



W Z S A T U B E R H A D

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Registration No. 200401027590 (666098-X)
(Incorporated in Malaysia)

NOTIFICATION TO SHAREHOLDERS

The Company had earlier issued its Notice of Postponed Extraordinary General Meeting, which was scheduled to be held at Grand Ballroom, Level 1, Zenith Putrajaya, No. 1, Jalan P2A, Presint 2, 62100 Putrajaya, Wilayah Persekutuan Putrajaya on Wednesday, 29 April 2020 at 10:30 a.m. However, due to the Coronavirus Disease (Covid-19) pandemic and the extension of the Movement Control Order (“MCO”) period in Malaysia, the Postponed Extraordinary General Meeting could not be held as scheduled.

The Board of Directors of the Company wishes to inform that Postponed Extraordinary General Meeting of the Company is now scheduled to be held on Tuesday, 4 August 2020 at 10:30 a.m. as per details set out in Notice of Postponed Extraordinary General Meeting below.

All the agenda items as stated in the Notice of the Postponed Extraordinary General Meeting dated 20 March 2020 remain unchanged.

NOTICE OF POSTPONED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a postponed Extraordinary General Meeting (“EGM”) of WZ Satu Berhad (“WZ Satu” or “Company”) will be held at Grand Ballroom, Level 1, Zenith Putrajaya, No. 1, Jalan P2A, Presint 2, 62100 Putrajaya, Wilayah Persekutuan Putrajaya on Tuesday, 4 August 2020 at 10:30 a.m. or at any adjournment of the postponed EGM, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN WZ SATU (“ICPS”) TOGETHER WITH FREE DETACHABLE WARRANTS IN WZ SATU (“WARRANTS B”) TO THE ENTITLED SHAREHOLDERS OF WZ SATU AT AN ISSUE PRICE AND ENTITLEMENT BASIS TO BE DETERMINED AND ANNOUNCED LATER TO RAISE INDICATIVE GROSS PROCEEDS OF UP TO APPROXIMATELY RM70.7 MILLION (“PROPOSED RIGHTS ISSUE OF ICPS WITH WARRANTS”)

“**THAT**, subject to the passing of the Special Resolution as well as the approval of all relevant regulatory authorities or parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the ICPS, additional Warrants A (previously issued by the Company on 29 October 2014 constituted under the deed poll dated 9 October 2014) (“**Warrants A**”) (“**Deed Poll A**”) and Warrants B to be issued pursuant to the Proposed Rights Issue of ICPS with Warrants and the new ordinary shares in WZ Satu (“**Shares**”) to be issued pursuant to the conversion of the ICPS and exercise of Warrants B and additional Warrants A, the Board of Directors of the Company (“**Board**”) be and is hereby authorised:

- (i) to provisionally allot and issue by way of a renounceable rights issue of ICPS together with Warrants B to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board and announced by the Company at a later date (“**Entitlement Date**”) (“**Entitled Shareholders**”) and/or their renounee(s), on such entitlement basis to be determined by the Board later;
- (ii) to allot and issue the Warrants B in registered form to the Entitled Shareholders and/or their renounee(s) and Excess Applicants (as defined below), if any, who subscribed for and are allotted ICPS;
- (iii) to allot and issue such appropriate number of new additional Warrants A and to adjust from time to time the exercise price of the additional Warrants A under the provisions of Deed Poll A as a result of the Proposed Rights Issue of ICPS with Warrants and to allot and issue new Shares arising from the exercise of such additional Warrants A, if required; and
- (iv) to use the proceeds to be derived from the Proposed Rights Issue of ICPS with Warrants in the manner set out in **Section 2.8** of the circular to shareholders of the Company dated 3 March 2020 (“**Circular**”) and vary the manner and/or purpose of use of such proceeds as it may deem fit and in the best interests of the Company.

THAT the ICPS which are not taken up or validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons (“**Excess Applicants**”) and to be allocated in a fair and equitable manner on a basis to be determined by the Board in its absolute discretion.

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the ICPS, additional Warrants A and Warrants B that may arise from the Proposed Rights Issue of ICPS with Warrants, in a fair and equitable manner as it shall in its absolute discretion deem fit and expedient, and to be in the interests of the Company.

THAT approval be and is hereby given to the Board to determine the entitlement basis, issue price and conversion price of the ICPS.

THAT approval be and is hereby given to the Board to determine the entitlement basis and exercise price of the Warrants B.

