



## **VSOLAR GROUP BERHAD**

(Registration No. 200301029575 (631995-T))  
(Incorporated in Malaysia)

### **NOTIFICATION OF POSTPONEMENT OF THE EXTRAORDINARY GENERAL MEETING**

We refer to the announcements made on 9 March 2020 and 20 March 2020 in relation to the Notice of the Extraordinary General Meeting of the Company (“**EGM**”) and its postponement as a consequence of the implementation of the Movement Control Order (“**MCO**”) from 18 March to 31 March 2020 which was announced by the Malaysian Government on 16 March 2020.

Subsequently, the Government had on 25 March 2020 announced the extension of the MCO to 14 April 2020. On 10 April 2020, a second extension was announced for a further two weeks from 15 April until 28 April 2020, then on 23 April 2020, a third extension of another two weeks from 28 April to 12 May 2020 was announced.

The Board of Directors of Vsolar Group Berhad (“**Board**”) (“**Vsolar**”) wishes to inform that the EGM is postponed to the date, time and venue as set out below: -

| <b>Date</b>            | <b>Time</b> | <b>Venue</b>   |
|------------------------|-------------|--|
| Wednesday, 13 May 2020 | 10.30 a.m.  | Tricor Conference Room<br>Level 30, Tower A, Vertical Business Suite<br>Avenue 3, Bangsar South, No. 8 Jalan Kerinchi<br>59200 Kuala Lumpur, Wilayah Persekutuan |

The Venue is strictly for the purpose of complying with Section 327 (2) of the Companies Act, 2016 which stipulates that the Chairman shall be at the main venue of the EGM. Hence, **NO SHAREHOLDERS** from the public will be physically present at the Venue on the day of the EGM.

Shareholders will have to register to attend the EGM remotely by using the Remote Participation and Voting (“**RPV**”) Facilities, the details as set out in the Administrative Notes below.

Other than the above changes, please take note that the Agenda stated in the Notice of the EGM dated 10 March 2020 remain unchanged.

#### **Administrative Guide for the Shareholders of Vsolar in respect of the EGM**

As a precautionary measure amidst the Covid-19 outbreak, the EGM will be conducted mainly through live streaming and online remote participation using RPV Facilities as the safety of our members, Directors, staff and other stakeholders who are deemed to attend the EGM is of paramount importance to us.

#### **1. RPV**

The EGM will be conducted through live streaming and online remote voting. You are encouraged to attend the EGM by using the RPV Facilities. With the RPV Facilities, you may exercise your rights as a shareholder of the Company to participate (including to pose questions to the Board) and vote at the EGM.

**Individual Shareholders** are strongly advised to participate and vote remotely at the EGM using the RPV Facilities which are available on Tricor Investor & Issuing House Service Sdn Bhd's ("Tricor") TIIH Online website at <https://tiih.online>.

If an individual member is unable to participate and vote remotely at the EGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy (enclosed together with the Notification of Postponement of the EGM dated 27 April 2020) ("**Revised Proxy Form**") in accordance with the notes and instructions printed therein.

**Corporate Shareholders** (through Corporate Representatives) are also strongly advised to participate and vote remotely at the EGM using the RPV Facilities. Corporate Shareholders who wish to participate and vote remotely at the EGM must contact Tricor (refer to contact persons under Enquiry) and will be required to provide the original Certificate of Appointment of its Corporate Representative or Revised Proxy Form under the seal of the Corporation, copy of the Corporate Representative's MyKad (front and back)/Passport, e-mail address and mobile phone number to Tricor **not later than 12 May 2020, Tuesday at 10.30 a.m.** Tricor shall respond to you on your remote participation request.

If a Corporate member (through Corporate Representative(s) or appointed proxy(ies) is unable to participate and vote remotely at the EGM, you are encouraged to appoint the Chairman of the meeting as the proxy and indicate the voting instructions in the Revised Proxy Form in accordance with the notes and instructions printed therein.

In respect of **Nominee Company** Shareholder, the beneficiary of the shares under a Nominee Company's CDS account who wishes to use the RPV Facilities at the EGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely in the EGM. You must contact Tricor and will be required to provide a copy of the proxy's MyKad (front and back), email address and mobile phone number in addition to the duly executed Revised Proxy Form to Tricor **not later than 12 May 2020, Tuesday at 10.30 a.m.** Tricor shall respond to you on your remote participation request.

If a Nominee Company member is unable to participate and vote remotely at the EGM, you are encouraged to appoint the Chairman of the meeting as the proxy and indicate the voting instructions in the Revised Proxy Form in accordance with the notes and instructions printed therein.

