



WZ SATU BERHAD

WZ ساتو برهاد

(Company No. 666098-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of WZ Satu Berhad (“WZ Satu” or the “Company”) will be held at Kristal Ballroom 1, Level 1, West Wing, Hilton Petaling Jaya, No. 2, Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 30 January 2018 at 10:30 a.m. or immediately upon the conclusion or adjournment of the 13th Annual General Meeting of WZ Satu which will be held at the same venue on the same day at 9:30 a.m., whichever is later, or at any adjournment of the EGM, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY WZ SATU OF THE ENTIRE ISSUED SHARE CAPITAL OF WENG ZHENG TRADING SDN BHD (“WZ TRADING”), A WHOLLY-OWNED SUBSIDIARY OF WZ SATU, TO TAN JING XIN FOR A CASH CONSIDERATION OF RM22,800,000 (“PROPOSED DISPOSAL”)

“**THAT** subject to the approvals of all relevant authorities being obtained, where required, the Board of Directors of the Company (“**Board**”) be and is hereby authorised to dispose of the entire issued share capital of WZ Trading to Tan Jing Xin for a cash consideration of RM22,800,000, subject to the terms and conditions set out in the conditional share sale agreement dated 22 August 2017 entered into between WZ Satu and Tan Jing Xin in relation to the Proposed Disposal (“**SSA**”);

THAT the Board is hereby authorised to utilise the proceeds from the Proposed Disposal as set out in Section 3 of Part A of the Circular to shareholders dated 29 December 2017 and the Board be authorised to revise the utilisation of proceeds from the Proposed Disposal in the manner as it deems fit and in the best interest of the Company;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such transfers, documents and/or agreements as the Board may consider necessary to give full effect to and complete the Proposed Disposal under the terms and conditions of the SSA and with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in the interest of the Company including to enter into any supplemental agreement(s) in connection with the Proposed Disposal and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Disposal.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 157,321,584 NEW ORDINARY SHARES IN WZ SATU (“SHARES”) (“BONUS SHARES”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 3 EXISTING SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)

“**THAT** subject to the approvals of all relevant regulatory authorities being obtained, approval be and is hereby given to the Board to capitalise an amount of up to RM78,660,792 out of the Company’s share premium and retained earnings account, and to apply the same for the purposes of issuing up to 157,321,584 Bonus Shares in the share capital of the Company, credited as fully paid to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the entitlement date to be determined by the Board and announced later, on the basis of 1 Bonus Share for every 3 existing Shares held;

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be dealt in such manner as the Board shall in its absolute discretion deem fit or expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issue, rank equally in all respects with the existing Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

By Order of the Board

Chua Siew Chuan (MAICSA 0777689)

Yau Jye Yee (MAICSA 7059233)

Company Secretaries

Kuala Lumpur

29 December 2017

Notes:

1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors as at 23 January 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead (subject always to a maximum of two (2) proxies of each Meeting). Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but does not need to be a member of the Company. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
4. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
6. The instrument appointing a proxy must be deposited at the Company’s Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the Meeting or at any adjournment thereof.