



WELLCALL HOLDINGS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth 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, 26 February 2015, 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 2014. **(Please refer to explanatory note)**
- To approve the payment of Directors' Fees of RM253,000 for the financial year ended 30 September 2014. **(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:-
 - YB DATO' HAJI MOHTAR BIN NONG **(Ordinary Resolution 2)**
 - MR. HUANG SHA **(Ordinary Resolution 3)**
 - MR. YANG CHONG YAW, ALAN **(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:-

- ORDINARY RESOLUTION
AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT 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 per centum of the issued share capital of the Company for the time being."

(Ordinary Resolution 6)
- 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: 30 January 2015
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 executive.
- 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 18 February 2015. 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 NOTE ON ITEM 1:

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.

EXPLANATORY NOTE TO SPECIAL BUSINESS:

Ordinary Resolution 6 - Authority for Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965 ("the Act").

The Company had, during its Eighth AGM held on 26 February 2014, 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.

The Ordinary Resolution 6 proposed under item 5 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 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 AGM and unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

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.