Please refer to the procedures for the RPV Facilities as summarised below:-

|     | <b>Procedure</b>   | <b>Action</b>   |
|-----|--|---|
|     | <b>Before the EGM Day</b>  |   |
| (a) | Register as a user with TIIH Online ( <i>applicable for Individual Shareholders only</i> ) | <ul style="list-style-type: none"> <li>Using your computer, access the website at <a href="https://tiih.online">https://tiih.online</a>. Register as a user under the "e-Services". Refer to the tutorial guide posted on the homepage for assistance.</li> <li>If you are already a user with TIIH Online, you are not required to register again. You will receive an <b>e-mail to notify</b> you that the remote participation is available for registration at TIIH Online.</li> </ul>  |
| (b) | Submit your request  | <ul style="list-style-type: none"> <li><b>Registration is open and will continue to be opened until 10.30 a.m., 12 May 2020, Tuesday.</b></li> <li><b>Login with your user ID and password and select the corporate event "(REGISTRATION) VSOLAR EGM".</b></li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li>Insert the CDS account number and indicate the number of shares.</li> <li>Submit to register your remote participation.</li> <li>System will send an e-mail to notify that your registration for remote participation is received and will be verified.</li> </ul> |

|                              |                                    |  |
|------------------------------|------------------------------------|--|
|                              |                                    | <ul style="list-style-type: none"> <li>After verification of your registration against the General Meeting Record of Depositors as at <b>4 May 2020</b>, the system will send you an e-mail to approve or reject your registration for remote participation.</li> </ul>  |
| <b>ON THE VSOLAR EGM DAY</b> |                                    |  |
| (c)                          | Login to TIIH Online               | <ul style="list-style-type: none"> <li><b>Login</b> with your user ID and password for remote participation at the EGM <b>at any time from 10.10 a.m.</b> i.e. 20 minutes before the commencement of EGM on <b>13 May 2020, Wednesday at 10.30 a.m.</b></li> </ul>   |
| (d)                          | Participate through Live Streaming | <ul style="list-style-type: none"> <li>Select the corporate event: “<b>(LIVE STREAMING MEETING) VSOLAR EGM</b>” to engage in the proceedings of the meeting remotely.</li> <li>If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the EGM. If there are time constraints, the responses will be e-mailed to you at the earliest possible opportunity after the meeting.</li> <li>Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.</li> </ul> |
| (e)                          | Online Remote Voting               | <ul style="list-style-type: none"> <li>Select the corporate event: “<b>(REMOTE VOTING) VSOLAR EGM</b>”.</li> <li>Read and agree to the Terms &amp; Conditions and confirm the Declaration.</li> <li><b>Voting session commences from 10.30 a.m., Wednesday, 13 May 2020 until a time when the Chairman announces the completion of the voting session of the EGM.</b></li> <li>Select the CDS account that represents your shareholdings.</li> <li>Indicate your votes for the resolution that are tabled for voting.</li> <li>Confirm and submit your votes.</li> </ul>   |
| (f)                          | End of remote participation        | <ul style="list-style-type: none"> <li>Upon the announcement by the Chairman upon the closure of the EGM, the Live Streaming will end.</li> </ul>  |

## 2. Records of Depositors (“ROD”)

Only a depositor whose name appears on the ROD as at **4 May 2020** shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.

## 3. No Breakfast/Lunch Packs, Door Gifts or Food Vouchers

There will be **no distribution** of breakfast/lunch packs, door gifts or food vouchers during the EGM held through a virtual meeting.

## 4. Proxy

Since the EGM will be conducted via a virtual meeting, a Shareholder can appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the Revised Proxy Form. The Revised Proxy Form can be deposited at the office of the Share Registrar of the Company at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan **not later than 12 May 2020, Tuesday at 10.30 a.m.**

You may also submit the proxy appointment electronically via TIIH Online website at <https://tiih.online> **not later than 12 May 2020, Tuesday at 10.30 a.m.** For further information on the electronic submission of Proxy Form, kindly refer to the Annexure to the Proxy Form.

## 5. Poll Voting

The voting at the EGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic means and Scrutineer Solutions Sdn Bhd as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolution before the end of the voting session which will be announced by the Chairman of the meeting and **submit your votes any time from the commencement of the EGM at 10.30 a.m.** Kindly refer to item (e) of the above Procedures for RPV Facilities for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>. The Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed.

