

**WELLCALL HOLDINGS BERHAD**  
[Registration No. 200501025213 (707346-W)]  
(Incorporated in Malaysia)

**MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING (“18TH AGM”) OF WELLCALL HOLDINGS BERHAD (“THE COMPANY”) HELD FULLY VIRTUAL THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT MEETING ROOM, MILLENNIUM VIII, LEVEL 3, HOTEL GRAND MILLENNIUM KUALA LUMPUR, 160 BUKIT BINTANG, 55100 KUALA LUMPUR, MALAYSIA (“BROADCAST VENUE”) ON FRIDAY, 23 FEBRUARY 2024 AT 10.00 A.M..**

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- DIRECTORS PRESENT AT BROADCAST VENUE** : Datuk Ng Peng Hong @ Ng Peng Hay, *D.M.S.M., D.S.M., P.J.K.* (Chairman)  
Mr. Huang Sha, *P.M.P.*  
Mr. Tan Kang Seng  
Ms. Huang Yu Fen  
Datuk Yong Peng Tak  
Mr. Tan Choon Soon  
Puan Azian Binti Mohd Yusof  
Mr. Chin Yoke Wah  
Mr. Huang Kai Lin (Alternate Director to Huang Sha)
- DIRECTOR PRESENT THROUGH LIVE STREAMING FROM THE BROADCAST VENUE** : Mr. Chua Yi Rong, Edmund (Cai Yirong, Edmund)  
[Alternate Director to Tan Kang Seng]
- SECRETARY** : Ms. Teo Soon Mei
- MEMBERS / PROXIES / CORPORATE REPRESENTATIVES** : Participating via Remote Participation and Voting (“RPV”) facilities  
As per the summary of Attendance List and Login List
- BY INVITATION** : Participating via RPV facilities  
As per the summary of Attendance List and Login List

As at 21 February 2024, being the cut-off date for determining who shall be entitled to attend the Company’s 18<sup>th</sup> AGM, the Company had 57 depositors and the total number of issued shares stood at 212,658,750 ordinary shares. Based on the registration data given by the Company’s Share Registrar as at 10.00 a.m. on 23 February 2024, a total of eighty seven (87) shareholders/proxies had registered through RPV facilities for attending the 18<sup>th</sup> AGM, representing 237,003,547 ordinary shares, which constituted 47.5961% of the total issued shares of the Company.

**CHAIRMAN’S OPENING REMARKS**

Datuk Ng Peng Hong @ Ng Peng Hay (“**the Chairman**”), chaired the 18<sup>th</sup> AGM (“**Meeting**”) at the Broadcast Venue held through live streaming. The Chairman, on behalf of the Board and Management, welcomed the shareholders/proxies and invitees to the Meeting.

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The Chairman informed the shareholders that the Meeting is conducted virtually through live streaming and online remote voting using the Remote Participation and Voting facilities (“**RPV Facilities**”) from the Broadcast Venue, which is in line with the provisions of Section 327 of the Companies Act 2016 and Clause 58 of the Company’s Constitution, as well as the Securities Commission Malaysia’s “Guidance and FAQs on the Conduct of General Meetings for Listed Issuers”.

The Chairman then proceeded to introduce the Board members presented at the Broadcast Venue and joined remotely. The Chairman also introduced the Company Secretary, representative of the External Auditors and the Financial Controller all of whom were present at the Broadcast Venue.

### **QUORUM**

The Company Secretary confirmed that the presence of a requisite quorum pursuant to Clause 66 of the Company’s Constitution at the commencement of the Meeting. She added that proxies had been received from 57 shareholders representing 212,658,750 shares within the stipulated prescribed period of forty-eight (48) hours before the time for convening the Meeting.

The Chairman then declared the Meeting duly convened.

### **POLLING AND PROCEEDING**

The Chairman briefed certain provisions of the Company’s Constitution to the shareholders:-

- 1) Pursuant to Clause 73 of the Company’s Constitution, any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and was intended to be moved at any general meeting shall be voted by poll. Subject to the Companies Act 2016 and the Company’s Constitution, every resolution shall be decided by a majority of votes.
- 2) In compliance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all proposed resolutions set out in the Notice of the Meeting would be voted by way of a poll and the Company must appoint at least one (1) independent scrutineer to validate the votes cast at the general meeting.
- 3) The Company had appointed Symphony Corporate Services Sdn. Bhd. (“**Symphony**”) as the Poll Administrators to conduct the poll by way of electronic voting using the RPV Facilities, and Propoll Solutions Sdn. Bhd. (“**Propoll**”) as the independent Scrutineer to verify and validate the poll results.
- 4) The voting session started at the commencement of the Meeting and it remained open throughout the Meeting, until such time when the Chairman announced the closure of the polls.