THAT the ICPS are unsecured and shall upon allotment and issue, rank equally amongst themselves and shall rank in priority to any other class of shares in the capital of the Company but shall rank behind all secured and unsecured obligations of the Company, except that:

- (i) they will not be entitled to any rights, allotments and/or other distributions that may be declared by the Company in respect of the Shares; and
- (ii) they carry no right to vote at any general meeting of the Company except with regards to proposal that directly affects the rights and privileges attached to the ICPS or to wind-up the Company or during the winding-up of the Company.

THAT in the event of liquidation or winding-up of the Company:

- (i) the assets of the Company shall be distributed first to the holders of the ICPS in full of the amount which is equal to the issue price for each ICPS, provided that there shall be no further right for the holders of the ICPS to participate in any surplus profits of WZ Satu; and
- (ii) in the event that the Company has insufficient assets to permit payment of the full issue price to the holders of ICPS, the assets of the Company shall be distributed pro rata on an equal priority to the holders of ICPS in proportion to the amount that each holder of ICPS would otherwise be entitled to receive.

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of new Shares arising from the conversion of the ICPS by the holders of the ICPS from time to time during the tenure of the ICPS at no additional cost or consideration.

THAT the new Shares to be issued upon conversion of the ICPS and the exercise of Warrants B and additional Warrants A shall upon allotment and issue, rank equally in all respects with the then existing Shares, save and except that the holders of such new Shares will not be entitled to any dividends, rights, allotments and/or any other distributions that may be declared, made or paid to the shareholders, the entitlement date of which is before the date of allotment of such new Shares to be issued upon the conversion of the ICPS, exercise of Warrants B and additional Warrants A.

THAT approval be and is hereby given to the Board to enter into and execute the deed poll constituting the Warrants B ("**Deed Poll B**") and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll B (including, without limitation, the affixing of the Company's common seal, where necessary).

THAT approval be and is hereby given to the Board to allot and issue such appropriate number of Warrants B in registered form to the Entitled Shareholders and/or their renounee(s), as the case may be and the Excess Applicants, if any, who has subscribed for and are allotted the ICPS, each Warrant B conferring the right to subscribe for 1 new Share at an exercise price to be determined and announced by the Board at a later date, subject to any provisions for adjustment to the rights attached to the Warrants B in accordance with the provisions of Deed Poll B to be executed.

THAT approval be and is hereby given to the Board to allot and issue such number of new Shares arising from the exercise of Warrants B in accordance to the Deed Poll B.

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue of ICPS with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue of ICPS with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to give effect to variations, amendments and resubmissions in connection with the Proposed Rights Issue of ICPS with Warrants, including where necessary varying the number of ICPS and Warrants B to be issued, which may necessitate withdrawing the existing listing application in relation to the Proposed Rights Issue of ICPS with Warrants and re-submitting a revised listing application to Bursa Securities to seek its approval for the listing of and quotation for further ICPS and Warrants B and additional Warrants A and new Shares to be issued arising from the conversion of the ICPS and exercise of the Warrants B and additional Warrants A, and to take all steps as it considers necessary in connection with the Proposed Rights Issue of ICPS with Warrants in order to implement, complete and give full effect to the Proposed Rights Issue of ICPS with Warrants.

AND THAT this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all ICPS, Warrants B, additional Warrants A (if any) and new Shares to be issued in connection with the Proposed Rights Issue of ICPS with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue of ICPS with Warrants."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED AMENDMENTS")

"**THAT**, subject to the passing of the Ordinary Resolution and the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board to amend the Constitution of the Company in the manner as set out in **Appendix III** of the Circular;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Amendments."

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)

YAU JYE YEE (SSM PC NO. 202008000733) (MAICSA 7059233)

Company Secretaries

Kuala Lumpur

13 July 2020

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 27 July 2020 (General Meeting Record of Depositors) shall be eligible to attend the postponed EGM.*
2. *A member entitled to attend and vote at the postponed EGM is entitled to appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
3. *A proxy may but does not need to be a member of the Company. Notwithstanding this, a member entitled to attend and vote at the postponed EGM is entitled to appoint any person as his proxy to attend and vote instead of the member at the postponed EGM. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the postponed EGM shall have the same rights as the member to speak at the postponed EGM.*
4. *In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.*
5. *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.*
6. *The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the postponed EGM or any adjournment thereof.*

Additional Notes:

