



**WELLCALL HOLDINGS BERHAD**  
(Registration No. 200501025213 (707346-W))  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting ("14th AGM") of Wellcall Holdings Berhad ("the Company") will be held at Hatten Hotels Worldwide, Marco Polo 1, Level 22, Jalan Merdeka, Bandar Hilir, 75000 Melaka on Monday, 30 March 2020 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 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer Note 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 April 2020 until the next Annual General Meeting of the Company held in 2021. **(Ordinary Resolution 1)**
- 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 2020. **(Ordinary Resolution 2)**
- To re-elect Mr. Leong Hon Chong, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Clause 89 of the Company's Constitution. **(Ordinary Resolution 3)**
- To re-elect Mr. Tan Kang Seng, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Clause 89 of the Company's Constitution. **(Ordinary Resolution 4)**
- To re-elect Dato' Haji Mohhtar Bin Nong, the retiring Director, who retires by rotation and being eligible, offers himself for re-election in accordance with Clause 89 of the Company's Constitution. **(Ordinary Resolution 5)**
- To re-appoint Messrs Ong & Wong as Auditors of the Company for the financial year ending 30 September 2020 and to authorise the Directors to deliberate on the Auditors' remuneration. **(Ordinary Resolution 6)**

**AS SPECIAL BUSINESS**

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

- Proposed Continuation of Office of Mr. Yang Chong Yaw, Alan as Independent Non-Executive Director** **(Ordinary Resolution 7)**  
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.
- Proposed Continuation of Office of Mr. Goh Hoon Leum as Independent Non-Executive Director** **(Ordinary Resolution 8)**  
THAT Mr. Goh Hoon Leum, 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.
- Authority to Issue Share Under Sections 75 and 76 of the Companies Act, 2016.** **(Ordinary Resolution 9)**  
"THAT subject always to the Companies Act, 2016, the Constitution 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."
- To transact any other ordinary business of which due notice has been given in accordance with the Company's Constitution and/or Companies Act, 2016.

**BY ORDER OF THE BOARD**

TEO SOON MEI  
(SSM PC 201908000235) (MAICSA 7018590)  
CHUA SIEW YIN  
(SSM PC 201908000289) (MAICSA 7065531)  
Company Secretaries

Melaka  
Dated : 31 January 2020

**Notes to the Notice of 14th 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 and 3 of the Agenda**  
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting. The fees and allowances structure of the Non-Executive Directors ("NEDs") of the Company is as follows :-
  - Monthly fixed fees for duties as Director / Chairman; and
  - Meeting allowance for each Board / Board Committee attended.The shareholders at the last AGM held on 25 February 2019 approved the Directors' Fees of up to RM682,000.00 for the financial year ended 30 September 2019. The actual payment of the Directors' Remuneration (excluding Directors' fees) payable to the NEDs of the Company comprises of board meeting allowances for the period from 1 March 2019 until the conclusion of the 14th AGM was RM84,500.00.  
The Directors' fees for the financial year ending 30 September 2020 and Directors' Remuneration (excluding Directors' fees) for the NEDs for the period from 1 April 2020 until the conclusion of the next AGM of the Company are estimated not to exceed RM682,000.00 and RM130,000.00 respectively. The current Directors' Remuneration (excluding Directors' fees) payable to the NEDs of the Company comprises of board meeting allowances of RM700.00 per meeting. The calculation is based on the estimated number of scheduled Board and Board Committees' meetings and on assumption that all the NEDs will remain in office until the next AGM. These two resolutions are to facilitate payment of the Directors' Fees and the board meeting allowances for financial year 2020/2021. The Board will seek shareholders' approval at the next Annual General Meeting in the event the Directors' fees and allowances proposed are insufficient.
- Items 4, 5 and 6 of the Agenda**  
Clause 89 of the Company's Constitution 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 Mr. Leong Hon Chong, Mr. Tan Kang Seng and Dato' Haji Mohhtar Bin Nong, the Directors who are standing for re-election as per Agendas 4 to 6 of the notice of the 14th AGM are set out in the Annual Report 2019.
- Item 7 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 14th 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 two (2) proxies 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 representative, 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 Company's Constitution.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 23 March 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 14th AGM.
- Any alteration in the form of proxy must be initialed.
- 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 14th AGM will be put to the vote by poll.

**Explanatory Notes to Special Business**

- Item 8 and 9 of the Agenda**  
For Ordinary Resolutions 7 and 8 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 and Mr. Goh Hoon Leum, the Directors who have served for a cumulative term of more than nine (9) years and has recommended to the Board that they continue to act as Independent Non-Executive Directors of the Company. Mr. Yang Chong Yaw, Alan and Mr. Goh Hoon Leum were appointed as Independent Non-Executive Directors on 17 April 2006 and 8 December 2010 respectively, and they have served the Company for more than nine (9) years as at the date of the notice of 14th AGM. 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 :-
  - Mr. Goh Hoon Leum to remain as an Independent Non-Executive Director subject to the approval from the shareholders of the Company; and
  - 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 10 of the Agenda**  
Ordinary Resolution 9 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 General Mandate granted to the Directors at the last Annual General Meeting of the Company held on 25 February 2019 and which will lapse at the conclusion of the 14th 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.

**Personal data privacy:**

- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 14th 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.