

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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WELLCALL HOLDINGS BERHAD

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Resolution in respect of the above will be tabled at the 15th Annual General Meeting ("**AGM**") of Wellcall Holdings Berhad's ("**Wellcall**" or "**Company**"), which will be held at iSpace, Level 21, Plaza VADS, No.1, Jalan Tun Mohd Fuad, Taman Tun Dr Ismail, 60000 Kuala Lumpur, Wilayah Persekutuan on Monday, 22 February 2021 at 10.00 a.m., or at any adjournment thereof. The Notice of AGM and the Form of Proxy are set out in the 2020 Annual Report of the Company issued with this Circular.

The Form of Proxy must be lodged at the Company's Share Registrar Office at Level 18, Plaza VADS, No. 1, Jalan Tun Mohd Fuad, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, Wilayah Persekutuan in not less than 48 hours before the time and date stipulated for the AGM as indicated below. The lodging of the Form of Proxy shall not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy : Saturday, 20 February 2021 at 10.00 a.m.
Day, date and time of the AGM : Monday, 22 February 2021 at 10.00 a.m.

This Circular is dated 22 January 2021

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	: Companies Act 2016, including any amendment made from time to time and any re-enactment thereof
“AGM”	: Annual General Meeting
“Board”	: Board of Directors of Wellcall
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	: Circular to shareholders in relation to the Proposed Renewal of Shareholders’ Mandate
“Company” or “Wellcall”	: Wellcall Holdings Berhad [Registration No. 200501025213 (707346-W)]
“Constitution”	: Constitution of the Company, as amended from time to time
“Director(s)”	: A natural person who holds a directorship in the Company, whether in an executive or non-executive capacity, and shall have the meaning given in Section 2 of the Act and Section 2(1) of the Capital Markets and Services Act 2007
“EGM”	: Extraordinary General Meeting
“FPE”	: Financial period ended
“FYE”	: Financial year ended
“Global Rubber”	: Global Rubber Industry (M) Sdn Bhd [Registration No. 201901016917 (1326245-M)]
“Group” or “Wellcall Group”	: Wellcall, its subsidiary and its joint venture company
“Interested Directors”	: Huang Yu Fen, Huang Sha, Huang Kai Lin, Leong Hon Chong, Tan Kang Foon and Tan Kang Seng, collectively
“Listing Requirements”	: Main Market Listing Requirements of Bursa Securities
“LPD”	: 11 January 2021, being the latest practicable date prior to the printing of this Circular
“Major Shareholder(s)”	: A person who has (which includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other corporation which is its subsidiary or holding company) an interest or interests in one (1) or more voting shares in the Company and the aggregate number of those shares, is: (a) equal to 10% or more than 10% of the total number of voting shares in the Company; or (b) equal to 5% or more than 5% of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purposes of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act.

DEFINITIONS (cont'd)

“Mandate Period”	:	The period from the date of the forthcoming 15th AGM until the conclusion of the next AGM
“NA”	:	Net assets
“Person(s) Connected”	:	In relation to a Director or a Major Shareholder, means such person who falls under any one (1) of the categories as defined in Paragraph 1.01 of the Listing Requirements
“Proposed Renewal of Shareholders’ Mandate”	:	Proposed renewal of shareholders’ mandate for RRPT during the Mandate Period as set out in Section 2.3 herein
“RRPT or Recurrent Related Party Transaction(s)”	:	Related party transaction which is recurrent, of a revenue or trading nature which is necessary for the Group’s day-to-day operations and is entered into by the Group in the ordinary course of business which involves the interest, direct or indirect, of a Related Party
“Related Party”	:	A Director, Major Shareholder or Person Connected with such Director or Major Shareholder as defined under Chapters 1 and 10 of the Listing Requirements
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“TWSB”	:	Trelleborg Wellcall Sdn Bhd [Registration No. 201901009745 (1319073-X)]
“Wellcall” or “the Company”	:	Wellcall Holdings Berhad [Registration No. 200501025213 (707346-W)]
“Wellcall Hose”	:	Wellcall Hose (M) Sdn Bhd [Registration No. 199501014529 (343730-A)]

All references to “you” in this Circular are references to the shareholders of Wellcall.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. Any references to persons shall include a company or a corporation.