1. *Please refer to the Administrative Guide on the precautionary measures due to the Coronavirus Disease Covid-19) pandemic.*
2. *The Form of Proxy despatched together with the Notice of postponed Extraordinary General Meeting dated 13 July 2020 ("**Revised Proxy Form**") shall **supersede** the Forms of Proxy circulated earlier on 3 March 2020 and 20 March 2020 respectively ("**Initial Form of Proxy**").*
3. *If you have deposited the Initial Form of Proxy at the Registered Office earlier, you will need to execute and deposit the Revised Proxy Form issued on 13 July 2020 in order to appoint your proxy(ies) for this Postponed EGM.*

FORM OF PROXY

WZ SATU BERHAD
(Registration No. 200401027590)
(666098-X)
(Incorporated in Malaysia)



W Z S A T U B E R H A D
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CDS Account No.	
Number of ordinary shares held	

*I/We (full name), _____
bearing *NRIC No./Passport
No./Registration No. _____
of (full
address) _____
being a *member/members of WZ Satu Berhad (the "Company") hereby appoint:

First Proxy "A"

Full Name	NRIC / Passport No. / Company No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address			

and/or failing *him/her,

Second Proxy "B"

Full Name	NRIC / Passport No. / Company No.	Proportion of Shareholdings Represented	
		No. of Shares	%
Full Address			

or failing *him/her, the *Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the postponed Extraordinary General Meeting of the Company to be held at Grand Ballroom, Level 1, Zenith Putrajaya, No. 1, Jalan P2A, Presint 2, 62100 Putrajaya, Wilayah Persekutuan Putrajaya on Tuesday, 4 August 2020 at 10:30 a.m. or at any adjournment thereof.

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

No.	RESOLUTIONS	FOR	AGAINST
1.	Ordinary Resolution - Proposed Rights Issue of ICPS with Warrants		
2.	Special Resolution - Proposed Amendments		

As witness my/our hand(s) this day _____ of _____ 2020.

*Signature of Member/Common Seal

* Strike out whichever not applicable



Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 27 July 2020 (General Meeting Record of Depositors) shall be eligible to attend the postponed EGM.*
2. *A member entitled to attend and vote at the postponed EGM is entitled to appoint more than one (1) proxy to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
3. *A proxy may but does not need to be a member of the Company. Notwithstanding this, a member entitled to attend and vote at the postponed EGM is entitled to appoint any person as his proxy to attend and vote instead of the member at the postponed EGM. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the postponed EGM shall have the same rights as the member to speak at the postponed EGM.*
4. *In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of an officer or attorney duly authorised.*
5. *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.*
6. *The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time for holding the postponed EGM or any adjournment thereof.*

Additional Notes:

1. *Please refer to the Administrative Guide on the precautionary measures due to the Coronavirus Disease Covid-19) pandemic.*
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3. *If you have deposited the Initial Form of Proxy at the Registered Office earlier, you will need to execute and deposit the Revised Proxy Form issued on 13 July 2020 in order to appoint your proxy(ies) for this Postponed EGM.*

Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretaries
WZ SATU BERHAD
[200401027590 (666098-X)]
Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan

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WZ SATU BERHAD

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Registration No. 200401027590 (666098-X)
(Incorporated in Malaysia)
("Company")

**ADMINISTRATIVE GUIDE FOR SHAREHOLDERS AND/OR PROXIES
ATTENDING THE POSTPONED EXTRAORDINARY GENERAL MEETING
("POSTPONED EGM")/ EXTRAORDINARY GENERAL MEETING
("EGM")(COLLECTIVELY CALLED "EGMs")**

1. Date, Time and Venue of EGMs

- Date : Tuesday, 4 August 2020
Time : 10.30 a.m. (Postponed EGM)
11.30 a.m. (EGM), or immediately following the conclusion or the adjournment (as the case may be) of the Postponed EGM of WZ Satu, whichever is later
Venue : Grand Ballroom, Level 1, Zenith Putrajaya, No.1, Jalan P2A, Presint 2, 62100 Putrajaya, Wilayah Persekutuan Putrajaya

2. Entitlement to Attend

In respect of deposited securities, only members whose names appear in the Record of Depositors on **27 July 2020** (General Meeting Record of Depositors) shall be eligible to attend the EGMs.

3. Prior Registration of Attendance

Shareholders who wish to attend the EGMs in person are requested to **PRE-REGISTER** and provide the following details by email to info@sshsb.com.my, before 27 July 2020:-

- a. Full name
- b. Identity card no./Passport no.
- c. CDS account number
- d. Mobile phone number

After verification of your registration against the Record of Depositors as at **27 July 2020**, the Company's Share Registrar will send you an e-mail on or after 28 July 2020 to approve or reject your registration to attend physically at the meeting venue.

This is to allow the Company to make the necessary arrangement at the EGMs day including in relation to the logistics.



