



WEGMANS HOLDINGS BERHAD

(1219319-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting of the Company will be held at BEI BOUTIQUE HOTEL, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor Darul Takzim on Wednesday, 30 May 2018 at 11.00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year/period ended 31 December 2017 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees for the financial period ended 31 December 2017. **(Ordinary Resolution 1)**
- To approve the payment of Directors' fees up to RM120,000.00 for the financial year ending 31 December 2018 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 2)**
- To declare a final single tier dividend of 0.5 sen per share in respect of the financial period ended 31 December 2017. **(Ordinary Resolution 3)**
- To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution:-
 - Chan Wan Seong; **(Ordinary Resolution 4)**
 - Keh Wee Kiet; **(Ordinary Resolution 5)**
 - Law Kok Lim; **(Ordinary Resolution 6)**
 - Chan Foong Ping; and **(Ordinary Resolution 7)**
 - Maziah Binti Md Yamin **(Ordinary Resolution 8)**
- To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass the following resolution with or without any modifications as ordinary resolution:-

- Authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 ("**the Act**")
"THAT, subject always to the Act, Constitution of the Company and approval and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Act to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("**Bursa Securities**")." **(Ordinary Resolution 10)**
- To transact any other business of which due notice shall have been received.

NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders at the First Annual General Meeting, the proposed final single tier dividend of 0.5 sen per share in respect of the financial period ended 31 December 2017, will be paid on 29 June 2018 to depositors registered in the Record of Depositors of the Company at the close of business on 14 June 2018.

A depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 14 June 2018 in respect of ordinary transfers; or
- Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

BY ORDER OF THE BOARD

PANG KAH MAN

(MIA 18831)
Company Secretary

Muar, Johor Darul Takzim
30 April 2018

NOTES:

- Only depositors whose names appear in the Record of Depositors as at 23 May 2018 shall be regarded as members and be entitled to attend, participate, speak and vote at the First Annual General Meeting.
- A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Companies Act 2016. There shall be no restriction as to the qualification of the proxy.
- 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.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
- Any alterations in the Proxy Form must be initialed by the member.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised.
- In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, must be deposited at the Registered Office of the Company at No. 7 (1st Floor) Jalan Pesta 1/1 Taman Tun Dr. Ismail 1 Jalan Bakri 84000 Muar Johor nor less than twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof as Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad requires all resolutions set out in the Notice of First Annual General Meeting to vote by way of poll.

EXPLANATORY NOTES TO THE AGENDA

- Item 1 of the Agenda**
Audited Financial Statements
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, is not put forward for voting.
- Item 3 of the Agenda - Ordinary Resolution 2**
Approval of Directors' fees for the financial year ending 31 December 2018
Directors' fees approved for the financial period ended 31 December 2017 was RM20,000.00. The Directors' fees proposed for the financial year ending 31 December 2018 are calculated based on the number of scheduled Board and Committee Meetings for 2018 and assuming that all the Non-Executive Directors will hold office until the end of the subject financial year.
This resolution is to facilitate payment of Directors' fees on a monthly basis and/or as and when required. In the event the Directors' fees proposed are insufficient (e.g. due to more meetings), approval will be sought at the next annual general meeting for additional fees to meet the shortfall.
- Item 7 of the Agenda - Ordinary Resolution 10**
Authority to Allot and Issue Shares pursuant to Section 75 of the Act
 - The proposed resolution, if passed, will grant a mandate ("**General Mandate**") empowering the Directors of the Company, from the date of the First Annual General Meeting to allot and issue shares in the Company up to an amount not exceeding in total of ten percent (10%) of the total issued shares of the Company for the time being for such purposes as they may think fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting, shall continue to be in full force until the conclusion of the next annual general meeting of the Company.
 - The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.