THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to take, you should consult your stockbroker, solicitor, accountant, banker or other professional adviser immediately.

Bursa Malaysia Securities Berhad has not perused the contents of this Share Buy-Back Statement ("**Statement**") prior to its issuance and takes no responsibility for the contents of this Statement, 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 Statement.

VisDynamics

VISDYNAMICS HOLDINGS BERHAD

[Registration No. 200501000050 (677095-M)]
(Incorporated in Malaysia)

SHARE BUY-BACK STATEMENT IN RELATION TO THE PROPOSED RENEWAL OF AUTHORITY TO PURCHASE OF OWN SHARES BY THE COMPANY ("THE PROPOSAL")

The resolution in respect of the Proposal will be tabled as Special Business at the Twenty-First Annual General Meeting ("**21st AGM**") of the Company to be held at Corporate Head Office, Lot 3844, Jalan TU 52, Kawasan Perindustrian Tasik Utama, Ayer Keroh, 75450 Melaka on **Thursday, 9 April 2026 at 10:30 a.m.**

The Notice of the 21st AGM and the Form of Proxy are set out in the Company's Annual Report 2025. This Statement, together with the Annual Report 2025 can be downloaded from the Company's website at https://vis-dynamics.com/agm2026.html.

You are urged to complete and submit the Form of Proxy to the Company's Share Registrars' Office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or via electronic means through the Boardroom Smart Investor Portal at https://investor.boardroomlimited.com not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day and time for lodging the Form of Proxy	: Tuesday, 7 April 2026 at 10:30 a.m.
Date and Time of the 21st AGM	: Thursday, 9 April 2026 at 10:30 a.m.

This Statement is dated 27 February 2026

DEFINITIONS

In this Statement, the following abbreviations shall have the following meanings unless otherwise stated:

"Act"	:	The Companies Act 2016 as amended from time to time and any re-enactment thereof
"AGM"	:	Annual General Meeting
"Board" or "Board of Directors"	:	Board of Directors of VisDynamics
"Bursa Securities"	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
"Director"	:	Director(s) of VisDynamics Group
"EPS"	:	Earnings Per Share
"LPD"	:	13 February 2026, being the latest practicable date prior to the printing of this Statement
"Listing Requirements"	:	The ACE Market Listing Requirements of Bursa Securities and any amendments made thereto from time to time
"Proposed Share Buy-Back Renewal"	:	Proposed Renewal of Authority to Purchase of Own Shares by the Company
"Share(s)" or "VisDynamics Share(s)"	:	Ordinary Share(s) in VisDynamics
"Statement"	:	This Share Buy-Back Statement dated 27 February 2026
"VisDynamics" or "Company"	:	VisDynamics Holdings Berhad [Registration No. 200501000050 (677095-M)]
"VisDynamics Group" or "Group"	:	VisDynamics and its Subsidiary

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 Statement 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 Statement shall be a reference to Malaysian time, unless otherwise stated.

CONTENTS

1. INTRODUCTION

At the 20th AGM of VisDynamics held on 8 April 2025, the Board had obtained the shareholders' approval to purchase up to ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase. The mandate shall in accordance with the Listing Requirements of Bursa Securities, lapse at the conclusion of the forthcoming 21st AGM unless a renewal of mandate is obtained from shareholders.

On 13 February 2026, VisDynamics announced that it proposes to seek the shareholders' approval for the Proposed Share Buy-Back Renewal at the forthcoming 21st AGM of the Company.

The purpose of this Statement is to provide you with the details of the Proposed Share Buy-Back Renewal and to seek your approval for the ordinary resolution pertaining thereto to be tabled at the forthcoming 21st AGM, which will be held on Thursday, 9 April 2026. The notice of the 21st AGM and the Form of Proxy are set out in the Company's Annual Report 2025.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK RENEWAL

The Board proposes to seek approval from the shareholders for a renewal of authorisation to enable VisDynamics to purchase up to ten per centum (10%) of the total number of issued shares of the Company at any point in time through Bursa Securities in accordance with Section 127 of the Act, Listing Requirements and/or any other relevant authorities.

The Proposed Share Buy-Back Renewal shall be effective upon the passing of the resolution at the forthcoming 21st AGM of VisDynamics and shall continue to remain in force until:

(i) the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or

(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or

(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is occurs first.