Any reference in this Circular to any legislation, statute or statutory provision is a reference to that legislation, statute or statutory provision as for the time being amended or re-enacted. Any word defined in the Act or Listing Requirements thereof and used in this Circular shall where applicable, have the meaning ascribed to it under the Act or Listing Requirements. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Any discrepancy in the figures included in this Circular between the amounts stated and the totals thereof are due to rounding. Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are also due to rounding.

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WELLCALL HOLDINGS BERHAD

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

Registered Office

No. 4-1, Kompleks Niaga Melaka Perdana
Jalan KNMP 3
Bukit Katil
75450 Melaka

22 January 2021

The Board of Directors:

Datuk Ng Peng Hong @ Ng Peng Hay (*Group Independent Non-Executive Chairman*)
Huang Sha (*Group Non-Independent Managing Director*)
Leong Hon Chong (*Non-Independent Executive Director*)
Huang Yu Fen (*Non-Independent Executive Director*)
Tan Kang Seng (*Non-Independent Non-Executive Director*)
Tan Kang Foon (*Non-Independent Non-Executive Director*)
Yong Peng Tak (*Senior Independent Non-Executive Director*)
Goh Hoon Leum (*Independent Non-Executive Director*)
Yang Chong Yaw, Alan (*Independent Non-Executive Director*)
Dato' Haji Mohtar Bin Nong (*Independent Non-Executive Director*)
Huang Kai Lin (*Alternate Director to Leong Hon Chong*)

To: The Shareholders of Wellcall

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At our Company's EGM held on 29 June 2020, our Company had obtained the shareholders' mandates for our subsidiary to enter into RRPT which are necessary for our Group's day-to-day operations and are in the ordinary course of business and on the Group's normal commercial terms which are not more favourable to the Related Party than those generally available to the public and not detrimental to the minority shareholders ("**Existing Mandate**"). The Existing Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of our forthcoming 15th AGM, unless the authority for its renewal is obtained from our shareholders at our forthcoming 15th AGM.

The Company had on 11 January 2021 announced its intention to seek your approval for the Proposed Renewal of Shareholders' Mandate at the forthcoming 15th AGM.

The purpose of this Circular is to provide you with the details of the Proposed Renewal of Shareholders' Mandate and to seek your approval for the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 15th AGM. The Notice of AGM and the Form of Proxy are set out in the 2020 Annual Report of the Company issued with this Circular.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH APPENDIX CONTAINED HEREIN, BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING 15TH AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Provision under the Listing Requirements

Wellcall is seeking approval from the shareholders for the Proposed Renewal of Shareholders' Mandate which will allow Wellcall Group, in their normal course of business, to enter into the categories of RRPT referred to in the ensuing sections provided that such transactions, are made at arms' length basis and based on Wellcall Group's normal commercial terms which are not more favourable to the Related Party than those generally available to the public and not detrimental to the minority shareholders.

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek a mandate from its shareholders for RRPT subject to the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;
- (iii) the Company's Circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities;
- (iv) in a meeting to obtain shareholders' mandate, the interested Directors, interested Major Shareholders or interested Person Connected with a Director or Major Shareholder, and where it involves the interest of an interested Person Connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution approving the transactions; and
- (v) the Company must immediately announce to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Principal Activities of Wellcall

Wellcall is principally engaged as an investment holding company and carry on business of trading, importing, exporting, marketing, supplying and dealing in direct marketing multi-level marketing, networking of all kinds of hoses and articles in connection therewith while the principal activities of its subsidiary and joint venture are as follows: -

Name of Company	Effective Equity Interest %	Principal Activities
<u>Subsidiary</u> Wellcall Hose	100%	Manufacturing of rubber hose and related products, property investment and other related activities
<u>Joint Venture</u> TWSB	49%	Manufacturing, marketing and sale of composite hose and fittings

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2.3 Classes and Nature of RRPT

The nature of the RRPT with Related Party of which approval is being sought under the Proposed Renewal of Shareholders' Mandate shall include, but are not limited to those described below:-

