



**WMG**  
SINCE 1979

**WMG HOLDINGS BHD.**

Registration No. 201501041664 (1166985-X)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the NINTH ANNUAL GENERAL MEETING of the Company ("9th AGM") will be held at Wisma WMG, Ground Floor, Lot 1 & 2, Jalan Indah Jaya, Taman Indah Jaya, Jalan Lintas Selatan, 90000 Sandakan, Sabah on 25 June 2024 at 11.00 a.m. to transact the following businesses:

**AGENDA**

**Resolution No**

**Ordinary Business**

1. To receive the Audited Financial Statements for the year ended 31 December 2023 and the reports of the Directors and Auditors thereon. (Please refer Note a) **1**
2. To re-elect the following Directors retiring in accordance with Article 125 of the Company's Constitution:-
  - (a) Hajah Shakinur Ain Binti Hj Karama **1**
  - (b) Lim Ted Hing **2**
3. To approve payment of Directors' fees of RM80,000 for the financial year ended 31 December 2023. (Please see Note g) **3**
4. To approve payment of allowances to Non-Executive Directors up to an amount of RM250,000 for the period from July 2024 until June 2025. (Please see Note g) **4**
5. To re-appoint Auditors and authorise the Directors to fix their remuneration. **5**

**Special Business**

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

6. **ORDINARY RESOLUTION**  
**Proposed Renewal Of Shareholders' Mandate For Recurrent Related Parties Transactions Of A Revenue Or Trading Nature** **6**

"That subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries shall be mandated to enter into the recurrent related parties transactions of a revenue or trading nature and with those related parties as specified in Section 2.3.2 of the Circular to Shareholders dated 30 April 2024 subject to the following:-

- (i) that the transactions are in the ordinary course of business, made on arm's length and on normal commercial terms and are on terms not more favourable than those generally available to the public and not to the detriment of the minority shareholders;
- (ii) that disclosure is made in the annual report, of the breakdown of the aggregate value of transactions conducted pursuant to the Shareholders' mandate during the financial year based on the type of recurrent transactions made and the related parties involved;
- (iii) that the authority conferred by such mandate shall continue to be in force from the date of this resolution, unless revoked or varied by resolution passed by shareholders of the Company at a general meeting, until the conclusion of the next annual general meeting of the Company or after the date it is required to be held pursuant to Section 340(1) of the Companies Act 2016 ("Act") but shall not extend to such extension as may be allowed pursuant to Section 340(2) of the Act; and
- (iv) that the Directors and/or any one of them be and are hereby authorised to complete and to do all such acts and things, including executing such documents as may be required, to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."  
(Please see Explanatory Note h)

7. **ORDINARY RESOLUTION**  
**Authority To Issue And Allot New Ordinary Shares** **7**

"THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to issue and allot new ordinary shares in the Company from time to time and upon such terms and conditions, to such persons and for such purposes as the Directors may deem fit PROVIDED THAT the aggregate number of new ordinary shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued ordinary shares of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, AND THAT the Directors are further authorised to do all such things as they deem fit and expedient in the best interest of the Company to give effect to the issuance of new ordinary shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional new ordinary shares so issued on Bursa Securities pursuant to this resolution."  
(Please see Explanatory Note i)

8. To transact any other business of an ordinary meeting of which due notice has been given.

**BY ORDER OF THE BOARD**

**THIEN VUI HENG (MIA 5970)**

SSM Practising Certificate No. 202008000028

**CHUNG CHEN VUI (MIA 7384)**

SSM Practising Certificate No. 202008000649

Company Secretaries

Sandakan, Sabah

30 April 2024

**NOTES:**

- a) Item 1 of the Agenda 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.
- b) A member of the Company who is entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on a show of hands or on a poll in his stead. A proxy need not be a member of the Company.
- c) In the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of some officer of the corporation duly authorised in that behalf.
- d) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
- e) The instrument appointing a proxy must be deposited at the Company's Registered Office situated at Wisma WMG, Lot 1 & 2, Jalan Indah Jaya, Taman Indah Jaya, Jalan Lintas Selatan, 90000 Sandakan, Sabah not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
- f) For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall request Bursa Malaysia Depository Sdn Bhd in accordance with Article 36(1) 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 19 June 2024. Only a depositor whose name appears therein shall be entitled to attend this meeting or appoint a proxy to attend and/or vote on his stead.
- g) Directors' Remuneration  
Section 230(1) of the Companies Act 2016 provides, inter alia, that "the fees" of the directors and "any benefits" payable to directors of a listed company and its subsidiaries shall be approved at a general meeting. Hence, shareholders' approval is sought for:-
  - (i) Payment of Directors' fees of RM80,000 for the eight (8) Directors of the Company pursuant to Ordinary Resolution 3; and
  - (ii) Directors' allowances payable to the three (3) Non-Executive Directors of the Company of up to RM250,000 for 12 months from July 2024 until June 2025 pursuant to Ordinary Resolution 4.

**Explanatory Notes on Special Business:-**

**h) Ordinary Resolution (Resolution 6)**  
Ordinary Resolution No 6, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related parties transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. This authority will expire at the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held, unless revoked or varied by an ordinary resolution of the shareholders of the Company in a General Meeting, whichever is earlier.

Further information on the Proposed Renewal of the Shareholders' Mandate is set out in the attached Circular to Shareholders dated 30 April 2024 which is despatched with the Company's 2023 Annual Report.

- i) Ordinary Resolution (Resolution 7)**  
Ordinary Resolution No 7, if passed, will authorise the Directors to issue and allot up to a maximum of 10% of the total number of issued ordinary shares in the Company for the time being for such purposes as the Directors deem fit and in the 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.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 23 June 2023. The Company did not utilise the mandate that was approved last year. This general mandate will give flexibility to the Company for any possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings, acquisitions and/or issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit and in the best interest of the Company.