2.1 Maximum Number or Percentage of Shares to be Purchased

The maximum aggregate number of Shares which may be purchased by the Company shall not exceed 10% of the total number of issued shares of the Company at any point of time.

As at LPD, the total number of shares issued by VisDynamics is 262,798,945 Ordinary Shares, including 4,000,000 VisDynamics Shares held as treasury shares.

Assuming no further VisDynamics Shares are issued, a total of up to 26,279,894 VisDynamics Shares may be purchased pursuant to the Proposed Share Buy-Back Renewal inclusive of 4,000,000 VisDynamics Shares already purchased and retained as treasury shares as at LPD. As such, the remaining number of Shares that can be purchased by the Company is 22,279,894 Shares.

2.2 Treatment of VisDynamics Shares Purchased

In accordance with Section 127 of the Act, the Board may, at its discretion, deal with any of VisDynamics Shares so purchased in the following manner:

i) to cancel the purchased VisDynamics Shares; or
ii) to retain the purchased VisDynamics Shares as treasury shares held by the Company; or
iii) to retain part of the purchased VisDynamics Shares as treasury shares and cancel the remainder; or
iv) to distribute the treasury shares as dividends to shareholders; or
v) to resell the treasury shares on Bursa Securities in accordance with the Listing Requirements; or
vi) to transfer the treasury shares, or any of the treasury shares for the purposes of or under an employees' share scheme; or
vii) to transfer the treasury shares, or any of the treasury shares as purchase consideration; or
viii) any combination of the above.

The decision whether to retain the purchased VisDynamics Shares as treasury shares, or to cancel the purchased Shares or a combination of both, or any alternatives as mentioned above, will be made by the Board at the appropriate time. An immediate announcement will be made to Bursa Securities in respect of the intention of the Board on the treatments of the purchased Shares, i.e. notification of purchase, resale or transfer or cancellation of the purchased Shares as per the Listing Requirements.

While the purchased Shares are held as treasury shares, the rights attached to them as to attending or voting at meetings and any purported exercise of such rights is void and the rights to receive dividend or other distribution of the Company's assets including distribution of assets upon winding up of the Company shall be suspended and the treasury shares shall not be taken into account in calculating the number of percentage of Shares or of a class of Shares in the Company for any purpose including substantial shareholding, takeovers, notices, the requisitioning of meetings, the quorum for a meeting and the result of a vote on resolutions at meetings of shareholders.

The Company will buy back the shares only after the Board has carefully considered the potential impact on the Company's earnings and financial position and is satisfied that the shares buy-back exercise is in the best interest of the Company.

The actual treatment of the purchased Shares will depend on, inter-alia, the prevailing equity market conditions and the financial position of the Company

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK RENEWAL

The Proposed Share Buy-Back Renewal if implemented, may provide the following potential benefits to the Company and Shareholders:-

(i) To enable the Company to purchase its own Shares when appropriate and at prices which the Board views favourable.

(ii) To enable the Company to utilise its surplus financial resources to purchase its own shares from the market. It may stabilise the supply and demand of VisDynamics Shares traded on the ACE Market, thereby supporting the fundamental value of VisDynamics Shares.

(iii) The share buy-back exercise will enhance the EPS of VisDynamics as a result of a lower number of VisDynamics Shares being taken into account for the purpose of computing the EPS, if the purchased VisDynamics Shares are held as treasury shares or cancelled, which in turn is expected to have a positive impact on the market price of VisDynamics Shares.

(iv) The purchased VisDynamics Shares may be held as treasury shares and resold on Bursa Securities at a higher price with the intention of realising a potential gain without affecting the total issued share capital of the Company. Should any treasury shares be distributed as share dividends, this would serve to reward the shareholders of the Company. Alternatively, the treasury shares can be transferred for purposes of or under the employees' share scheme of the Company or such other purposes as allowed under the Act.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK RENEWAL

4.1 Potential Advantages

The potential advantages of the Proposed Share Buy-Back Renewal are as follows:

(i) It enables the Company to take preventive measures against speculation, particularly when VisDynamics Shares are undervalued, thereby, helping to stabilise the market price of VisDynamics Shares and enhance investors' confidence;

(ii) The Proposed Share Buy-Back Renewal is expected to enhance shareholders' value through a reduction in the number of Shares in the market, all other factors being equal. Further, it may increase the earnings per share when the purchased Shares are cancelled, thereby making the Shares more attractive to investors;

(iii) If the treasury shares are distributed as share dividends, this will serve as a mean to reward the Company's shareholders; and

(iv) The Proposed Share Buy-Back Renewal will provide the Company the opportunities for potential capital gains if the purchased VisDynamics Shares which are retained as treasury shares are resold at prices higher than the purchase prices and such proceeds may be subsequently used for investment opportunities arising in the future, working capital and/or to be distributed as dividends to shareholders.

