



WEGMANS HOLDINGS BERHAD

(1219319-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting of **WEGMANS HOLDINGS BERHAD** ("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 Tuesday, 21 May 2019 at 11.00 a.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of Directors and Auditors thereon.
- To approve the payment of Directors' fees and benefits up to RM240,000 for the financial year ending 31 December 2019 payable monthly in arrears after each month of completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
- To declare a final single tier dividend of 0.50 sen per share in respect of the financial year ended 31 December 2018. **(Ordinary Resolution 2)**
- To re-elect the following Directors who retire in accordance with Clause 90 of the Company's Constitution:-
 - Chan Wan Seong **(Ordinary Resolution 3)**
 - Law Kok Lim **(Ordinary Resolution 4)**
- To re-appoint Messrs Crowe Malaysia PLT (converted from Crowe Malaysia which was formerly known as Crowe Horwath) as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

AS SPECIAL BUSINESS:

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

- Proposed renewal of 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 6)
- 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 Second Annual General Meeting, the proposed final single tier dividend of 0.50 sen per share in respect of the financial year ended 31 December 2018, will be paid on 05 July 2019 to depositors registered in the Record of Depositors of the Company at the close of business on 14 June 2019.

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

- Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 14 June 2019 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

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

Muar, Johor Darul Takzim
29 April 2019

NOTES:

- Only depositors whose names appear in the Record of Depositors as at 14 May 2019 shall be regarded as members and be entitled to attend, participate, speak and vote at the Second 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 not 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 Second Annual General Meeting to vote by way of poll.

EXPLANATORY NOTES TO THE AGENDA

9. 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.

10. Item 2 of the Agenda - Ordinary Resolution 1

Directors' fees and benefits approved for the financial year ended 31 December 2018 was RM120,000.00. The Directors' fees and benefits proposed for the financial year ending 31 December 2019 are calculated based on the number of scheduled Board and Committee Meetings for 2019 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 and benefits 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 and benefits to meet the shortfall.

11. Item 6 of the Agenda - Ordinary Resolution 6

Proposed renewal of authority to Allot and Issue Shares pursuant to Section 75 of the Act

- The proposed Ordinary Resolution no. 6, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Second Annual General Meeting ("AGM") to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the issued capital of the Company for the time being for such purposes as they may deem 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 AGM of the Company.
- The General Mandate is a renewal of the previous mandate obtained at the last AGM held on 30 May 2018 which will expire at the conclusion of the forthcoming AGM.
- As at the date of this Notice, the Company did not issue any new ordinary shares based on the previous mandate obtained at the last AGM held on 30 May 2018.
- The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

12. ANNUAL REPORT

The Annual Report for the financial year ended 31 December 2018 is now available at the Company's corporate website, www.wegmans.com.my. Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholder who wish to receive the printed Annual Report may request at <https://tjih.online> by select "Request for Annual Report" under the "Investor Services" to submit the request form electronically or contacting Tricor Investor & Issuing House Services Sdn. Bhd. (11324-H) at 03-27839299 or email your request to is.enquiry@my.tricorglobal.com.