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(Incorporated in Malaysia)
("Company")

4. Lodgement of Proxy Form of EGMs

If you are unable to attend the EGMs and wish to appoint a proxy to vote on your behalf, please deposit your Proxy Form at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan in accordance with the notes and instructions printed therein, not later than 48 hours before the following deadlines:

Postponed EGM : latest by Sunday, 2 August 2020 at 10.30 a.m.
EGM : latest by Sunday, 2 August 2020 at 11.30 a.m.

5. Registration

- a. Registration will commence at 8.30 a.m. on Tuesday, 4 August 2020.
- b. Please read the signage to ascertain the registration counter to register yourself for the EGMs and join the queue accordingly.
- c. Please produce your original identity card ("IC")/passport to the Share Registrar for verification. Please make sure you collect your IC/passport thereafter.
- d. After the verification, you are required to write your name, contact number, arrival time, temperature reading and sign on the attendance list placed at the registration counter.
- e. After registration, shareholders will be given a wristband. Shareholders are required to put on for voting purpose later.
- f. **NO** person will be allowed to register on behalf of another person even with the original IC/passport of that other person.
- g. If you have any questions, please proceed to the Company's Helpdesk at the registration counter.

6. Door gifts and refreshments

There will be no distribution/provision of door gifts for the EGMs. Due to social distancing, buffet refreshment will not be served. Only packed food will be distributed by the hotel staff.



W Z SATU BERHAD

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("Company")

7. Parking

There will be a flat parking fee of RM15 per entry to the venue.

8. Coronavirus Disease (COVID-19) Outbreak

- a. **Personal attendance is not recommended** and shareholders are encouraged to appoint the Chairman of the meeting as their proxy to cast their votes. You may submit your Proxy Forms with pre-determined voting instructions for the Chairman to vote on behalf.
- b. The shareholders are encouraged to submit questions in relation to the agenda items of the EGMs and email your questions to info@wzs.my, **latest by Tuesday, 28 July 2020 at 10:30 a.m.** The Company shall endeavour to address all your questions and together with the responses to these questions during the EGMs.
- c. Attendees who wish to attend the EGMs are **required to declare** that they **have not** travelled to or transited through or travelled/been in contact with a person who has travelled to or transited through those countries affected by Covid-19 over the last 14 days and they **DO NOT HAVE** symptoms of the Covid-19 and if they do, they are to refrain from attending the EGMs.
- d. Attendees are advised:-
 - i. Not to attend the EGMs if they had been in **physical contact with a person infected** with COVID-19.
 - ii. To seek medical advice and obtain **medical clearance** before attending the EGMs if the attendees had travelled to countries affected by Covid-19 or if they have symptoms such as fever, cough, shortness of breath, running nose, sore throat or respiratory tract infection.
- e. As a precautionary measure, we will be conducting temperature checks on all persons upon arrival at the EGMs venue. If a member has temperature **above 37.5 Celsius** or showed symptoms of respiratory illness such as coughing and sneezing, he/she will be declined from entering into the venue.
- f. The attendees are strongly advised:-



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(Incorporated in Malaysia)
("Company")

- i. To wear face mask before attending the EGMs and throughout the EGMs.
 - ii. To maintain a good personal hygiene and use hand sanitiser whenever required.
 - iii. To cover your cough or sneeze with tissue, and wash your hands immediately.
 - iv. To maintain the social distancing of at least 1 metre apart.
- f. Attendees are **PROHIBITED** from gathering outside of the meeting venue **BEFORE** or **AFTER** the EGMs.
- g. In addition to the above, the Company will adhere to other applicable directives, safety and precautionary requirements as prescribed by the Government, the Ministry of Health, the Malaysian National Security Council, and other relevant authorities as announced from time to time until the date of the EGMs.

9. Enquiry

If you have any enquiries prior to the EGMs, please contact the following person during office hours:-

Share Registrar

Securities Services (Holdings) Sdn. Bhd.
Mr. Wong Piang Yoong
Senior Manager
Tel no : +603-2084 9168
Fax no : +603-2094 9940 / +603-2095 0292
Email : Piang.Yoong.Wong@sshshb.com.my

WZ Satu Berhad

Ms. Ratneswari Mahadevan
Tel no: +603-8964 6000
Fax no: +603-8964 6001
Email: ratneswari@wzs.my

10. Communication with Shareholders

Shareholders are advised to monitor the Company's website and Bursa Malaysia Securities Berhad's website from time to time for any changes or updated information to the EGMs arrangements (if any).