4.2 Potential Disadvantages

The potential disadvantages of the Proposed Share Buy-Back Renewal are as follows:

(i) The Proposed Share Buy-Back Renewal will reduce the financial resources of the Group and may result in the Group foregoing better investment opportunities that may emerge in the future; and

(ii) As the Proposed Share Buy-Back Renewal can only be made wholly out of the Company's retained profits, it may result in a reduction of financial resources available for distribution to shareholders in the immediate future.

Nevertheless, the Proposed Share Buy-Back Renewal is not expected to have any potential material disadvantage to the Company or its shareholders, and it will be implemented only after due consideration of the financial resources of VisDynamics Group and the resultant impact on the shareholders of the Company. The Board, in exercising any decision to buy-back any VisDynamics Shares, will be mindful of the interests of the Company and its shareholders.

5. RETAINED PROFITS AND FUNDING

The maximum amount of funds to be allocated by the Company for the Proposed Share Buy-Back Renewal shall not exceed the retained profits of the Company.

Based on the latest audited financial statements of VisDynamics as at 31 October 2025, the Company's audited accumulated profit is RM6,293,978.19.

The funding for the Proposed Share Buy-Back Renewal will be sourced from internally generated funds and/or borrowings. The actual amount of borrowings will depend on the financial resources available at the time of the purchase. The Proposed Share Buy-Back Renewal will reduce the cash flow of the Company by an amount equivalent to the purchase price of VisDynamics Shares and the actual number of VisDynamics Shares bought-back. Therefore, the Board will ensure that the Company will has sufficient funds for the Proposed Share Buy-Back Renewal. There are no restrictions on the type of funds which may be utilised for the purchase of own shares so long as they are backed by an equivalent amount of the retained earnings of the Company.

In the event that the Company decides to utilise bank borrowings to finance the Proposed Share Buy-Back Renewal, there will be a decline in its net cash flow to the extent of the interest cost associated with such borrowing, but the Board will ensure that it has sufficient financial capability to repay the bank borrowings and that the bank borrowings will not have a material impact on the cash flow of the Company.

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6. SUBSTANTIAL SHAREHOLDER'S AND DIRECTORS' SHAREHOLDINGS

The table below illustrates the direct and indirect interests of the Directors and Substantial Shareholder of VisDynamics as at LPD assuming that the Proposed Share Buy-Back Renewal is implemented in full and all the shares so purchased are cancelled:

Minimum Scenario: Assuming none of the 65,699,348 outstanding warrants 2023/2028 ("**Outstanding Warrants**") and 6,271,000 outstanding options under the Employees' Shares Option Scheme ("**ESOS**") ("**Outstanding Options**") are exercised into new VisDynamics Shares.

Maximum Scenario: Assuming all the Outstanding Warrants and Outstanding Options are exercised into new VisDynamics Shares.

6.1 Minimum Scenario

(a) Directors' Shareholdings

Name of Director	As at LPD				After Proposed Share Buy-Back Renewal			
	Direct shareholdings		Indirect Shareholdings		Direct shareholdings		Indirect Shareholdings	
	No. of Shares	%[1]	No. of Shares	%[1]	No. of Shares	%[2]	No. of Shares	%[2]
Pang Nam Ming	-	-	-	-	-	-	-	-
Choy Ngee Hoe	70,965,643	27.42	-	-	70,965,643	30.00	-	-
Ong Hui Peng	9,149,212	3.54	-	-	9,149,212	3.87	-	-
Chan Heng Soon	8,660,337	3.35	-	-	8,660,212	3.66	-	-
Gan Lim	-	-	-	-	-	-	-	-
Chin Peck Li	-	-	-	-	-	-	-	-
Olivia Lim	-	-	-	-	-	-	-	-

