



WINTONI GROUP BERHAD
(Registration No: 200701008533 (766535-P))
(Incorporated In Malaysia)

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held **FULLY VIRTUAL** through live streaming from the Broadcast Venue at Level 10, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur and online remote participation using remote participation and voting facilities on Tuesday, 30 June 2020 at 3.00 p.m. ("**9th AGM**"), for the following purposes:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial years ended 31 December 2015, 31 December 2016, 31 December 2017, 31 December 2018, and 31 December 2019 together with the Directors' and Auditors' Reports thereon. **Please refer to Explanatory Note 1**
- To approve the payment of Directors' fees of up to RM79,500 and benefits payable to the Non-Executive Directors up to an amount of RM7,200 from 1 November 2019 until the next Annual General Meeting. **Ordinary Resolution 1**
- To re-elect the following Directors who are retiring in accordance with Article 83 of the Company's Constitution (or otherwise known as the Memorandum and Articles of Association) ("**Constitution**"):-
(a) Encik Mohd Nasir Bin Salleh **Ordinary Resolution 2**
(b) Mr Cheah Kwong Lee **Ordinary Resolution 3**
- To re-elect the following Directors who are retiring in accordance with Article 90 of the Company's Constitution:-
(a) Encik Kamal Bin Abdul Aziz **Ordinary Resolution 4**
(b) Mr Yeo Chen Ying **Ordinary Resolution 5**
(c) Mr Ah Kow @ Choo Ah Kow **Ordinary Resolution 6**
- To re-appoint Messrs. CAS Malaysia PLT as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:-

- Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016** **Ordinary Resolution 8**
"THAT subject always to the Companies Act 2016 ("**Act**"), the Constitution of the Company, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and 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 total number of issued shares of the Company at the time of issue **AND THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Securities **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given, or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier." **Please refer to Explanatory Note 2**
- Proposed Adoption of New Constitution of the Company ("Proposed Adoption of New Constitution")** **Special Resolution**
"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 be and is hereby adopted as the Constitution of the Company. **Please refer to Explanatory Note 3**
AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/ or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing."
Please refer to Explanatory Note 3
- To transact any other business of the Company of which due notice shall be given in accordance with the Company's Constitution and the Act. **Please refer to Explanatory Note 3**

By Order of the Board

WINTONI GROUP BERHAD

WONG YOUN KIM
Company Secretary

Kuala Lumpur

Dated this 8 June 2020

NOTES:

- A member of the Company entitled to be present and vote at the meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company and need not be an advocate, an approved company auditor or a person appointed by the Registrar of Companies.
- A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- If the appointer is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of its attorney.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), as defined under the Securities Industry (Central Depositories) Act 1991 there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- A proxy appointed to attend and vote in a meeting of the Company shall have the same rights as the member to speak at the meeting.
- The duly completed Proxy Form must be deposited at the registered office of the Company at HMC Corporate Services Sdn Bhd, Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- General Meeting Record of Depositors**
For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd in accordance with Article 59 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 24 June 2020. Only a depositor whose name appears on the Record of Depositors as at 24 June 2020 shall be entitled to attend this meeting or appoint proxy/proxies to attend and/or vote in his stead.
- In view of the Covid-19 health concerns, the 9th AGM will be conducted fully virtual via live streaming and remote participation and voting facilities. The Company has appointed HMC Corporate Services Sdn Bhd as the Poll Administrator for the 9th AGM to facilitate the remote participation and voting facilities. Please follow the procedures set out in the Administrative Guide for the 9th AGM which is attached to the Notice of the 9th AGM to register, participate, speak and vote remotely.
- The Broadcast Venue of the 9th AGM is strictly for the purpose of complying with Section 327(2) of the Act which stipulates that the Chairman shall be at the main venue of the 9th AGM. Members will not be allowed to attend the 9th AGM in person at the Broadcast Venue on the day of the 9th AGM.
- Pursuant to Rule 8.31A of the Listing Requirements, all resolutions set out in the Notice of the 9th AGM will be put to vote by poll.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- Item 1 of the Agenda - Audited Financial Statements for the Financial Years Ended 31 December 2015, 31 December 2016, 31 December 2017, 31 December 2018, and 31 December 2019**
The Audited Financial Statements are for discussion only as the approval of the shareholders is not required pursuant to the provisions of Section 340(1)(a) of the Act. Hence, this Agenda is not put forward for voting by the shareholders of the Company.
- Ordinary Resolution 8 - Authority to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolution 8 under item 6 above, if passed, will empower the Directors of the Company, from the date of the 9th AGM, with the authority to issue and allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company after the approval was given, or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.
This general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring cost and time. The purpose of this general mandate is for fund raising exercises including but not limited to further placement of shares for the purpose of funding current and/or future investment projects, working capital and/ or acquisitions, which the Directors of the Company consider to be in the best interest of the Company. As at the date of this notice of meeting, no new shares have been issued pursuant to the general mandate granted at the Seventh Annual General Meeting of the Company.
- Special Resolution - Proposed Adoption of New Constitution of the Company**
The proposed Special Resolution, if passed, will align the new Constitution of the Company with the Companies Act 2016 and the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The proposed new Constitution is set out in Appendix I, a copy of which is despatched together with the Company's Annual Report 2016 - 2019.