



WELLCALL HOLDINGS BERHAD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Wellcall Holdings Berhad ("Company") will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 26 February 2014 immediately after the conclusion of the Eighth Annual General Meeting of the Company to be held on same day at 10.30 am or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:-

ORDINARY RESOLUTION

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.50 EACH IN WELLCALL INTO TWO AND A HALF (2.5) ORDINARY SHARES OF RM0.20 EACH IN WELLCALL ("PROPOSED SHARE SPLIT")

THAT subject to the passing of the Special Resolution below and all relevant regulatory authorities and other approvals being obtained, approval be and is hereby given for the Company to subdivide every one (1) existing ordinary share of RM0.50 each in the Company into two and a half (2.5) ordinary shares of RM0.20 each in the Company ("Subdivided Shares") held by the shareholders of the Company whose names appear in the Record of Depositors at the close of business on an entitlement date to be determined and announced later by the Board of Directors of the Company;

THAT the Directors be and are hereby authorized to deal with any fractional shares arising from the Proposed Share Split in such manner at their absolute discretion as they may deem fit or in the best interests of the Company and that the Subdivided Shares shall, upon allotment and issue, rank pari passu in all respects among themselves;

AND THAT authority be and is hereby given to the Directors of the Company to do all such deeds, acts and things and execute, sign and deliver all documents on behalf of the Company and to take all such steps as they may consider necessary or expedient and/or appropriate to finalise, implement, give effect to and complete the Proposed Share Split including to deal with any fractional entitlements, with full powers to assent to any conditions, modifications, variations and/or amendments thereto as the Directors of the Company may deem fit and expedient in the best interests of the Company.

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE COMPANY'S MEMORANDUM OF ASSOCIATION ("PROPOSED AMENDMENT")

THAT subject to the passing of the Ordinary Resolution above, approval be and is hereby given for Clause 6 of the Company's Memorandum of Association to be amended to the following for the purpose of giving effect to the Proposed Share Split.

Clause 6

The share capital of the Company is RM100,000,000.00 Malaysian currency divided into 500,000,000 shares of RM0.20 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT authority be and is hereby given to the Directors of the Company to do all such deeds, acts and things and execute, sign and deliver all documents on behalf of the Company and to take all such steps as they may consider necessary or expedient and/or appropriate to finalise, implement, give effect to and complete the Proposed Amendment with full powers to assent to any conditions, modifications, variations and/or amendments thereto as the Directors of the Company may deem fit.

By Order of the Board

Wong Shan May (LS0008582)
Company Secretary

Kuala Lumpur
30 January 2014

NOTES:

- (a) 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.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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.