(b) Substantial Shareholder's Shareholdings

Name of Substantial Shareholder	As at LPD				After Proposed Share Buy-Back Renewal			
	Direct shareholdings		Indirect Shareholdings		Direct shareholdings		Indirect Shareholdings	
	No. of Shares	%[1]	No. of Shares	%[1]	No. of Shares	%[2]	No. of Shares	%[2]
Choy Ngee Hoe	70,965,643	27.42	-	-	70,965,643	30.00	-	-

Note:

1. Based on 258,798,945 Ordinary Shares (excluding 4,000,000 treasury shares) -
2. Based on 236,519,051 Ordinary Shares (excluding 26,279,894 treasury shares to be purchased pursuant to the Proposed Share Buy-Back Renewal)

6.2 Maximum Scenario

(a) Directors' Shareholdings

Name of Director	As at LPD				(I) After full exercise of Outstanding Warrants and Outstanding Options				(II) After (I) and Proposed Share Buy-Back Renewal			
	Direct shareholdings		Indirect Shareholdings		Direct shareholdings		Indirect Shareholdings		Direct shareholdings		Indirect Shareholdings	
	No. of Shares	%(1)	No. of Shares	%(1)	No. of Shares	%(2)	No. of Shares	%(2)	No. of Shares	%(3)	No. of Shares	%(3)
Pang Nam Ming												
Choy Ngee Hoe	70,965,643	27.42	-	-	89,412,053	27.03	-	-	89,412,053	29.68	-	-
Ong Hui Peng	9,149,212	3.54	-	-	11,671,515	3.53	-	-	11,671,515	3.87	-	-
Chan Heng Soon	8,660,337	3.35	-	-	10,998,946	3.33	-	-	10,998,946	3.65	-	-
Gan Lim	-	-	-	-	-	-	-	-	-	-	-	-
Chin Peck Li	-	-	-	-	-	-	-	-	-	-	-	-
Olivia Lim	-	-	-	-	-	-	-	-	-	-	-	-

(b) Substantial Shareholder's Shareholdings

Name of Substantial Shareholder	As at LPD				(I) After full exercise of Outstanding Warrants and Outstanding Options				(II) After (I) and Proposed Share Buy-Back Renewal			
	Direct shareholdings		Indirect Shareholdings		Direct shareholdings		Indirect Shareholdings		Direct shareholdings		Indirect Shareholdings	
	No. of Shares	%(1)	No. of Shares	%(1)	No. of Shares	%(2)	No. of Shares	%(2)	No. of Shares	%(3)	No. of Shares	%(3)
Choy Ngee Hoe	70,965,643	27.42	-	-	89,412,053	27.03	-	-	89,412,053	29.68	-	-

Note:

1. Based on 258,798,945 Ordinary Shares (excluding 4,000,000 treasury shares)
2. Based on 330,769,293 Ordinary Shares (excluding 4,000,000 treasury shares)
3. Based on 301,292,364 Ordinary Shares (excluding 33,476,929 treasury shares)

7. PUBLIC SHAREHOLDING SPREAD

The Board is mindful of the requirement that the Proposed Share Buy-back Renewal must not result in the number of VisDynamics Shares which are in the hands of the public falling below 25% of the total number of issued shares of VisDynamics (excluding treasury shares). The public shareholding spread of the Company as at LPD was 62.94%.

The public shareholding spread of the Company is expected to be reduced to 59.45% assuming the Proposed Share Buy-Back Renewal is implemented in full and the total number of issued shares of VisDynamics as well as the shareholdings of the Directors and Substantial Shareholder of VisDynamics and/or persons connected to them remains unchanged.

The Company will endeavour to ensure that the Proposed Share Buy-Back Renewal will not breach Rule 12.14 of the Listing Requirements, which states that a listed company must not purchase its own shares on Bursa Securities if the purchase(s) will result in the listed company being in breach of Rule 8.02(1) of the Listing Requirements.

8. FINANCIAL EFFECTS OF THE PROPOSED SHARE BUY-BACK RENEWAL

The effects of the Proposed Share Buy-Back Renewal are presented below based on the assumption that the Proposed Share Buy-Back Renewal is implemented in full.