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- 5) Shareholders or proxies of the Company could exercise their right to participate in the Meeting under RPV Facilities including to transmit their questions in real time by using the Questions and Answers (“**Q&A**”) Panel and participating electronic voting remotely at the Meeting. The Directors and the Management of the Company would respond to the questions during the Q&A session after dealing with all the items on the Agenda of the Meeting.

The Chairman then called upon the representative of Symphony to brief the shareholders and played a video clip on the electronic voting procedures through the RPV Facilities. A short video clip was presented on screen to guide the shareholders / proxies on the electronic voting instruction.

The Chairman once again reminded the shareholders that the voting on the proposed resolutions has commenced at the start of the Meeting, until such time when the Chairman announces the closure of the voting session.

### **NOTICE**

The Notice of the Meeting together with the Statement Accompanying the Notice of the 18<sup>th</sup> AGM dated 24 January 2024 as set out on pages 157 to 165 of the Annual Report 2023 of the Company (“**AR 2023**”) of the Company is available on the Company’s website. The Notice of the Meeting was issued and having been circulated within the prescribed period in accordance with the Company’s Constitution was with the permission of the Meeting, taken as read.

### **AGENDA 1      TO LAY BEFORE THE MEETING THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

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The Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 30 September 2023 together with the Reports of the Directors and Auditors thereon (“**AFS 2023**”). The Chairman further informed the Meeting that the AFS 2023 were made available to all members on the Company’s website within the prescribed period or being delivered to shareholders who are entitled to receive notice of the Meeting. The Chairman then informed that the AFS 2023 were tabled for discussion purposes only as it does not require shareholders’ approval. Hence, it would not be put forward for voting.

The Chairman informed the Meeting that all the questions received by the Company would be dealt during the Q&A session later.

The Chairman then proceeded to declare that the AFS 2023 be and are hereby duly received.

The Meeting then proceeded to the next item on the Agenda.

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### AGENDA 2 ORDINARY RESOLUTION 1

- TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS’ FEES FOR AN AMOUNT OF UP TO RM1,500,000.00 PAYABLE TO NON-EXECUTIVE DIRECTORS ON A MONTHLY BASIS FOR THE PERIOD FROM 24 FEBRUARY 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY; AND
  - TO APPROVE THE NON-EXECUTIVE DIRECTORS’ BENEFITS (EXCLUDING DIRECTORS’ FEES) FOR AN AMOUNT OF UP TO RM112,500.00 PAYABLE TO NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 24 FEBRUARY 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY
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The Chairman informed the Meeting that the second item on the Agenda was in relation to the payment of Non-Executive Directors’ Fees of up to RM1,500,000.00 and Directors’ benefit (excluding Directors’ fees) of RM112,500.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 24 February 2024 until the next Annual General Meeting of the Company.

Being interested in Ordinary Resolution 1, the Chairman handed the chair to Ms. Huang Yu Fen, the Executive Director (“**Ms. Huang**”) to present Ordinary Resolution 1. Ms. Huang then took over the Chair and proceeded with the Agenda in hand.

She informed the Meeting that the proposed Directors’ fees payable to the Non-Executive Directors of the Company as well as benefits given for the period from 24 February 2024 until the next Annual General Meeting of the Company are derived based on the current Board size and number of scheduled Board and Board Committee Meetings to be held. This Resolution is to facilitate payment of Directors’ benefits for the financial year 2024/2025.

She also informed that all Non-Executive Directors, being the interested Directors as well as their person(s) connected would be abstained from voting on this resolution.

Ms. Huang reminded the shareholders / proxies that they could transmit their live questions by using the Q&A Panel in the RPV facilities.

### AGENDA 3(i) ORDINARY RESOLUTION 2 TO RE-ELECT DATUK NG PENG HONG @ NG PENG HAY, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 84.1 OF THE COMPANY’S CONSTITUTION

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Ms. Huang then proceeded with the item under Agenda 3(i), Ordinary Resolution 2. Ms. Huang informed the Meeting that Agenda 3(i) was in relation to the re-election of Datuk Ng Peng Hong @ Ng Peng Hay, who retires pursuant to Clause 84.1 of the Company’s Constitution and being eligible, has offered himself for re-election.

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Ms. Huang informed the Meeting that the profile of Datuk Ng Peng Hong @ Ng Peng Hay has been set out on Page 12 of the AR 2023, under the heading of ‘Directors’ Profile’. It was informed that the Board had unanimously recommended the re-election of Datuk Ng Peng Hong @ Ng Peng Hay under Ordinary Resolution 2.