## Enquiry

If you have any enquiry prior to EGM, please do not hesitate to contact the following officers of our Share Registrar or Vsolar:

### Tricor Investor & Issuing House Services Sdn. Bhd.

General/Fax No/Email : +603-27839299/+603-27839222/([is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com))

Ms Lim Lay Kiow Lim : +603-2783 9232 ([Lay.Kiow.Lim@my.tricorglobal.com](mailto:Lay.Kiow.Lim@my.tricorglobal.com))

Cik Zakiah : +603-2783 9287([Zakiah@my.tricorglobal.com](mailto:Zakiah@my.tricorglobal.com))

### Vsolar Group Berhad

Email : [choiha.lam@vsolar.com.my](mailto:choiha.lam@vsolar.com.my)

Ms Nico Lam : +6012-321 3338

Ms Wong Yuet Chyn : +6011-1299 3861

## PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD

To administer the proceedings of the EGM in orderly manner, shareholders may before the EGM, submit questions for the Board via Tricor's TIIH Online website at <https://tiih.online>, by selecting "e-Services" to login, post your questions and submit it electronically **not later than 12 May 2020, Tuesday at 10.30 a.m.** The Board will endeavor to address the questions received at the EGM.



**VSOLAR GROUP BERHAD**  
(Registration No. 200301029575 (631995-T))  
(Incorporated in Malaysia)

**NOTICE OF POSTPONED EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the postpone Extraordinary General Meeting (“EGM”) of Vsolar Group Berhad (“Vsolar” or the “Company”) will be held at Tricor Conference Room of Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 13 May 2020, at 10.30 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without any modification, the following resolution:

**ORDINARY RESOLUTION**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,317,950,973 NEW ORDINARY SHARES IN VSOLAR (“RIGHTS SHARES”) TOGETHER WITH UP TO 878,633,982 NEW FREE DETACHABLE WARRANTS (“WARRANT(S)”) AT AN INDICATIVE ISSUE PRICE OF RM0.03 PER RIGHTS SHARE ON THE BASIS OF 3 RIGHTS SHARES FOR EVERY EXISTING ORDINARY SHARE HELD IN VSOLAR (“VSOLAR SHARE(S) OR “SHARE(S)”) TOGETHER WITH 2 WARRANTS FOR EVERY 3 RIGHTS SHARES SUBSCRIBED ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

**“THAT** subject further to all the approvals from relevant authorities being obtained where necessary, approval be and is hereby given for Vsolar to undertake the Proposed Rights Issue with Warrants as follows:

- (a) To provisionally issue and allot by way of renounceable rights issue of up to 1,317,950,973 Rights Shares together with up to 878,633,982 free Warrants at an indicative issue price of RM0.03 per Rights Share on the basis of 3 Rights Shares for every Vsolar Share together with 2 Warrants for every 3 Rights Shares subscribed by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date;
- (b) To issue and allot the Warrants based on the salient terms of which are set out in Section 2.6 of the Circular to Shareholders dated 10 March 2020 (“**Circular**”) and upon the terms and conditions of the deed poll to be executed by Vsolar (“**Deed Poll**”);
- (c) To issue and allot such number of new Vsolar Shares arising from the exercise of the Warrants during the tenure of the Warrants; and
- (d) To issue and allot such Warrants as may be required or permitted to be issued as a result of any adjustment under the provisions of the Deed Poll;

**THAT** the final issue price of the Rights Shares and the exercise price of the Warrants shall be at a relevant discount to the market price of Vsolar Shares which is deemed attractive to shareholders based on the historical trading price of Vsolar Shares and/or the 5-day volume weighted average price of Vsolar Shares prior to the price fixing date to be determined;

**THAT** the Board of Directors of the Company (“**Directors**”) be and are hereby authorised to allocate the excess Rights Shares in a fair and equitable manner on a basis to be determined by the Directors in their absolute discretion;

**THAT** the Directors be and are hereby authorised to deal with all or any of the fractional entitlement of the Rights Shares and Warrants arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner as the Directors may in their absolute discretion deem fit and in the best interest of the Company;

**THAT** all the Rights Shares and the new Vsolar Shares to be issued pursuant to the exercise of the Warrants, shall upon issue and allotment, rank equally in all respects with the then existing Vsolar Shares except for any entitlements, the entitlement date of which is before the date of allotment of the Rights Shares and the new Vsolar Shares to be issued pursuant to the exercise of the Warrants (as the case may be);

**THAT** the proceeds from the Proposed Rights Issue with Warrants will be utilised for such purposes as set out in Section 2.5 of the Circular and the Directors be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary or expedient, subject to (where applicable) the approval of the relevant authorities;

**THAT** the Directors be and are hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit and expedient in order to implement, finalise and give effect to the Deed Poll;

**AND THAT** the Directors be and are hereby authorised with full power to make any modifications, variations and/or amendments in any manner as may be in the best interest of the Company or as may be required by the relevant authority/authorities to give effect to the Proposed Rights Issue with Warrants, and to take all such steps as they may deem necessary or expedient in the best interest of the Company to implement, finalise and give full effect to the Proposed Rights Issue with Warrants.”