8.1 Share Capital

The effects of the Proposed Share Buy-Back Renewal on the total number of issued shares of the Company will depend on whether the purchased VisDynamics Shares are cancelled or retained as treasury shares. However, there will be no impact on the total number of issued shares of the Company if the purchased VisDynamics Shares are retained as treasury shares, resold or distributed as share dividends to shareholders.

In the event that all the purchased VisDynamics Shares are cancelled and on the assumption that the Proposed Share Buy-Back Renewal is implemented in full, the effects of the Proposed Share Buy-Back Renewal on the number of issued shares of VisDynamics as at the LPD are as below:

Minimum Scenario	:	Assuming that none of the Outstanding Warrants and Outstanding Options are exercised into new Shares
Maximum Scenario	:	Assuming that all the Outstanding Warrants and Outstanding Options are exercised into new Shares

	Minimum Scenario	**Maximum Scenario**
Total number of issued shares as at the LPD	262,798,945	262,798,945
Upon full exercise of all Outstanding Warrants	-	65,699,348
Upon full exercise of all Outstanding Options	-	6,271,000
Enlarged total number of Issued Shares	262,798,945	334,769,293
Shares purchased amounting to 10% of the total number of issued shares pursuant to the Proposed Share Buy-Back Renewal	(26,279,894)	(33,476,929)
Resultant Share Capital	**236,519,051**	**301,292,364**

8.2 Net Assets ("NA")

The effect of the Proposed Share Buy-Back Renewal on the consolidated NA of VisDynamics Group will depend on the purchase price of the VisDynamics Shares, the number of VisDynamics Shares purchased, the effective funding cost of VisDynamics Group to finance the share buy-back, if any, or loss in interest income to the Company, and whether the purchased VisDynamics Shares are cancelled, retained as treasury shares, resold on Bursa Securities or distributed as share dividends to shareholders.

If all the purchased VisDynamics Shares are cancelled, the Proposed Share Buy-Back Renewal would reduce the NA per share of VisDynamics Group if the purchase price of each purchased VisDynamics Share exceeds the NA per share at the relevant point in time, and vice versa.

The NA of VisDynamics Group would decrease if the purchased VisDynamics Shares are retained as treasury shares due to the requirement for treasury shares to be carried at cost and offset against equity, resulting in a decrease in the NA of VisDynamics Group by the cost of the treasury shares.

If the treasury shares are resold through Bursa Securities, the NA of VisDynamics Group would increase if the Company realises a gain from the resale, and vice versa. If the treasury shares are distributed as share dividends, the NA of VisDynamics Group would decrease by the cost of the treasury shares.

8.3 Earnings and EPS

The effect of the Proposed Share Buy-Back Renewal on the EPS of VisDynamics Group will depend on the purchase price of the VisDynamics Shares, the number of Shares purchased and the effective funding cost, if any, or any loss in interest income to VisDynamics Group.

In the event the purchased VisDynamics Shares which are retained as treasury shares are resold, the effects on the EPS of VisDynamics Group will depend on the actual selling price, the number of treasury shares resold, and the effective gain or interest savings arising from the exercise.

8.4 Working Capital

The Proposed Share Buy-Back Renewal is likely to reduce the working capital of VisDynamics, the quantum of which depends on the purchase prices and the number of VisDynamics Shares purchased.

Nevertheless, the Board is mindful of the interest of VisDynamics and its shareholders in undertaking the Proposed Share Buy-Back Renewal and will assess the working capital needs of VisDynamics prior to any purchase of Shares.

8.5 Gearing

The effect of the Proposed Share Buy-Back Renewal on the gearing of the Company will depend on the proportion of borrowings utilised to fund any purchase of shares. Any borrowing utilised to purchase VisDynamics Shares may increase the gearing of the Company.

9. IMPLICATIONS OF THE MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2016 ("THE CODE")

As at the LPD, the major shareholder, Mr. Choy Ngee Hoe holds approximately 27.42% of the voting shares of VisDynamics. In the event that the Proposed Share Buy-Back Renewal is implemented in full, the shareholding of the said major shareholder will increase to 30.00%, assuming the total number of issued shares of VisDynamics and that held by the said major shareholder remain unchanged.

The Board does not anticipate any implication relating to the Code, even if the allowed maximum number of VisDynamics Shares is purchased pursuant to the authority granted under the Proposed Share Buy-Back Renewal.

