



## Wegmans Holdings Berhad

(Company No. 1219319-D)  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Wegmans Holdings Berhad (“Wegmans” or “Company”) will be held at BEI Boutique Hotel, Centro Meeting Hall, Level 3, 8-3, Jalan Abdul Rahman, 84000 Muar, Johor Darul Takzim at Thursday, 20 December 2018, 11.00 a.m., or at any adjournment thereof, for the purpose of considering, and if thought fit, passing with or without modification, the following resolution:

#### ORDINARY RESOLUTION

#### **PROPOSED ISSUE OF 125,000,000 FREE WARRANTS IN WEGMANS (“WARRANTS”) ON THE BASIS OF 1 WARRANT FOR EVERY 4 EXISTING WEGMANS SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER**

“**THAT** subject to the approvals of all relevant authorities or parties, authority be and is hereby given to the Board to allot and issue 125,000,000 Warrants, in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants (“**Deed Poll**”) to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business at 5.00 p.m. on the Entitlement Date on the basis of 1 Warrant for every 4 existing Wegmans Shares held (“**Proposed Bonus Warrants**”);

**THAT** the Board be and is hereby authorised to allot and issue such additional Warrants as may be required or permitted to be issued as consequences of any adjustments under the provisions in the Deed Poll (“**Additional Warrants**”);

**THAT** the Board be and is hereby authorised to allot and issue such appropriate number of new Wegmans Shares arising from the exercise of the Warrants by the holders of the Warrants of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new Wegmans Shares arising from the exercise of subscription rights represented by the Additional Warrants;

**THAT** fractional entitlements arising from the Proposed Bonus Warrants, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deem fit and expedient, and to be in the best interest of the Company and its shareholders;

**THAT** the Board be and is hereby authorised to enter into and execute the Deed Poll on behalf of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendments to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as consequence of any adjustments under the provisions of the Deed Poll with full power to implement and give effects to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit and/or expedient in order to implement, finalise and give full effect to the Deed Poll;

**THAT** the new Wegmans Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall, upon allotment and issuance, rank equally in all respects with the existing Wegmans Shares, save and except that the new Wegmans Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants will not be entitled to participate in any rights, allotments, dividends, and/or other distributions that may be declared, made or paid for where the entitlement date is before the allotment date of such new Wegmans Shares;

**THAT** the proceeds raised from the exercise of Warrants, if any, be utilised for the purposes set out in the circular to shareholders of the Company dated 5 December 2018 and the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (when required) to the approval of the relevant authorities;

**AND THAT** the Board be and is hereby empowered and authorised to take all such steps and do all such acts, deeds and things and to execute, sign and deliver on behalf of the Company all necessary documents to give full effect to and for the purpose of completing and/or implementing the Proposed Bonus Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by the relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient in the best interest of the Company.”

BY ORDER OF THE BOARD

**NG MEI WAN (MIA 28862)**  
**TAN HUI KHIM (LS 0009936)**  
Company Secretaries

Date: 5 December 2018

#### Notes:

- (1) Only depositors whose names appear in the Record of Depositors as at 13 December 2018 shall be regarded as members and be entitled to attend, participate, speak and vote at the Extraordinary General Meeting.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) Any alterations in the Proxy Form must be initialed by the member.
- (6) 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.
- (7) 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).
- (8) 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, not less than forty-eight (48) 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 the resolution set out in the Notice of Extraordinary General Meeting to be put to vote by way of poll.