

APPENDIX A

**VIZIONE HOLDINGS BERHAD
(Registration No. 199701026873 (442371-A))**

WARRANTS D EXERCISE FORM

Expiry Date : 24 August 2023

Exercise Price : RM0.22

Exercise Period : At any time on or after 25 August 2020 but not later than 5.00 p.m. (Malaysia time)
on 24 August 2023

(To be executed and lodged with the Registrar for the exercise of Exercise Rights to subscribe for New Shares
in **Vizione Holdings Berhad** by the holders of
Warrants D forming part of an issue of up to 374,704,174 Warrants D)

PARTICULARS OF DEPOSITOR

Name of Depositor : _____

Qualifier (if any) : _____

New NRIC/Passport/Armed Forces/
Police Personnel/
Company Registration No. : _____

Old NRIC No. : _____

Correspondence address
of Depositor : _____

Contact Number : (H) _____ (O) _____

Email Address : _____

(Information given above indicated with an asterisk () must be as per information in the records of Bursa
Malaysia Depository Sdn Bhd ("**Bursa Depository**"))*

TO: VIZIONE HOLDINGS BERHAD (THE "COMPANY")

I/We, the undersigned, being the registered holder of the said Warrants D hereby irrevocably elect, upon and subject to the Conditions set out in the **Third Schedule** of the Deed Poll dated 18 August 2020 executed by **VIZIONE HOLDINGS BERHAD** constituting the issue of the Warrants D, to exercise the Exercise Rights by debiting from my/our CDS Account(s) such number of the said Warrants D as specified in the table below and crediting into my/our CDS Account(s) such corresponding number of New Shares as specified in the table below.

I/We the undersigned:-

- (i) hereby confirm and declare that all information provided by me/us herein are true and correct;
- (ii) hereby confirm and declare that my/our particulars indicated above with an asterisk (*) is identical with the information in the records of Bursa Depository with regard to my/our CDS Account(s) and I/we further agree and confirm that in the event the aforesaid particulars differ from the information in Bursa Depository's records, the exercise of my/our rights hereunder may at your discretion be rejected;

- (iii) hereby irrevocably authorise you to instruct Bursa Depository to debit the quantity of warrants specified in the table below ("**Exercised Warrants D**") from my/our CDS Account(s);
- (iv) hereby confirm that the Exercised Warrants D are or have been designated as "free securities" in my/our CDS Account(s) in accordance with the provisions of the Rules and further confirm that if this declaration is not correct, the exercise by me/us of the Exercise Rights herein may be rejected;
- (v) hereby irrevocably authorise you to instruct Bursa Depository to credit the quantity of New Shares specified in the table below into my/our CDS Account(s) and for the notice of allotment to be despatched to me/us at my/our risk by registered post to the correspondence address mentioned above;
- (vi) hereby undertake after the submission of this Exercise Form to the Company, I/we shall not dispose, transfer, charge or otherwise encumber the Exercised Warrants D, until the exercise is completed by the debiting of the Exercised Warrants D from my/our CDS Account(s) or the exercise is rejected by the Company, whichever shall be applicable;
- (vii) hereby make payment in full for the New Shares by payment of the Exercise Price of RM0.22 only for each New Share subject to such adjustments of the Exercise Price as may for the time being be applicable in accordance with the Deed Poll and all other fees including stamp duty (if any) and any other payments required under the Securities Industry (Central Depositories) Act 1991 and the Rules of Bursa Depository in Ringgit Malaysia in the following manner:
 - (1) by banker's draft/cashier's order/money order/postal order drawn on a bank or post office in Malaysia amounting to RM_____ ("**Payment Sum**") made out in favour of "**Vizione Holdings Berhad Warrants D Account**", crossed "**A/C Payee Only**" and endorsed on the reverse side with my/our name and CDS Account Number; or
 - (2) by way of internet bank transfer to bank account no. **5641 6445 4527** of the Company namely "**Vizione Holdings Berhad Warrants D Account**" maintained with **Maybank Berhad**. I/We enclosed herewith a copy of the bank transfer receipt as proof of payment;
- (viii) hereby agree to accept the New Shares allotted pursuant to my/our exercise of the Exercise Rights subject to the Constitution of the Company; and
- (ix) hereby undertake to fully indemnify and keep the Company indemnified against all claims, losses, damages, liabilities, costs and expenses including legal costs that may be suffered or incurred by the Company as a result of or arising from the Company acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.

