

WELLCALL HOLDINGS BERHAD

[Registration No. 200501025213 (707346-W)]
(Incorporated in Malaysia)

NOTIFICATION OF POSTPONEMENT OF THE EXTRAORDINARY GENERAL MEETING

Dear Shareholders,

We refer to our earlier Notice of the Extraordinary General Meeting (“EGM”) dated 13 March 2020. In view of the Government of Malaysia (“the Government”) extending the Movement Control Order (“MCO”)/Conditional Movement Control Order (“CMCO”) until 9 June 2020, Wellcall Holdings Berhad (“Wellcall” or “the Company”) had on 17 March 2020 announced the postponement of the EGM to a later date.

The Board of Directors (“Board”) of the Company wishes to inform the members that the EGM of the Company, which was initially scheduled to be held at Hatten Hotels Worldwide, Marco Polo 1, Level 22, Jalan Merdeka, Bandar Hilir, 75000 Melaka on Monday, 30 March 2020 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Fourteenth Annual General Meeting (“14th AGM”) of Wellcall, which will be held at the same venue on the same day at 10.00 a.m., or any adjournment, whichever is later, has been postponed to be conducted fully virtual at the Broadcast Venue and via Remote Participation & Voting as follows :-

Date of Meeting	:	Monday, 29 June 2020
	:	11.00 a.m., or immediately following the conclusion or adjournment
Time of Meeting	:	(as the case may be) of the postponed 14 th AGM of Wellcall, which
	:	will be held at the same venue on the same day at 10.00 a.m., or
	:	any adjournment, whichever is later
Broadcast Venue	:	Sheraton Imperial Kuala Lumpur Hotel, Room DO@M, M-Floor,
	:	Jalan Sultan Ismail, 50250 Kuala Lumpur

Do take note that the postponement of the EGM of the Company is carried out in the manner as guided by the Securities Commission Malaysia’s Guidance and FAQs on the Conduct of General Meetings for Listed Issuers dated 18 April 2020 which was revised on 14 May 2020 (“SC Guidance”), including any amendments that may be made from time to time.

The members or proxy holders of the Company WILL NOT BE ALLOWED to attend the postponed EGM in person on site at the Broadcast Venue on the day of the postponed EGM and instead be allowed to attend virtually live by using the facilities provided by our technology partner, V-Cube Malaysia Sdn. Bhd. (V-Cube). Members can register their attendance to attend the postponed EGM remotely via <https://cutt.ly/TyDBXGQ> not later than 27 June 2020 at 11.00 a.m..

The following documents are available at the Company’s website at: [https://www.wellcallholdings.com/Bursa Announcements Year 2020.aspx](https://www.wellcallholdings.com/Bursa%20Announcements%20Year%202020.aspx)

1. Notice of the postponed EGM and the revised Proxy Form
2. Notification to Shareholders and Administrative Guide
3. Circular to Shareholders in relation to the Proposed New Shareholders’ Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature

You may contact our Share Registrar, Boardroom Share Registrars Sdn. Bhd. at +603 7890 4700 or email to Martini.Matsom@boardroomlimited.com to request for a copy of the printed reports (Items no. 1 and 3 above).

In order to enhance the efficiency of the proceedings of the postponed EGM, members may post your questions in advance and submit them to the Board of Directors via email address: agm2020@wellcall.com.my not later than 27 June 2020, 11.00 p.m. The Board will endeavour to address the questions received at the postponed EGM.

The proceedings of the said EGM will be webcasted live and members will be able to watch and ask questions online. A procedure of attending the virtual EGM is set out in the Administrative Guide enclosed with this notification.

WELLCALL HOLDINGS BERHAD
[Registration No. 200501025213 (707346-W)]

We regret for any inconveniences caused due to the postponement of the EGM and the potential delay on the postal service due to the CMCO which may cause a delay in receiving the same.

We thank you for your continued support.

BY ORDER OF THE BOARD

DATUK NG PENG HONG @ NG PENG HAY
Group Independent Non-Executive Chairman

Melaka
29 May 2020

WELLCALL HOLDINGS BERHAD

[Registration No. 200501025213 (707346-W)]
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

FOR THE SHAREHOLDERS OF WELLCALL HOLDINGS BERHAD

Dear Shareholders,

RE: POSTPONEMENT OF THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF WELLCALL HOLDINGS BERHAD (“WELLCALL” OR “THE COMPANY”)

REGISTRATION PROCESS (3 level security)