## **BY ORDER OF THE BOARD**

Lee Wee Hee (MAICSA 0773340) (SSM PC 201908004010)  
Wong Yuet Chyn (MAICSA 7047163) (SSM PC 202008002451)  
Company Secretaries

Kuala Lumpur  
27 April 2020

### **Notes:**

- 1. A member of the Company who is entitled to attend, speak and vote at this meeting may a proxy to attend, speak and vote on his behalf. A proxy may not be a member of the Company and a member may appoint any person to be his proxy without limitation.*
- 2. Where a member of the Company appoints two (2) or more proxies to attend at the same meeting, he shall specify in the instrument of proxy the proportions of his shareholdings to be represented by each proxy. He must also specify which proxy is entitled to vote on a show of hands and only one (1) of those proxies is entitled to vote on a show of hands.*
- 3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 (“SICDA”), he may appoint up to two (2) proxies in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.*
- 4. Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) 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 exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*
- 5. The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorized.*
- 6. The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, no later than 12 May 2020, Tuesday at 10.30 a.m. You may also submit the proxy appointment electronically via TIIH Online website at <https://tiih.online> not later than 12 May 2020, Tuesday at 10.30 a.m. For further information on the electronic submission of Proxy Form, kindly refer to the Annexure to the Proxy Form.*
- 7. In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 May 2020 (“General Meeting Record of Depositors”) shall be eligible to attend, speak and vote at this EGM.*
- 8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by way of poll.*



**VSOLAR GROUP BERHAD**  
 (Registration No. 200301029575 (631995-T))  
 (Incorporated in Malaysia)

|                           |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|---------------------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| <b>CDS Account No.</b>    |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| <b>No. of Shares Held</b> |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**FORM OF PROXY**

I/We

.....  
 (FULL NAME IN BLOCK LETTERS)

(NRIC No./Passport No./Company Registration No.....)

of

.....  
 (FULL ADDRESS)

being a member/members of **VSOLAR GROUP BERHAD**, hereby appoint

| Name of Proxy | NRIC No./Passport No. | % of Shareholding to be Represented |
|---------------|-----------------------|-------------------------------------|
| Address       |                       |                                     |

and/or failing him/her

| Name of Proxy | NRIC No./Passport No. | % of Shareholding to be Represented |
|---------------|-----------------------|-------------------------------------|
| Address       |                       |                                     |

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held at Tricor Conference Room of Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 13 May 2020 at 10.30 a.m. and at any adjournment thereof.

| ORDINARY RESOLUTION                    | For | Against |
|--|-----|---------|
| 1. Proposed Rights Issue with Warrants |     |         |

(Please indicate with an “X” in the space provided on how you wish to cast your vote. If you do not do so, the proxy will vote or abstain from voting at his discretion.)

Dated this ..... day of ..... 2020

.....  
 Signature(s) of member(s)

**Notes:-**

- A member of the Company who is entitled to attend, speak and vote at this EGM may appoint a proxy to attend, speak and vote on his behalf. A proxy may not be a member of the Company and a member may appoint any person to be his proxy without limitation.
- Where a member of the Company appoints two (2) or more proxies to attend at the same meeting, he shall specify in the instrument of proxy the proportions of his shareholdings to be represented by each proxy. He must also specify which proxy is entitled to vote on a show of hands and only one (1) of those proxies is entitled to vote on a show of hands.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 (“SICDA”), he may appoint up to two (2) proxies in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) 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 exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorized.
- The instrument appointing a proxy must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan, no later than 12 May 2020, Tuesday at 10.30 a.m. You may also submit the proxy appointment electronically via TIIH Online website at <https://tiih.online> not later than 12 May 2020, Tuesday at 10.30 a.m. For further information on the electronic submission of Proxy Form, kindly refer to the Annexure to the Proxy Form.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 May 2020 (“General Meeting Record of Depositors”) shall be eligible to attend, speak and vote at this EGM.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by way of poll.

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Affix  
Stamp

**THE SHARE REGISTRAR OF  
VSOLAR GROUP BERHAD**  
(Registration No. 200301029575 (631995-T))

**Tricor Investor & Issuing House Services Sdn Bhd**  
Unit 32-01, Level 32, Tower A, Vertical Business Suite  
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi  
59200 Kuala Lumpur, Wilayah Persekutuan

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