

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM” or “Meeting”) of TT Vision Holdings Berhad (“TTVHB” or “Company”) will be held at Olive 4-5, Level 6, Olive Tree Hotel, 76, Jalan Mahsuri, 11950, Bayan Lepas, Penang, Malaysia on Thursday, 4 January 2024 at 2.30 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO TEN PERCENT (10%) 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 DIRECTORS AND EMPLOYEES OF TTVHB AND ITS SUBSIDIARY COMPANIES (“TTVHB GROUP” OR “GROUP”) (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) (“PROPOSED LTIP” OR “SCHEME”)

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

- establish, implement and administer the Proposed LTIP of up to ten percent (10%) 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 directors and employees of TTVHB Group (excluding subsidiary companies which are dormant) (“**Eligible Persons**”) in accordance with the provisions of the by-laws governing the Proposed LTIP (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to shareholders of the Company dated 15 December 2023 (“**Circular**”), and to give full effect to the Proposed LTIP with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities. The Proposed LTIP comprises the proposed establishment of an employees’ share grant plan (“**Proposed SGP**”) and proposed establishment of an employees’ share option plan (“**Proposed SOP**”);
- issue and/or transfer from time to time such number of ordinary shares in TTVHB (“**TTVHB Shares**” or “**Shares**”) to the Eligible Persons upon vesting of the share grant awards pursuant to the Proposed SGP (“**SGP Awards**”) and/or exercise of the share options (“**SOP Options**”) pursuant to the Proposed SOP (“**SOP Awards**”) under the Proposed LTIP, provided that the maximum number of TTVHB Shares which may be made available under the Proposed LTIP shall not in aggregate exceed ten percent (10%) 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 LTIP;
- the TTVHB Shares arising upon vesting of the SGP Awards and/or exercising of the SOP Options shall, upon allotment and issuance, rank equally in all respects with the existing TTVHB Shares and shall:
 - be subject to the provisions of the Constitution; and
 - rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing TTVHB Shares, the record date for which is on or after the date on which the TTVHB Shares are credited into the central depository system accounts of the Eligible Persons and shall in all other respects rank equally with other existing TTVHB Shares then in issue;
- add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Scheme 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 LTIP; and
- 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 pursuant to the Proposed LTIP;

THAT pursuant to Section 85 of the Companies Act 2016 read together with Clause 63 of the Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of TTVHB to be offered any new TTVHB Shares ranking equally to the existing TTVHB Shares arising from any allotment and issuance of new TTVHB Shares to the Eligible Persons pursuant to the Proposed LTIP;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP 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 they may deem necessary or expedient to implement, finalise and give full effect to the Proposed LTIP.

AND THAT the draft By-Laws, as set out in Appendix I of the Circular and which is in compliance with the ACE Market Listing Requirements of Bursa Securities (“**Listing Requirements**”), be and is hereby approved and adopted.”

ORDINARY RESOLUTIONS 2 TO 5
PROPOSED AWARD OF SOP AWARDS UNDER THE PROPOSED LTIP

“THAT subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of SOP Options to the following persons, subject to the provisions of the By-Laws of the Proposed LTIP:

(i) Nadiyah Wong Binti Abdullah	Independent Non-Executive Director	Ordinary Resolution 2
(ii) Dr Khoh Soo Beng	Independent Non-Executive Director	Ordinary Resolution 3
(iii) Everlyn Lee Suan Sim	Independent Non-Executive Director	Ordinary Resolution 4
(iv) Mohammad Farish Nizar Bin Othman	Non-Independent Non-Executive Director	Ordinary Resolution 5

provided always that:

- the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation, as well as that of the persons connected with them, under the Proposed LTIP; and
- not more than ten percent (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 issued shares of the Company made available under the Proposed LTIP shall be allocated to them, if they, either singly or collectively through persons connected (as defined in the Listing Requirements) with them, holds twenty percent (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 LTIP 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 pursuant to the Proposed LTIP, from time to time, to the abovementioned persons.”

ORDINARY RESOLUTIONS 6 TO 9
PROPOSED AWARD OF SGP AWARDS AND/OR SOP AWARDS (“LTIP AWARDS”) UNDER THE PROPOSED LTIP

“THAT subject to the passing of Ordinary Resolution 1 above and the approvals of the relevant authorities (where required) being obtained for the Proposed LTIP, the Board be and is hereby authorised at any time and from time to time during the duration of the Proposed LTIP, to award such number of LTIP Awards to the following persons, subject to the provisions of the By-Laws of the Proposed LTIP:

(i) Goon Koon Yin	Chief Executive Officer / Executive Director	Ordinary Resolution 6
(ii) Wong Yih Hsow	Chief Operating Officer / Executive Director	Ordinary Resolution 7
(iii) Jennie Tan Yen-Li	Executive Chairman	Ordinary Resolution 8
(iv) Tan Oon Pheng ⁽¹⁾	Director of TT Vision Technologies Sdn Bhd and TT Innovation Centre Sdn Bhd (wholly-owned subsidiary companies of TTVHB)	Ordinary Resolution 9

Notes:

- Tan Oon Pheng is the spouse of Goon Koon Yin.

provided always that:

- the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation, as well as that of the persons connected with them, under the Proposed LTIP; and
- not more than ten percent (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 issued shares of the Company made available under the Proposed LTIP shall be allocated to them, if they, either singly or collectively through persons connected (as defined in the Listing Requirements) with them, holds twenty percent (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 LTIP 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 pursuant to the Proposed LTIP, from time to time, to the abovementioned persons.”

By Order of the Board

LIM YONG CHIAT
MAICSA 7060553
SSM PC No: 201908000066
 Company Secretary

Pulau Pinang
 15 December 2023

Notes:

- A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his/her stead. Where a shareholder appoints two (2) proxies, he/she shall specify the proportions of his/her shareholdings to be represented by each proxy.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 73 of the Company’s Constitution to issue a General Meeting Record of Depository as at 27 December 2023. Only members whose names appear in the General Meeting Record of Depository as at 27 December 2023 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or by at least two (2) authorised officers, one of whom shall be director (or in the case of a sole director, by that director in the presence of a witness who attests the signature) or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industries (Central Depositories) Act 1991, 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.
- 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited with the Share Registrar, Securities Services (Holdings) Sdn. Bhd. at Suite 18.05, MWE Plaza, No. 8 Lebuhr Farquhar, 10200 George Town, Pulau Pinang not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which person named in the instrument purposes to vote.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in the Notice of EGM will be put to the vote by poll.