1. Members and vested parties who wish to attend Wellcall postponed EGM are required to register at <https://cutt.ly/TyDBXGQ> (“Virtual EGM Registration”) by cut-off date 27 June 2020 at 11.00 a.m. to enable the Company to verify your status. (1st level security authentication).
2. Please provide your Name or Company Name, CDS account number, mobile contact number and a valid email address in order to be verified to gain admission to the postponed EGM.
3. Following the verification, authenticated parties (members and proxy holders) will receive an email from V-Cube containing your **Member Entry (ME) ID** (2nd level security authentication) and instructions to be used to enter the postponed EGM at the date and time specified. Do not worry about missing the postponed EGM as V-Cube employ the latest Secure Push Technology and curated your very own **Unique Security (US) Link** which will be sent to you in the evening prior to the postponed EGM date (3rd level security authentication). Please check your inbox or spam-box on the night before the said EGM.
4. The **ME ID** sent earlier is your verified Login ID to sign into the postponed EGM.
5. You must not forward **ME ID** or **US Link** to any other persons. This will be in breach of terms of usage. This is also to avoid any technical disruptions to your personalized usage. Such mis-usage will void your vote and you may be prosecuted under the PDPA Act 2010. The link is trackable and will be erased after the postponed EGM has concluded.
6. Vested parties who register by the cut-off date but do not receive an email response on 27 June 2020, may contact us for assistance at Poll Administrator’s Hotline at 011-26372310 via WhatsApp (from 9.00 a.m. to 5.00 p.m.) or at email address: agm2020@wellcall.com.my.
7. Members are required to submit their original proxy forms, on or before 27 June 2020, 11.00 a.m. to the following address or email to agm2020@wellcall.com.my :-

WELLCALL HOLDINGS BERHAD’s Poll Administrator
54B Jalan Lumut, Damai Complex
50400 Kuala Lumpur

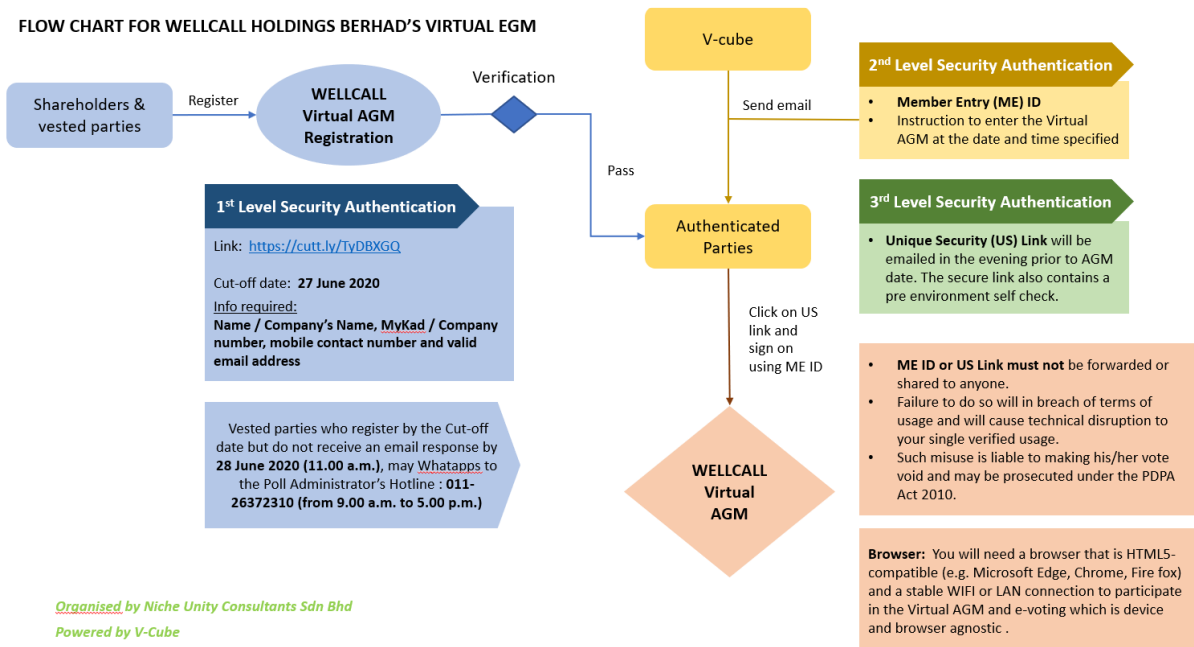
8. Browser: You will need a browser that is HTML5-compatible (e.g. Microsoft Edge, Chrome, Fire fox) and a stable WIFI or LAN connection to participate in the postponed EGM which is device agnostic.

A pre environment test is attached with the **US Link**. For best user experience, you are strongly advised to join via a laptop or computer to engage fully in the proceedings and interactively download important information presented during the postponed EGM.