Transacting Parties		Interested Director(s) and/or interested Major Shareholder(s) and/or Person(s) Connected with them	Nature of the RRPT	Estimated Value of RRPT as disclosed in preceding year's Circular dated 13 March 2020 (RM'000)	Actual Value of RRPT from the date of last Postponed EGM on 29 June 2020 up to LPD (RM'000)	Estimated Value of RRPT from the date of forthcoming 15th AGM ⁽¹⁾ (RM'000)
Wellcall	Related Party					
Wellcall Hose	Global Rubber	Tan Kang Foon ⁽²⁾ Huang Yu Fen ^{(3) (4)} Tan Joo Chin ⁽⁴⁾ Leong Ruen Ying ⁽⁵⁾ Huang Sha ^{(3) (4)} Huang Kai Lin ^{(3) (4)} Leong Hon Chong ⁽⁵⁾ Tan Kang Seng ⁽⁶⁾	Obtain sub-contract services from Global Rubber for topping of nylon cord and relevant add-on or further manufacturing process on semi-finished goods and/or hoses as and when needed basis.	1,000	91	1,000

Notes: -

⁽¹⁾ The estimated values of the transactions are based on information available at the point of estimation and taking into account the management's forecasts on transaction values which will be entered into in the foreseeable future. Due to the nature of the transactions, the actual value of transactions may vary from the estimated values disclosed above. Disclosure will be made in the next annual report of the Company on the actual value of transactions conducted.

⁽²⁾ Tan Kang Foon is director of Wellcall who is also director and shareholder of Global Rubber.

⁽³⁾ Huang Yu Fen is director and shareholder of Wellcall and director of Wellcall Hose who is also shareholder of Global Rubber. Huang Sha, who is director and shareholder of Wellcall and director of Wellcall Hose, Huang Kai Lin, who is alternate director of Wellcall and director of Wellcall Hose and Tan Joo Chin are Persons Connected with Huang Yu Fen.

⁽⁴⁾ Tan Joo Chin is shareholder of Wellcall and Global Rubber who is also Person Connected with Huang Sha, Huang Kai Lin and Huang Yu Fen.

⁽⁵⁾ Leong Ruen Ying is shareholder of Global Rubber who is also Person Connected with Leong Hon Chong, Director and shareholder of Wellcall and director of Wellcall Hose.

⁽⁶⁾ Tan Kang Seng is Director and shareholder of Wellcall and director of Wellcall Hose who is also Person Connected with Tan Kang Foon.

The above transaction is necessary for Wellcall Group's day-to-day operations and are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public and are not to the detrimental of the minority shareholders of Wellcall.

The interested Directors and/or interested Major Shareholders and/or the interested Persons Connected with them and their respective shareholdings in the Related Party as at LPD are as follows:

-

	Global Rubber			
	< -----Direct----->		< -----Indirect----->	
	No. of Shares	%	No. of Shares	%
<u>Interested Director</u>				
Tan Kang Foon	1	* 0.00	-	-
<u>Interested Persons Connected</u>				
Huang Yu Fen	1,800,000	12.94	-	-
Tan Joo Chin	1,350,000	9.70	-	-
Leong Ruen Ying	280,000	2.01	-	-
Huang Sha	-	-	-	-
Huang Kai Lin	-	-	-	-
Leong Hon Chong	-	-	-	-
Tan Kang Seng	-	-	-	-

Note: -

(*) Insignificant

The interested Directors and/or interested Major Shareholders and/or the interested Persons Connected with them and their directorships in the Related Party as at LPD are as follows: -

	Global Rubber
Huang Sha	-
Huang Kai Lin	-
Huang Yu Fen	-
Tan Joo Chin	-
Leong Ruen Ying	-
Leong Hon Chong	-
Tan Kang Foon	✓
Tan Kang Seng	-

Note:

✓ Indicate directorship in the Related Party.

2.4 Amount Due and Owing Under RRPT

For the FYE 30 September 2020, there is no amount due and owing to Wellcall Group by its Related Party pursuant to the RRPT.

