



WEGMANS HOLDINGS BERHAD

Registration No. : 201701005154 (1219319 - D)
(Incorporated in Malaysia)

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting of **WEGMANS HOLDINGS BERHAD** ("the Company") will be conducted entirely through live streaming from the Meeting Venue at No. 5 (2nd Floor), Jalan Pesta 1/1, Taman Tun Dr. Ismail 1, Jalan Bakri, 84000 Muar, Johor on Thursday, 24 June 2021 at 2.30 p.m. to transact the following businesses:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of Directors and Auditors thereon.
2. To approve the payment of Directors' fees and benefits up to RM240,000.00 for the financial year ending 31 December 2021 payable quarterly in arrears after each quarter of completed service of the Directors during the subject financial year. **(Ordinary Resolution 1)**
3. To re-elect Maziah Binti Md Yamin, Director who retire in accordance with Clause 90 of the Company's Constitution. **(Ordinary Resolution 2)**
4. To re-elect Faam Chang Pooh, Director who retire in accordance with Clause 98 of the Company's Constitution. **(Ordinary Resolution 3)**
5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution with or without any modifications as ordinary resolution:-

6. **Proposed renewal of authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act 2016 ("the Act")** **(Ordinary Resolution 5)**

"THAT, subject always to the Act, Constitution of the Company and approval and requirements of the relevant governmental and/or regulatory authorities (where applicable), the Directors of the Company be hereby empowered pursuant to Section 75 of the Act, to allot and issue new ordinary shares in the Company, from time to time and upon such terms and conditions and for such purposes and to such persons whomsoever the Directors may, in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of the issued shares of the Company for the time being AND THAT the Board of Directors be hereby also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities")."

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7. Special Resolution

Proposed amendments to the Constitution of the Company

(Special Resolution 1)

"THAT the proposed amendments to the Constitution of the Company ("Proposed Amendments") as set out in the Appendix 1 attached to the Annual Report 2020 be hereby approved AND THAT the Directors and/or the Secretary of the Company be hereby authorised to take all steps as are necessary and expedite in order to implement, finalise and give full effect to the Proposed Amendments."

8. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

NG MEI WAN

(SSM Practicing Certificate No.: 201908000801) (MIA 28862)

TAN HUI KHIM

(SSM Practicing Certificate No.: 201908000859) (LS 0009936)

Company Secretaries

Muar, Johor Darul Takzim

25 May 2021

NOTES:

1. IMPORTANT NOTICE

The Meeting Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders/proxies/corporate representatives/attorneys **WILL NOT BE ALLOWED** to attend the Fourth Annual General Meeting ("AGM") in person at the Meeting Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its **TIIH Online** website at <https://tiih.online>.

2. Only depositors whose names appear in the Record of Depositors as at 17 June 2021 shall be regarded as members and be entitled to attend, participate, speak and vote at the AGM.
3. A member shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead pursuant to Section 334 of the Act. There shall be no restriction as to the qualification of the proxy. A member who has appointed a proxy or authorised representative at the AGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. **Please refer to the Administrative Details of AGM.**

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4. 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.
5. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her shareholding to be represented by each proxy.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing. If the appointer is a corporation, the instrument must be executed under its Common Seal or under the hand of an attorney so authorised. Any alterations in the Proxy Form must be initialed by the member.
7. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/her/their proxy, provided always that the rest of the form of proxy, other than the particulars of the proxy, have been duly completed by the member(s).
8. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney, must be deposited at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or by electronic lodgement via TIIH Online website at <https://tiih.online> not less than twenty-four (24) hours before the time appointed for holding the AGM or any adjournment thereof as Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities requires all resolutions set out in the Notice of AGM to vote by way of poll. **For electronic lodgement please refer to the Administrative Details of AGM.**

EXPLANATORY NOTES TO THE AGENDA

9. **Item 1 of the Agenda**
Audited Financial Statements

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of the shareholders and hence, is not put forward for voting.

10. **Item 2 of the Agenda - Ordinary Resolution 1**

Directors' fees and benefits approved for the financial year ended 31 December 2020 was RM240,000.00. The Directors' fees and benefits proposed for the financial year ending 31 December 2021 are calculated based on the number of scheduled Board and Committee Meetings for 2021 and assuming that all the Directors will hold office until the end of the subject financial year.

This resolution is to facilitate payment of Directors' fees and benefits on a quarterly basis and/or as and when required. In the event the Directors' fees proposed are insufficient (e.g. due to more meetings), approval will be sought at the next AGM for additional fees and benefits to meet the shortfall.

11. **Item 6 of the Agenda - Ordinary Resolution 5**
Proposed renewal of authority for Directors to Allot and Issue Shares pursuant to Section 75 of the Act

- (a) The proposed Ordinary Resolution no. 5, if passed, will grant a mandate ("General Mandate") empowering the Directors of the Company, from the date of the Fourth AGM to allot and issue shares in the Company up to an amount not exceeding ten percent (10%) of the total issued and paid-up capital of the Company for the time being for such purposes as they may deem fit and in the interest of the Company. This authority, unless revoked or varied at a general meeting shall continue to be in full force until the conclusion of the next AGM of the Company.

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- (b) The General Mandate is a renewal of the previous mandate obtained at the last AGM held on 29 July 2020 which will expire at the conclusion of the forthcoming AGM.

Pursuant to the previous mandate, the Company had issued and listed a total of 50,030,800 ordinary shares representing 20% of the total issued and paid-up capital of the Company on Bursa Securities via acquisition by the Company of 900,000 ordinary shares in Wison Screw Industries Sdn. Bhd. ("WSI"), representing 90% of the total number of issued share capital of WSI, from BS Value Sdn. Bhd. and Kek Wee Beng for a total purchase consideration of RM16,200,000.00 fully satisfied by the Company allotting and issuing 50,030,800 new ordinary shares in the Company ("Wegmans Shares") at an issue price of RM0.3238 per Wegmans Share and cash of RM26.96 which was completed on 5 April 2021.

- (c) The General Mandate, if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions.

12. **Item 9 of the Agenda - Special Resolution 1** **Proposed Amendments to the Constitution of the Company**

The proposed Special Resolution 1, if passed, will align the Constitution of the Company with Main Market Listing Requirements.

13. **ANNUAL REPORT**

The Annual Report for the financial year ended 31 December 2020 is now available at the Company's corporate website, www.wegmans.com.my. Printed copy of the Annual Report shall be provided to the shareholders upon request soonest possible from the date of receipt of the request.

Shareholder who wish to receive the printed Annual Report may request at <https://tiih.online> by select "Request for Annual Report" under the "Investor Services" to submit the request form electronically or contacting Tricor Investor & Issuing House Services Sdn. Bhd. [197101000970 (11324-H)] at 03-27839299 or email your request to is.enquiry@my.tricorglobal.com.