



WELLCALL HOLDINGS BERHAD

(Company No. 707346 W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting ("AGM") of Wellcall Holdings Berhad (707346-W) ("the Company") will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 25 February 2016, at 10.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company together with the Reports of the Directors and Auditors thereon for the financial year ended 30 September 2015. **(Please refer to explanatory note)**
- To approve the payment of Directors' Fees of RM378,200 for the financial year ended 30 September 2015. **(Ordinary Resolution 1)**
- To re-elect the following Directors who retire by rotation pursuant to Article 94 of the Company's Articles of Association and being eligible, offered themselves for re-election:-
 - Datuk Ng Peng Hong @ Ng Peng Hay **(Ordinary Resolution 2)**
 - Mr. Goh Hoon Leum **(Ordinary Resolution 3)**
- To re-elect Mr. Yong Peng Tak who retire pursuant to Article 97 of the Company's Article of Association and being eligible, offered himself for re-election. **(Ordinary Resolution 4)**
- To re-appoint Messrs Ong & Wong as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions:-

- Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965**

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Mr, Leong Hon Chong be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting."

(Ordinary Resolution 6)
- Retention of Independent Non-Executive Director in accordance with the Malaysian Code of Corporate Governance 2012**

"THAT Mr. Yang Chong Yaw, Alan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012."

(Ordinary Resolution 7)
- Authority to Directors to allot and issue shares pursuant to Section 132D of the Companies Act, 1965**

"THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total issued share capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued."

(Ordinary Resolution 8)
- To transact any other business of which due notice shall have been given.

By Order of the Board

KOH MEI LING (F) (MAICSA 7027183)
WOON OI LING (F) (MAICSA 7032288)
Company Secretaries

Dated: 29 January 2016
Kuala Lumpur

NOTES

- A Member entitled to attend and vote at the meeting may appoint one proxy to attend and vote in his stead. A proxy may but need not be a Member of the Company. The provisions of Section 149(1)(a) and 149(1)(b) of the Companies Act, 1965 ("the Act") shall not apply to the Company.
- In the case of a corporate member, the instrument appointing a proxy must be executed under its common seal or under the hand of its attorney.
- Where a Member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint no more than two proxies in respect of each securities account it holds with shares of the Company standing to the credit of the said securities account. Such appointment shall be invalid unless the Authorised Nominee specifies the proportion of its shareholdings to be represented by each proxy it has appointed.
- Where a Member of the Company is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds shares of the Company in an Omnibus Account (an account in which shares are held for two or more beneficial owners), such Exempt Authorised Nominee may appoint multiple proxies in respect of each Omnibus Account it holds. Such appointment shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholdings to be represented by each proxy it has appointed.
- In the event a member duly executed the proxy form but does not name any proxy, such member shall be deemed to have appointed the Chairman of the meeting as his proxy.
- The instrument appointing a proxy or power of attorney must be deposited at the registered office of the Company at Unit C-6-5, 6th Floor, Block C, Megan Avenue II, No. 12, Jalan Yap Kwan Seng, 50450 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for the meeting or at any adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend the Annual General Meeting of the Company, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 19 February 2016. Only a depositor whose name appears therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote in his stead.

EXPLANATORY NOTES ON ORDINARY / SPECIAL BUSINESS

1. Item 1 of the Agenda

This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the Shareholders for the Audited Financial Statements. Hence, this item will not be put forward to the Shareholders for voting.

2. Ordinary Resolution 6

The re-appointment of Mr. Leong Hon Chong, a person over the age of seventy (70) years as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the proposed Ordinary Resolution 6 be passed by the majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at the 10th Annual General Meeting.

3. Ordinary Resolution 7

To retain the designation of Mr. Yang Chong Yaw, Alan as Independent Non-Executive Director of the Company in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012.

Mr. Yang Chong Yaw has served the criteria under the definition of Independent Director of the Company for a cumulative term of more than nine (9) years since his appointment on 17 April 2006. The Board recommends retaining his designation as Independent Non-Executive Director based on the following justifications:

- He has fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, is able to bring independence and objective judgement to the Board;
- His experience in financial matters, business and other relevant sectors enable him to provide the Board, as the case may be, with pertinent expertise, skills and competence; and
- He has been with the Group for many years and therefore understands the Group's business operations which enable him to contribute actively and effectively during deliberation or discussion at the Board meetings.

4. Ordinary Resolution 8

The Ordinary Resolution 8 proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The mandate, if passed will empower the Directors to issue and allot new shares up to 10% of the total issued capital of the Company for purpose of funding the working capital, business expansion or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority will commence from the date of this Annual General Meeting and unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Company had, during its Ninth AGM held on 26 February 2015, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Act. The Company did not issue any shares pursuant to this mandate obtained.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.