2.5 Review and Disclosure Procedures

Wellcall Group has established the following procedures and guidelines to ensure that RRPT are conducted at an arm's length basis and on the Group's normal commercial terms consistent with the Group's usual business practices and policies, which are generally not more favourable to the Related Party than those extended to unrelated third parties and are not to the detriment of the minority shareholders:

- (i) An updated list of Related Party will be circulated to the management of Wellcall Hose to notify that all RRPT are required to be undertaken at an arm's length basis and on normal commercial terms and on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders;
- (ii) Records will be maintained by the Finance Department to capture all RRPT which are entered pursuant to the shareholders' mandate obtained at general meeting for RRPT;

- (iii) All RRPT will be reviewed by the management and Audit Committee and reported to the Board on a quarterly basis to ascertain that the procedures and guidelines established to monitor the RRPT have been complied with;
- (iv) In the review of the RRPT, the Audit Committee may, as they deem fit, request for additional information pertaining to the RRPT from independent sources and advisers;
- (v) The internal audit plan shall incorporate reviews of the RRPT entered into pursuant to the shareholders' mandate obtained at general meeting for RRPT to ensure that the relevant approvals have been obtained and that the procedures in respect of the RRPT have been adhered to. The Board and Audit Committee shall review the internal audit reports to ascertain that the review procedures established to monitor RRPT have been complied with;
- (vi) If a member of the Board or Audit Committee has an interest in the RRPT, he/she shall abstain from any decision-making by the Board or Audit Committee in respect of such transactions and continue to abstain from voting on the resolution approving the transactions; and
- (vii) At least two (2) other contemporaneous transactions with unrelated third parties for similar products, services and/or quantities will be used as comparison, wherever possible for determining the price and terms offered by/to the Related Party are fair and reasonable as compared with those offered by unrelated third parties for the same or substantially similar type of products, services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on prevailing market rates/prices that are agreed upon under similar commercial terms for transactions with unrelated third parties, business practices and policies and on terms which are generally in line with industrial norms and is not detrimental to the Group and the minority shareholders. Other factors taken into considerations for evaluation purposes will be reliability to supply and delivery, quality of materials or goods and services.

In accordance with Section 3.1.5 of Practice Note No. 12 of the Listing Requirements, disclosure shall be made in the annual report of the Company on the actual breakdown of the aggregate value of the RRPT undertaken pursuant to the shareholders' mandate obtained at general meeting for RRPT. Disclosure will also be made in the annual reports for subsequent financial years during which such mandates remain in force.

2.6 Threshold for Authority

There is no specific threshold for approval of RRPT within the Group. All RRPT are reviewed and authorised by personnel of at least managerial level, provided always that such personnel has no interest in the transactions and the said transactions have been approved pursuant to the shareholders' mandate obtained at general meeting for RRPT.

2.7 Statement by the Audit Committee

The Audit Committee of the Company has reviewed the procedures set out in Section 2.5 of this Circular and is of the view that the said procedures are sufficient to ensure that the RRPT are conducted: -

- (a) on arm's length basis;
- (b) under normal commercial terms consistent with the Group's business practices and policies;
- (c) on terms not more favourable to the Related Party than those generally available to the public; and
- (d) not to the detriment of the minority shareholders.

The Audit Committee is of the view that the Group has in place adequate procedures and processes to monitor, track, and identify RRPT in a timely and orderly manner. The Audit Committee's review procedures will be conducted on a quarterly basis together with the quarterly financial reports, or such frequency as the Audit Committee considers appropriate having regard to the value and frequency of the RRPT.

2.8 Validity Period for the Proposed Renewal of Shareholders' Mandate

If approved at the forthcoming 15th AGM, the Proposed Renewal of Shareholders' Mandate is subject to annual review. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate shall only continue to be in force until: -

- (a) the conclusion of the next AGM of the Company following the 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;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders of Wellcall in general meeting,
- whichever is the earlier.

The Proposed Renewal of Shareholders' Mandate shall apply in respect of the RRPT entered as stipulated in the ensuing sections. Thereafter, if the Board decides that the Proposed Renewal of Shareholders' Mandate sought herein is desirable, shareholders' approval for such renewal will be sought at each subsequent AGM of the Company.

3. RATIONALE AND BENEFITS FOR THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The RRPT to be entered into by the Group with respect to which the Proposed Renewal of Shareholders' Mandate are sought for, are those which will be carried out in the ordinary course of business and are mainly for the support of the Group in its daily operations. They are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and which may arise at any time and from time to time.

These transactions may be constrained by the time-sensitive, frequent nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into the RRPT. As such, the Board is seeking a shareholders' mandate pursuant to Paragraph 10.09 of the Listing Requirements for the RRPT described in Section 2.3 above to allow the Group to enter into such RRPT which will be made or made at an arm's length basis and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of the Company and which are not prejudicial to the interest of the shareholders.

The sub-contract services to be provided by Related Party creates synergy and benefits to Wellcall Group by increasing the expediency and efficiency in the manufacturing process.

By obtaining the shareholders' approval on the Proposed Renewal of Shareholders' Mandate and the renewal of the same on an annual basis, the necessity to make announcements to Bursa Securities and to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. The Proposed Renewal of Shareholders' Mandate, if approved, would result in substantial savings of administrative time, inconvenience, costs and expenses for the Company in that it would dispense with the need for the Company to convene shareholders' meetings to approve the RRPT which are of a recurring nature. It would also enable the Group to meet its corporate objectives and realise business opportunities, as and when they become available to the Group, in a more timely and effective way.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will not have any effect on shareholders' shareholdings and will not have any material effect on dividends of the Company. The Proposed Renewal of Shareholders' Mandate will also not have any material effect on the earnings, NA and gearing of Wellcall Group.

5. APPROVALS REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of Wellcall at the forthcoming 15th AGM to be convened.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

- (a) Huang Yu Fen is Director and shareholder of Wellcall and is interested in the Proposed Renewal of Shareholders' Mandate by virtue of her and her sister in-law, Tan Joo Chin's shareholdings in Global Rubber.
- (b) Huang Sha is Director and shareholder of Wellcall and is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his daughter, Huang Yu Fen's and his daughter in-law, Tan Joo Chin's shareholdings in Global Rubber.
- (c) Huang Kai Lin is the alternate Director to Leong Hon Chong and shareholder of Wellcall (by virtue of his wife, Tan Joo Chin's shareholdings in Wellcall) and is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his wife, Tan Joo Chin's and sister, Huang Yu Fen's shareholdings in Global Rubber.
- (d) Leong Hon Chong is Director and shareholder of Wellcall and is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his daughter, Leong Ruen Ying's shareholdings in Global Rubber.
- (e) Tan Kang Foon is Director of Wellcall and is interested in the Proposed Renewal of Shareholders' Mandate by virtue of his directorship and shareholding in Global Rubber.
- (f) Tan Kang Seng is Director and shareholder of Wellcall and is deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of his son, Tan Kang Foon's directorship and shareholding in Global Rubber.
- (g) Tan Joo Chin and Leong Ruen Ying, all being Persons Connected with the interested Directors are deemed interested in the Proposed Renewal of Shareholders' Mandate.

The direct and indirect interests of the interested Directors and/or interested Major Shareholders and/or interested Persons Connected to the interested Directors and/or interested Major Shareholders in Wellcall as at LPD are as follows: -

Name	Direct Interest		Indirect Interest	
	No. of Shares	%	No. of Shares	%
Huang Sha	16,945,317	3.40	⁽¹⁾ 168,750	0.03
Huang Kai Lin	-	-	⁽²⁾ 2,186,850	0.44
Huang Yu Fen	562,500	0.11	-	-
Leong Hon Chong	5,369,350	1.08	-	-
Tan Kang Seng	⁽³⁾ 1,687,500	0.34	⁽⁴⁾ 55,989,478	11.24
Tan Kang Foon	-	-	-	-
Tan Joo Chin	2,186,850	0.44	-	-
Leong Ruen Ying	-	-	-	-

Notes: -

⁽¹⁾ Deemed interested by virtue of Section 59(11)(c) of the Act, through the shareholding of his children in the Company.