In the event the number of voting shares of VisDynamics bought back subsequent to the date of this Statement result in the major shareholder and/or person(s) acting in concert triggering the mandatory general offer for the remaining voting shares not held by him/them, such major shareholder and/or person(s) acting in concert may consider seeking an exemption from the obligation to undertake a mandatory general offer under the Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016 before a mandatory general offer is triggered. It is the intention of VisDynamics to implement the Proposed Share Buy-Back Renewal in a manner that will not result in any of the shareholders of VisDynamics having to undertake a mandatory general offer pursuant to the Code.

10. PREVIOUS PURCHASE, RESALE, CANCELLATION AND/OR TRANSFER OF TREASURY SHARES MADE IN THE PRECEDING TWELVE (12) MONTHS

The details of the purchase in the previous twelve (12) months up to the LPD are as follows:-

Date	No. of Shares Purchased	Purchase Price (RM)		Average Price (RM)	Total Consideration Paid (RM)
		Lowest	Highest		
24/02/2025	141,900	0.230	0.245	0.237	33,827.57
25/02/2025	203,000	0.240	0.250	0.246	50,299.60
26/02/2025	214,000	0.245	0.250	0.248	53,488.53
27/02/2025	50,500	0.250	0.250	0.250	12,717.54
28/02/2025	118,000	0.245	0.250	0.250	29,705.79
03/03/2025	145,600	0.250	0.250	0.250	36,666.32
04/03/2025	127,000	0.245	0.245	0.245	31,343.03

There were no resale, transfer and cancellation of treasury shares in the previous twelve (12) months up to the LPD.

As at the LPD, the Company held a total of 4,000,000 treasury shares.

11. HISTORICAL SHARE PRICES

The monthly highest and lowest prices of VisDynamics Shares as traded on Bursa Securities for the past 12 months from February 2025 to January 2026 are as follows:

	High (RM)	Low (RM)
2025		
February	0.274	0.215
March	0.254	0.210
April	0.215	0.166
May	0.225	0.191
June	0.210	0.185
July	0.210	0.190
August	0.235	0.195
September	0.280	0.205
October	0.220	0.190
November	0.270	0.190
December	0.210	0.185
2026		
January	0.215	0.190
Last transacted market price of VisDynamics Shares on the LPD prior to printing of this Statement.		0.195

(Source: Bloomberg)

12. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDER AND/OR PERSONS CONNECTED TO THEM

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders of the Company as a result of the Proposed Share Buy-Back Renewal, none of the Directors and/or Major Shareholder of VisDynamics and/or persons connected to them, has any interest, direct and indirect, in the Proposed Share Buy-Back Renewal or resale of treasury shares, if any.

13. DIRECTORS' RECOMMENDATION

The Directors, having considered all aspects of the Proposed Share Buy-Back Renewal, are of the opinion that the Proposed Share Buy-Back Renewal is in the best interest of the Company. Accordingly, the Directors recommend that the shareholders of VisDynamics vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back Renewal to be tabled at the forthcoming 21st AGM.

14. FURTHER INFORMATION

Shareholders are requested to refer to the following for further information:

14.1 DIRECTORS' RESPONSIBILITY STATEMENT

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

14.2 DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at Level 13, Menara 1 Sentrum, 201, Jalan Tun Sambanthan, Brickfields, 50470 Kuala Lumpur, during normal business hours from the date of this Statement up to and including the date of the 21st AGM:

(a) Constitution of the Company; and

(b) Audited consolidated financial statements of VisDynamics for the financial years ended 31 October 2024 and 31 October 2025.

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EXTRACT OF NOTICE OF 21ST AGM

ORDINARY RESOLUTION 8

PROPOSED RENEWAL OF AUTHORITY TO PURCHASE OF OWN SHARES BY THE COMPANY

"THAT, subject always to the Companies Act 2016, the provisions of the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

(i) the aggregate number of shares purchased does not exceed ten per centum (10%) of its total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits as at the time of purchase(s); and
(iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or to retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or transfer the shares under an employee share scheme or as purchase consideration.

THAT the authority conferred by this resolution will commence after the passing of this ordinary resolution and will continue to be in force until:

(i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the general meeting at which such resolution was passed, at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
(iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991 of Malaysia, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends or transfer the shares under employee share scheme or as purchase consideration) in accordance with the Constitution of the Company and the requirements and/or guidelines of ACE Market Listing Requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities."