



WELLCALL HOLDINGS BERHAD
(Company No. 707346 W)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting ("13th AGM") of Wellcall Holdings Berhad ("the Company") will be held at The Pines Hotel, Meeting Room R1, Level 6, Tower A, Jaya 99, No. 99, Jalan Tun Sri Lanang, 75100 Melaka on Monday, 25 February 2019 at 10.00 a.m., for the following purposes :-

AGENDA

AS ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements for the financial year ended 30 September 2018 together with the Reports of the Directors and Auditors thereon. (Please refer Note 1)
- To approve the payment of the Directors' Fees amounting to RM682,000.00 for the financial year ended 30 September 2018. (Ordinary Resolution 1)
- To approve the payment of Directors' remuneration (excluding Directors' Fees) to Non-Executive Directors of the Company of an amount up to RM130,000.00 for the period from 1 March 2019 until the next Annual General Meeting of the Company held in 2020. (Ordinary Resolution 2)
- To approve the aggregate Directors' Fees payable to the Directors of the Company of an amount up to RM682,000.00 for the financial year ending 30 September 2019. (Ordinary Resolution 3)
- To re-elect Datuk Ng Peng Hong @ Ng Peng Hay, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Article 94 of the Company's Articles of Association. (Ordinary Resolution 4)
- To re-elect Mr. Huang Sha, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Article 94 of the Company's Articles of Association. (Ordinary Resolution 5)
- To re-elect Mr. Yong Peng Tak, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Article 94 of the Company's Articles of Association. (Ordinary Resolution 6)
- To re-appoint Ms. Huang Yu Fen, who retires and being eligible, offers herself for re-appointment in accordance with Article 97 of the Company's Articles of Association. (Ordinary Resolution 7)
- To re-appoint Messrs Ong & Wong as Auditors of the Company for the financial year ending 30 September 2019 and to authorise the Directors to deliberate on the Auditors' remuneration. (Ordinary Resolution 8)

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolutions :-

- Proposed Continuation of Office as Independent Non-Executive Director**
THAT Mr. Yang Chong Yaw, Alan, having served as Independent Non-Executive Director for a cumulative term of more than nine (9) years, continue to act as the Independent Non-Executive Director of the Company. (Ordinary Resolution 9)
- Proposed Continuation of Office as Independent Non-Executive Director**
THAT Mr. Goh Hoon Leum, having served as Independent Non-Executive Director for a cumulative term of nine (9) years on 8 December 2019, continue to act as the Independent Non-Executive Director of the Company. (Ordinary Resolution 10)
- Authority to Issue Share Under Sections 75 and 76 of the Companies Act, 2016.**
"THAT subject always to the Companies Act, 2016, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and approvals of the relevant government / regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting of the Company to such persons and upon such terms and conditions for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued." (Ordinary Resolution 11)
- Proposed Adoption of New Constitution of the Company.**
"THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in "Appendix A" despatched together with the Company's Annual Report 2018 be and is hereby adopted as the Constitution of the Company ("Proposed Adoption"); AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities (if any) and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Adoption." (Special Resolution)
- To transact any other ordinary business of which due notice has been given in accordance with the Companies Act, 2016.

BY ORDER OF THE BOARD

TEO SOON MEI (MAICSA 7018590)
CHUA SIEW YIN (MAICSA 7065531)
Company Secretaries

Melaka
Dated: 25 January 2019

Notes to the Notice of 13th AGM :-

- Item 1 of the Agenda**
This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 in Malaysia requires that Audited Financial Statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such, this Agenda item is not a business which requires a resolution to be put to the vote by shareholders.
- Item 2 of the Agenda**
Article 98 of the Company's Articles of Association provides that fees payable to the Directors shall not be increased except pursuant to a resolution passed at a general meeting. Therefore, shareholders' approval is required for the determination and payment of Directors' Fees amounting to RM682,000.00 for the financial year ended 30 September 2018.
- Item 3 of the Agenda**
Section 230(1) of the Companies Act, 2016 provides that the fees of the directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at the 13th AGM for the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Non-Executive Directors of the Company for the period from 1 March 2019 until the next Annual General Meeting of the Company under Ordinary Resolution 2.
The current Directors' Remuneration (excluding Directors' Fees) payable to the Non-Executive Directors of the Company comprises of meeting allowances and other emoluments.
In determining the estimated amount of remuneration payable to the Non-Executive Directors, the Board of Directors ("the Board") considered various factors including the number of scheduled meetings for the Board, Board Committees and general meetings of the Company as well as the number of Directors involved in these meetings.
- Item 4 of the Agenda**
The quantum of the Directors' Fees payable by the Company to all the Directors of the Company not exceeding RM682,000.00 per annum for the financial year ending 30 September 2019. The Proposed Ordinary Resolution 3, if passed, will authorise the payment of the Directors' Fees to all the Directors of the Company for the financial year ending 30 September 2019 pursuant to Article 98 of the Company's Articles of Association.
- Items 5, 6 and 7 of the Agenda**
Article 94 of the Company's Articles of Association provides that one-third (1/3) of the Directors, for the time being, shall retire by rotation at an Annual General Meeting of the Company. All the Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. The profile of Datuk Ng Peng Hong @ Ng Peng Hay, Mr. Huang Sha and Mr. Yong Peng Tak, the Directors who are standing for re-election as per Agendas 5 to 7 of the notice of the 13th AGM are set out in the Annual Report 2018.
- Item 8 of the Agenda**
Article 97 of the Company's Articles of Association provides that any Director so appointed shall hold office only until the next Annual General Meeting of the Company, and shall then be eligible for re-election. Ms. Huang Yu Fen was appointed on 23 May 2018. She shall retire and eligible for re-appointment at the 13th AGM. The profile of Ms. Huang Yu Fen who is standing for re-election as per Agenda 8 of the notice of the 13th AGM are set out in the Annual Report 2018.
- Item 9 of the Agenda**
The Audit Committee and the Board have considered the re-appointment of Messrs Ong & Wong as Auditors of the Company and collectively agreed that Messrs Ong & Wong have met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Proxy

- A member of the Company who is entitled to attend, speak and vote at this 13th AGM may appoint a proxy to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his/her proxy without limitation.
- A member of the Company shall not be entitled to appoint more than one (1) proxy to attend, speak and vote at the same meeting.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) 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.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the Registered Office of the Company at No. 4-1, Kompleks Niaga Melaka Perdana, Jln KNMP 3, Bukit Katil, 75450 Melaka, not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Articles of Association of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 18 February 2019 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 13th AGM.
- Any alteration in the form of proxy must be initialled.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of 13th AGM will be put to the vote by poll.

Explanatory Notes to Special Business

- Item 10 and 11 of the Agenda**
For Ordinary Resolution 9 and 10 on the Proposed Continuation in Office as Independent Non-Executive Directors, the Nomination Committee of the Company has assessed the independence of Mr. Yang Chong Yaw, Alan, Director who has served for a cumulative term of more than nine (9) years and Mr. Goh Hoon Leum, the Director who has served for a cumulative term of nine (9) years on 8 December 2019 and has recommended to the Board that they continue to act as Independent Non-Executive Directors of the Company. Mr. Yang Chong Yaw, Alan was appointed as an Independent Non-Executive Director on 17 April 2006 and he has served the Company for more than nine (9) years as at the date of the notice of 13th AGM. Whereas, Mr. Goh Hoon Leum was appointed as an Independent Non-Executive Director on 8 December 2010 and his nine (9) years tenure would expire on 8 December 2019. However, Mr. Yang Chong Yaw, Alan and Mr. Goh Hoon Leum have met the independence guideline as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board upon the recommendation from the Nomination Committee of the Company, therefore, considers Mr. Yang Chong Yaw, Alan and Mr. Goh Hoon Leum to be Independent and recommends that :-
a) Mr. Goh Hoon Leum to remain as an Independent Non-Executive Director subject to the approval from the shareholders of the Company; and
b) Mr. Yang Chong Yaw, Alan to remain as an Independent Non-Executive Director subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice No. 4.2 of the Malaysian Code on Corporate Governance 2017.

Item 12 of the Agenda

Ordinary Resolution 11 is proposed to grant a renewed general mandate ("General Mandate"), which if passed, will empower the Directors of the Company, pursuant to Section 76 of the Companies Act, 2016 to issue and allot new shares in the Company from time to time provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the issued capital of the Company as the Directors may consider such an act to be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company, or during the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

As of the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting of the Company held on 26 February 2018 and which will lapse at the conclusion of the 13th AGM.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions.

Item 13 of the Agenda

Special Resolution is proposed adoption of new Constitution, which if passed, will streamline the Company's Constitution with the new provisions of the Companies Act, 2016, amendments made to the Listing Requirements of Bursa Malaysia Securities Berhad for Main Market and enhance administrative efficiency. The Board proposed that the existing Constitution be revoked in its entirety and the proposed new Constitution of the Company as set out in "Appendix A" despatched together with the Company's Annual Report 2018 be adopted as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to attend and vote and do vote in person or by proxy at the 13th AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 13th AGM and/or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.