⁽²⁾ Deemed interested by virtue of Section 59(11)(c) of the Act, through the shareholding of his spouse in the Company.

⁽³⁾ 1,687,500 shares are held through HLIB Nominees (Tempatan) Sdn Bhd pledged securities account for Tan Kang Seng.

⁽⁴⁾ Deemed interested by virtue of Section 8(4)(c) of the Act, through his shareholding in Maximum Perspective Sdn Bhd via HLIB Nominees (Tempatan) Sdn Bhd pledged securities account for Maximum Perspective Sdn Bhd.

Accordingly, the interested Directors and/or interested Major Shareholders and/or interested Persons Connected to the interested Directors and/or interested Major Shareholders of Wellcall have and will continue to abstain from the Board deliberation and voting pertaining to the Proposed Renewal of Shareholders' Mandate. In addition, the interested Directors and/or interested Major Shareholders and/or interested Persons Connected to the interested Directors and/or interested Major Shareholders will also be abstained from voting in respect of their direct and indirect shareholdings in Wellcall on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the forthcoming 15th AGM.

The interested Directors and/or interested Major Shareholders and/or interested Persons Connected to the interested Directors and/or interested Major Shareholders will also ensure that Persons Connected with them be abstained from voting on the ordinary resolution, deliberating or approving the Proposed Renewal of Shareholders' Mandate.

Save as aforesaid, none of the Directors or Major Shareholders of Wellcall or Person Connected with them has any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate.

7. DIRECTORS' RECOMMENDATION

The Board (save for the Interested Directors, namely Huang Yu Fen, Huang Sha, Huang Kai Lin, Leong Hon Chong, Tan Kang Foon and Tan Kang Seng who have abstained from all deliberations on the Proposed Renewal of Shareholders' Mandate), having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the Company and its shareholders.

Accordingly, the Board (save for the Interested Directors, namely Huang Yu Fen, Huang Sha, Huang Kai Lin, Leong Hon Chong, Tan Kang Foon and Tan Kang Seng who have abstained from all deliberations on the Proposed Renewal of Shareholders' Mandate), recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 15th AGM.

8. AGM

The ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate are set out in the notice of AGM which is enclosed in the 2020 Annual Report of the Company. The AGM will be held at iSpace, Level 21, Plaza VADS, No.1, Jalan Tun Mohd Fuad, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, Wilayah Persekutuan on Monday, 22 February 2021 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend and vote in person at the AGM, you are requested to complete, sign and return the Proxy Form in accordance with the instruction provided thereon so as to arrive at the Share Registrar Office of the Company at Level 18, Plaza VADS, No. 1, Jalan Tun Mohd Fuad, Taman Tun Dr. Ismail, 60000 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time and date fixed for the forthcoming 15th AGM or any adjournment thereof. The lodging of the Proxy Form does not preclude you from attending and voting in person at the AGM should you subsequently wish to do so.

9. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix for further information.

Yours faithfully,
For and on behalf of the Board of
WELLCALL HOLDINGS BERHAD

Datuk Ng Peng Hong @ Ng Peng Hay
Group Independent Non-Executive Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they individually and collectively, accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

2. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by Wellcall and/or its subsidiary company for the past two (2) years preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the date of this Circular, neither Wellcall nor its subsidiary company is engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has a material effect on the financial position or business operations of Wellcall and/or its subsidiary company and the Board has no knowledge of any proceeding pending or threatened against Wellcall and/or its subsidiary company or any fact likely to give rise to any proceeding which may materially and adversely affect the financial position or business operations of Wellcall Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the Registered Office of Wellcall at No. 4-1, Kompleks Niaga Melaka Perdana, Jalan KNMP 3, Bukit Katil, 75450 Melaka, during normal business hours from Monday to Friday (except public holidays) from the date of this circular up to and including the date of the forthcoming 15th AGM, or at any adjournment thereof:

- (a) Constitution of Wellcall; and
- (b) Audited consolidated financial statements of Wellcall for the past two (2) FYE 30 September 2019 and 30 September 2020.