WELLCALL HOLDINGS BERHAD
[Registration No. 200501025213 (707346-W)]

Important Notes

- i) The Company will verify your information submitted to ensure your qualification to attend the postponed EGM after 22 June 2020.
- ii) After you have been verified by the Company, you **will receive an email from V-Cube** containing your **ME ID** after 22 June 2020, for the purpose of entering the postponed EGM at the specified date.
- iii) Your **US Link** will be sent on the night before the postponed EGM. All you have to do is to click on it and enter your **ME ID** to attend the AGM on the event day.
- iv) A communication box channel will be enabled prior to the tabling of each Resolution before voting. This is to enable you to communicate and post your question which will be vetted for relevancy before being responded by the Chairman or the Board.
- v) All postponed EGM user data analytics are recorded for compliance.



POST REGISTRATION:

1. If you do not receive an email acknowledgement after your registration, i.e. by 28 June 2020 at 11.00 a.m., it means your pre-registration is not successful. Please check your spam/junk email folder or try again.
2. Please contact us at email address agm2020@wellcall.com.my, or alternatively WhatsApp to the Poll Administrator at +6011 2637 2310 via WhatsApp (from 9.00 a.m. to 5.00 p.m.) if you have any urgent questions.

E-VOTING PROCEDURES:

1. Click on the **US Link before the virtual AGM starts** and enter your **ME ID** correctly. Entering a wrong **ME ID** will make your vote void.
2. During the first session of the postponed EGM, the Chairman or Board will answer questions pertaining to each resolution within a certain time period. After due questions and responses, the Chairman with the coordinated assistance of V-Cube authorized staff will then open the voting polling box for each resolution.
3. Members and/or proxy holders must submit the e-vote during the live polling session for each Resolution through clicking the box 1: FOR and 2: AGAINST.
4. A fixed time for voting is allocated for each resolution depending on the Chairman's decision.
5. A member is allowed to vote either by Proxy Form or online during this postponed EGM.
6. The member or proxy holder is only allowed to vote once. In the event, the member or proxy holder voted twice, only the first vote is valid.
7. Once e-voting is completed for all the resolutions by polling, the postponed EGM will be adjourned for the next session. A fresh new **US Link** will be sent to all members who attended the first session.
8. During the adjournment period, the voting data in CSV format will be downloaded and checked for compliance and validation against the Register of Depositors.
9. The Chairman will provide details of the e-voting results and overall results in the second session of the postponed EGM.

Note:

- (A) Approved parties who keyed in a wrong **ME ID** will have their votes made void.
- (B) Aside from members, proxy holders who are allowed to join the postponed EGM, can participate in the questions and responses.
- (C) All e-voting data in raw and cleanse form are archived for compliance purpose.
- (D) Kindly check Wellcall's website: https://www.wellcallholdings.com/Bursa_Announcements_Year_2020.aspx for any further updates.

We would like to thank all parties for your understanding and co-operation in conducting the postponed EGM amidst the COVID-19 pandemic. Stay Safe.

Have an awesome Virtual EGM powered by V-Cube

WELLCALL HOLDINGS BERHAD

[Registration No. 200501025213 (707346-W)]
(Incorporated in Malaysia)

NOTICE OF POSTPONED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the postponed Extraordinary General Meeting (“EGM”) of the Company will be conducted entirely through live streaming from the Broadcast Venue at Sheraton Imperial Kuala Lumpur Hotel, Room DO@M, M-Floor, Jalan Sultan Ismail, 50250 Kuala Lumpur Wilayah Persekutuan on Monday, 29 June 2020 at 11.00 a.m., or immediately following the conclusion or adjournment (as the case may be) of the postponed Fourteenth Annual General Meeting of Wellcall, which will be held at the same venue on the same day at 10.00 a.m., or any adjournment, whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution :-

ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED SHAREHOLDERS’ MANDATE”)

“THAT subject to the Companies Act, 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiary to enter into all arrangements and/or transactions as set out in the Circular to Shareholders dated 13 March 2020 involving the interests of Directors, major shareholders or persons connected with Directors or major shareholders (“Related Parties”) of the Company and/or its subsidiary provided that such arrangements and/or transactions are :-

- (i) recurrent transactions of a revenue or trading nature;
- (ii) necessary for the Group’s day-to-day operations;
- (iii) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (iv) are not to the detriment of minority shareholders of the Company.

(hereinafter referred to as “Mandate”).

THAT such authority shall commence upon the passing of this ordinary resolution and shall continue to be in force until :-

- (i) the conclusion of the next Annual General Meeting of the Company following the Annual General Meeting at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act, 2016;
or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in General Meeting;

whichever is earlier.

