



## WELLCALL HOLDINGS BERHAD

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

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Eleventh Annual General Meeting ("11th AGM") of Wellcall Holdings Berhad ("the Company") will be held at Marco Polo II, Level 22, Hatten Hotel Melaka, Hatten Square, Jalan Merdeka, Bandar Hilir, 75000 Melaka on Thursday, 23 February, 2017 at 10.00 a.m. for the following purposes :-

#### AGENDA

##### AS ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements for the financial year ended 30 September 2016 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of the aggregate Directors' Fee of RM415,000.00 for the financial year ended 30 September 2016. (Ordinary Resolution 1)
- To approve the aggregate Directors' Fees payable to the Directors of the Company of an amount not exceeding RM682,000.00 per annum for the financial year ending 30 September 2017. (Ordinary Resolution 2) (Please refer to Explanatory Note 2)
- To re-elect Huang Sha, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Article 94 of the Company's Articles of Association. (Ordinary Resolution 3)
- To re-elect Tan Kang Seng, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Article 94 of the Company's Articles of Association. (Ordinary Resolution 4)
- To re-elect Tan Kang Foon, who retires and being eligible, offers himself for re-election in accordance with Article 91 of the Company's Articles of Association. (Ordinary Resolution 5)
- To re-elect Leong Hon Chong, the retiring Director who retires pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company to hold office until the next Annual General Meeting. (Ordinary Resolution 6) (Please refer to Explanatory Note 3)
- To re-appoint Messrs Ong & Wong as Auditors of the Company for the financial year ending 30 September, 2017 and to authorize the Directors to fix the Auditors' remuneration. (Ordinary Resolution 7)

##### AS SPECIAL BUSINESS

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

- Proposed Continuation in Office as Independent Non-Executive Directors.** (Ordinary Resolution 8) (Please refer to Explanatory Note 4)  
THAT Yang Chong Yaw, Alan, having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as the Independent Non-Executive Director of the Company.
- Authority to Issue Share Pursuant to Section 132D of the Companies Act, 1965.** (Ordinary Resolution 9) (Please refer to Explanatory Note 5)  
"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and approvals of the relevant government / regulatory authorities, the Directors be and are hereby authorized, 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 of the Company to such persons and upon such terms and conditions for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued 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."
- To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 1965.

BY ORDER OF THE BOARD

**TEO SOON MEI (MAICSA 7018590)**  
**CHUA SIEW YIN (MAICSA 7065531)**  
Company Secretaries

Melaka  
Dated : 27 January 2017

#### Explanatory Notes:-

##### 1. Item 1 of the Agenda

This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 in Malaysia does not require a formal approval of shareholders and is hence, not put forward for voting.

##### 2. Item 3 of the Agenda

The quantum of the Directors' Fee payable by the Company to all the Directors of the Company not exceeding RM682,000.00 per annum for the financial year ending 30 September 2017. The Proposed Ordinary Resolution 2, if passed, will authorise the payment of the Directors' fees to all the Directors of the Company for the financial year ending 30 September 2017 pursuant to Article 98 of the Articles of Association.

##### 3. Item 7 of the Agenda

The proposed Ordinary Resolution 6, is in accordance with Section 129(6) of the Companies Act, 1965 which requires that a separate resolution be passed to re-appoint Leong Hon Chong who are over 70 years of age, as Director of the Company and will hold office until the conclusion of the next Annual General Meeting of the Company. This resolution shall be effective if passed by a majority of not less than three-fourth of such shareholders of the Company as being entitled to vote in person or where proxies are allowed, by proxy at this 11th AGM of the Company.

##### 4. Item 9 of the Agenda

For Ordinary Resolution 8 on the Proposed Continuation in Office as Independent Non-Executive Directors, The Nomination Committee of the Company has assessed the independence of Yang Chong Yaw, Alan, the Director who have served for a cumulative term of more than 9 years and has recommended to the Board that he continue to act as Independent Non-Executive Director for the Company. Yang Chong Yaw, Alan was appointed as an Independent Non-Executive Director on 17 April 2006 and he has served the Company for more than nine (9) years as at the date of the notice of 11th AGM. However, Yang Chong Yaw, Alan has met the independence guideline as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board upon the recommendation from the Nomination Committee of the Company, therefore, considers Yang Chong Yaw, Alan to be independent and recommends him to remain as an Independent Non-Executive Director.

##### 5. Item 10 of the Agenda

Ordinary Resolution 9 is proposed to grant a renewed general mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Section 132D of the Companies Act, 1965 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued and paid-up capital of the Company as the Directors may consider such an act to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 25 February 2016 and which will lapse at the conclusion of the 11th AGM.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.

#### NOTES:-

- A member of the Company who is entitled to attend, speak and vote at this 11th AGM may appoint a proxy to attend, speak and vote on his behalf. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
- A member of the Company shall not be entitled to appoint more than one (1) proxy to attend, speak and vote at the same meeting. The provision of Section 149(1)(c) of the Companies Act, 1965 shall not apply to the Company.
- Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he may appoint one (1) proxy 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 authorised.
- 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 at the Registered Office of the Company at No. 4-1, Komplek Niaga Melaka Perdana, Jln KNMP 3, Bukit Katil, 75450 Melaka, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Articles of Association of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 February 2017 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 11th AGM.
- Any alteration in the form of proxy must be initialed.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 11th AGM and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.