by the Company to be void in accordance with the provisions of the Conditions set out in the Third Schedule of the Deed Poll.
- (i) hereby declare and confirm that I/we have complied with all exchange control regulations and requirements imposed by Bank Negara Malaysia or other prevailing statutory requirements for the time being applicable to the exercise of the Exercise Rights and any directions and instructions given in this Exercise Form.

Signature:.....

Notes:

- All information given in this Exercise Form must be as per the information provided to Bursa Malaysia Depository Sdn. Bhd.
- Joint holders are not recognised under the Central Depository System.
- No scripts will be issued to the Depositor in respect of the new Ordinary Shares issued as a result of any exercise of the Exercise Rights represented by the Warrants.
- In exercising the Exercise Rights represented by the Warrants, compliance must be made with any exchange control or other statutory requirements for the time being applicable and the provision of the Securities Industry (Central Depositories) Act, 1991 and the Rules of the Bursa Malaysia Depository Sdn. Bhd.
- A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Constitution or in the absence, in accordance with Section 66 of the Companies Act 2016 (Act 777), a copy of which must be lodged with the Registrar.
- The attention of the Warrant Holders is drawn to Part VI of the Capital Markets and Services Act, 2007 and all relevant rules of the Rules on Take-overs, Mergers and Compulsory Acquisitions as amended or replaced from time to time. In particular, a Warrant Holder should note that he may be under an obligation to extend a take-over offer of the Company if:

- (a) he intends to subscribe by exercise of the Warrants, whether at one time or different times, new Ordinary Shares which (together with the Ordinary Shares owned or acquired by him or persons acting in concert with him) carry more than thirty-three per cent (33%) of the voting shares or voting rights in the Company; or
 - (b) he, together with persons acting in concert with him, hold more than thirty-three per cent (33%) but not more than fifty per cent (50%) of the voting shares or voting rights in the Company, and either alone or together with persons acting in concert with him, intends to subscribe for additional new Ordinary Shares by the exercise of the Warrants or otherwise in any period of six (6) months, increasing such percentage of the voting shares or voting rights by more than two per cent (2%).
7. No direction may be made in this Exercise Form requiring the new Ordinary Shares to be credited into the Securities Account of a person other than a Securities Account in the name of the person exercising the Exercise Rights under this Exercise Form.
 8. The exercise of the Exercise Rights under this Exercise Form shall be deemed invalid if any banker's draft or cashier's order for payment of the Exercise Money is not cleared on first presentation.
 9. If any part of this Exercise Form is not fully and properly completed and/or executed, the Company shall be entitled to regard the exercise of the Exercise Rights under the Exercise Form as invalid.
 10. At the close of business on **16th** day of **November, 2022**, any Exercise Rights which have not been exercised and any Exercise Form which have not been delivered to the Registrar will lapse and every Warrant will cease thereafter to be valid for any purpose.

Registrar: **Boardroom Share Registrars Sdn. Bhd. (Company No. 378993-D)**
11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim,
Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.