AND THAT the Directors be and are hereby empowered to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Mandate, with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

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 : 29 May 2020

Notes:-

1. *A member of the Company who is entitled to attend, speak and vote at this meeting 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.*
2. *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.*
3. *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.*
4. *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.
5. *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.*
6. *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 Poll Administrator's Office at 54B Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, Malaysia or email to agm2020@welcall.com.my 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.*
7. *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.*
8. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 June 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this meeting.*
9. *Any alteration in the form of proxy must be initialled.*
10. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of the postponed EGM will be put to the vote by poll.*

General Meeting Record of Depositors

To determine whether a member is entitled to attend, speak and vote at this meeting, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 64(4) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991,

to issue a General Meeting Record of Depositors as at 22 June 2020 shall be entitled to attend, speak and vote at this meeting or appoint proxy/proxies to attend and/or vote in his/her stead.

Personal data privacy:

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

- (i) 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 postponed EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the postponed EGM (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");
- (ii) 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
- (iii) 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.

Proxy Form

Number of Shares Held		CDS Account No.	
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*I/We _____ NRIC No. _____
 (Full Name in Capital Letters)

of _____
 (Full Address)

with email _____ Mobile phone number _____

being a *Member/Members of WELLCALL HOLDINGS BERHAD, do hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of shareholding	
		No of shares	%
Address			
Email Address			
Mobile Phone No.			

and/or

Full Name (in Block)	NRIC/Passport No.	Proportion of shareholding	
		No of shares	%
Address			
Email Address			
Mobile Phone No.			

or failing whom, the CHAIRMAN of the General Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the postponed Extraordinary General Meeting ("EGM") to be conducted entirely through live streaming from the Broadcast Venue at Sheraton Imperial Kuala Lumpur Hotel, Room DO@M, M-Floor, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan on Monday, 29 June 2020 at 11.00 a.m., or immediately following the conclusion or adjournment (as the case may be) of the postponed Fourteenth Annual General Meeting of Wellcall, which will be held at the same venue on the same day at 10.00 a.m., or any adjournment, whichever is later.

*My/our *proxy/proxies shall vote as follows :-

Please indicate with an "X" in the space provided below how you wish your votes to be casted. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain for voting at his(her) discretion.

No	Agenda	For	Against
1	ORDINARY RESOLUTION – PROPOSED SHAREHOLDERS' MANDATE		

As witness *my/our hand this _____ day of _____

 Signature of *Member/Common Seal

*Strike out whichever not applicable.

Notes:-

1. *A member of the Company who is entitled to attend, speak and vote at this meeting 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.*
2. *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.*
3. *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.*
4. *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.

5. *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.*
6. *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 the Poll Administrator's Office at 54B Damai Complex, Jalan Lumut, 50400 Kuala Lumpur, Malaysia or email to agm2020@welcall.com.my 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.*
7. *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.*
8. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 22 June 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this meeting.*
9. *Any alteration in the form of proxy must be initialled.*
10. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of the postponed EGM will be put to the vote by poll.*

Additional Notes :-

- (a) The Form of Proxy for the Postponed EGM SUPERSEDES the Form of Proxy for the earlier scheduled EGM that was circulated on 13 March 2020, which is no longer applicable.
- (b) If you have submitted the Form of Proxy circulated on 13 March 2020, you will still need to submit the Form of Proxy for the Postponed EGM to appoint your proxy(ies). Should you wish to personally participate at the Postponed EGM remotely, please register electronically via <https://cutt.ly/TyDBXGQ> by the registration cut-off date and time.
- (c) Please refer to the Administrative Guide on the Conduct of a Fully Virtual General Meeting at https://www.welcallholdings.com/Bursa_Announcements_Year_2020.aspx for further details.

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the postponed EGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of the postponed EGM dated 29 May 2020.

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Stamp

The Poll Administrator
WELLCALL HOLDINGS BERHAD
[Registration No. 200501025213 (707346-W)]
54B Jalan Lumut, Damai Complex
50400 Kuala Lumpur

REQUEST FORM FOR PRINTED COPY OF DOCUMENTS

Dear Shareholder,

Thank you for your continuous support to the Company. We are pleased to inform that the printed copy of the following is available upon request:

- Notice of the postponed EGM and the revised Proxy Form
- Circular to Shareholders in relation to the Proposed New Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue or Trading Nature

Should you require a printed copy of the abovementioned documents, kindly complete this form and return the same to us by fax to +603 7890 4700 or email to Martini.Matsom@boardroomlimited.com. The printed copy of the Circular would be forwarded to you within four (4) market days from the date receipt of this form.

Full Name : _____

Email address : _____
:

I/C No. / Company No. _____

Mailing Address : _____

Signature of Shareholder : _____

Date : _____

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The Share Registrar of
WELCALL HOLDINGS BERHAD
C/O BOARDROOM SHARE REGISTRARS SDN BHD
11th Floor, Menara Symphony
No.5, Jalan Prof. Khoo Kay Kim, Seksyen 13
46200 Petaling Jaya, Selangor, Malaysia