Source account for debiting of Warrants D and Targeted account for crediting of New Shares (Note 2)

Number of Warrants D to be debited (under Securities Code: 7070WD)	
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Number of New Shares to be credited (under Securities Code: 7070)	
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CDS Account Number (15 digits) (Note 3)

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Dated this _____ day of _____ 20____

****If the Warrant D Holder is an individual**

Signature of Warrant Holder

****If the Warrant D Holder is a corporation**

- (i) The Common Seal of the Warrant D Holder)
was hereunto affixed in the presence of:)

Director

*Director/Secretary

Or

- (ii) Signed in accordance with Section 66(2)(a) of the Act:

Director

Authorised Officer

Or

- (iii) Signed in accordance with Section 66(2)(b) of the Act:

Sole Director

Witness

*[** Please execute where appropriate]*

- Notes:-
- 1) *Exercise Rights that have not been exercised by 5.00 p.m. on 24 August 2023 by the Warrant D Holder will lapse and be null and void.*
 - 2) *No scrip will be issued to any Depositor as the result of any exercise of rights herein.*
 - 3) *Subject to such exemptions as may be permitted by the relevant authorities, no Depositor shall be allowed to instruct the crediting of New Shares into a CDS Account other than those from which the Warrants D are to be debited.*
 - 4) *In exercising the Exercise Rights represented by this Exercise Form, compliance must be made with any exchange control or other statutory requirements for the time being applicable.*
 - 5) *Terms and expressions used in this Exercise Form shall have the same meaning as defined in the Deed Poll constituting the issue of the Warrants D.*
 - 6) *If any part of the Exercise Form is not duly completed, the Company may at its election deem any exercise or purported exercise of the Exercise Rights as invalid.*

- 7) *Where the relevant payment made for the New Shares is less than the full amount of the Exercise Monies required, the Warrant D Holder is deemed to have authorised the Company to, and the Company may, but is not obliged to, treat the exercise by the Warrant D Holder of his Exercise Rights up to such a reduced whole number of Warrants D that is sufficiently paid for. In such an event, the Warrant D Holder is deemed to have exercised his Exercise Rights in respect of such reduced whole number of Warrants D.*
- 8) *The exercising Warrant D Holder shall pay such deposition or other fees for the time being chargeable and payable (if any) and such stamp duty, issue, registration or other similar taxes or duties (if any) arising on the exercise of the relevant Warrants D as the Registrar may require, including the processing fee of **RM21.20** per transaction by cash or cheque no. _____ made payable to “**SHAREWORKS SDN BHD**” or by internet bank transfer to the bank account no. **2770 0000 035** of the Registrar maintained with **Hong Leong Bank Berhad** (or such other fee as the Registrar may from time to time determine). Enclosed herewith a copy of the bank transfer receipt as proof of payment.*
- 9) *The exercising Warrant D Holder shall furnish such evidence (if any) as the Registrar may require to determine the due execution of the Exercise Form by or on behalf of the exercising Warrant D Holder.*

Attention:

The attention of Warrant D Holders is drawn to the Malaysian Code on Take-overs and Mergers 2016, Rule 4 of the Rules on Take-overs, Mergers and Compulsory Acquisitions, Capital Markets and Services Act 2007 and other relevant legislations as amended from time to time. In general terms, these provisions regulate the acquisition of effective control of public companies. Warrant D Holders should consider the implications of these provisions before they exercise their respective Exercise Rights. In particular, a Warrant D Holder should consult the Securities Commission Malaysia, if:

- (i) *such Warrant D Holder intends to acquire, by exercise of the Exercise Rights represented by the Warrant D, whether at one (1) time or different times, Shares in the Company resulting in the Warrant D Holder obtaining control of the Company; or*
- (ii) *such Warrant D Holder, holding more than thirty-three per centum (33%) of the voting shares or voting rights in the Company but not more than fifty per centum (50%) of the voting shares or voting rights in the Company, intends to acquire, by exercise of Exercise Rights represented by the Warrants D in any period of six (6) months, additional Shares thereby increasing such percentage of his voting rights by more than two per centum (2%); or*
- (iii) *such Warrant D Holder, together with persons acting in concert with him, holds more than thirty-three per centum (33%) of the voting shares or voting rights in the Company and where an acquisition of voting shares or voting rights in the Company by any member of the group of persons acting in concert results in the acquiring member:*
 - (A) *acquiring more than thirty-three per centum (33%) of the voting shares or voting rights in the Company; or*
 - (B) *acquiring more than two per centum (2%) of the voting shares in the Company within a period of six (6) month (where the acquiring member already holds more than thirty-three per centum (33%) but not more than fifty per centum (50%) of the voting shares or voting rights in the Company).*

Registrar's office :

SHAREWORKS SDN BHD

No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas 50480 Kuala Lumpur, Wilayah Persekutuan (KL)

Telephone No. : 603-6201 1120