At this juncture, Ms. Huang handed over the chair to the Chairman for the next agenda item.

**AGENDA 3(ii) ORDINARY RESOLUTION 3  
TO RE-ELECT MR. HUANG SHA, THE RETIRING DIRECTOR OF THE  
COMPANY, WHO RETIRES PURSUANT TO CLAUSE 84.1 OF THE  
COMPANY’S CONSTITUTION**

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The Chairman thanked Ms. Huang and proceeded to the item under Agenda 3(ii).

The Chairman informed the Meeting that the item under Agenda 3(ii), Ordinary Resolution 3 was in relation to the re-election of Mr. Huang Sha, who retires pursuant to Clause 84.1 of the Company’s Constitution and being eligible, has offered himself for re-election.

The Chairman also reminded that the profile of Mr. Huang Sha can be found on Page 13 and Page 14 of the Company’s AR 2023 and that the Board had unanimously recommended the re-election of Mr. Huang Sha under Ordinary Resolution 3.

The Meeting then proceeded to the next Agenda.

**AGENDA 4 ORDINARY RESOLUTION 4  
TO RE-ELECT MR. TAN CHOON SOON, THE RETIRING DIRECTOR OF  
THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 91 OF THE  
COMPANY’S CONSTITUTION**

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The Chairman continued with Agenda 4 which was pertaining to the re-election of Mr. Tan Choon Soon, the retiring Director, who retires pursuant to Clause 91 of the Company’s Constitution and being eligible, offers himself for re-election under Ordinary Resolution 4. His profile can be found on Page 22 of the AR 2023.

The Meeting was informed that the Board had unanimously recommended the re-election of Mr. Tan Choon Soon under Ordinary Resolution 4.

The Meeting then proceeded to the next agenda.

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### **AGENDA 5      ORDINARY RESOLUTION 5 TO RE-APPOINT MESSRS. ECOVIS MALAYSIA PLT AS THE AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

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The Chairman continued with the Agenda by informing the Meeting that the item under Agenda 5, Ordinary Resolution 5 dealt with the re-appointment of Messrs. Ecovis Malaysia PLT as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

The Chairman informed the Meeting that the Auditors of the Company, Messrs. Ecovis Malaysia PLT had expressed their willingness to continue in office.

The Chairman then moved on to the special businesses of the Agenda.

### **AGENDA 6      ORDINARY RESOLUTION 6 RETENTION OF DATUK YONG PENG TAK AS INDEPENDENT NON- EXECUTIVE DIRECTOR**

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The Chairman continued with the Agenda by informing the Meeting that the item under special business in Agenda 6 was to consider the continuation of office of Datuk Yong Peng Tak, who will have served as the Independent Non-Executive Director for a cumulative term of more than nine (9) years by 31 March 2024.

The Chairman reiterated that the Board recommended the continuation of office of Datuk Yong Peng Tak based on the justification set out in Explanatory Note 3 of the Notice of AGM and Statement Accompanying the Notice of AGM subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice No. 5.3 of the Malaysian Code on Corporate Governance 2021.

The Chairman explained to the Meeting the provisions under the Malaysian Code on Corporate Governance governing the casting of two-tier voting process for the appointment of long-serving independent directors. The Meeting noted that the full text of Ordinary Resolution 6 was set out in the Notice of the 18<sup>th</sup> AGM. With permission of the Meeting, the Chairman declared that the proposed resolution was taken as read.

Once again, the Chairman reminded the Meeting that they could transmit their live questions by using the Q&A Panel in the RPV facilities.

The Meeting then proceeded to the next item on the Agenda.

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### **AGENDA 7      ORDINARY RESOLUTION 7 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

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The Chairman moved on to the next item on the Agenda and informed the Meeting that Ordinary Resolution 7 was to consider the authority to issue shares under Sections 75 and 76 of the Companies Act 2016, which if passed, would empower the Directors to allot and issue new shares pursuant to Sections 75 and 76 of the Companies Act 2016 not exceeding 10% of the total number of issued shares (excluding treasury shares) under Paragraph 6.04(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Chairman highlighted that should the existing shareholders of the Company approve this Ordinary Resolution 7, they are waiving their pre-emptive right pursuant to Section 85(1) of the Companies Act 2016, which then would allow the Directors to issue new shares to any person without having to offer the said new shares equally to all existing shareholders of the Company prior to the issuance.

The Chairman informed the Meeting that the full text of Ordinary Resolution 7 can be found in the Notice of Meeting dated 24 January 2024. With the permission of the Meeting, the Chairman declared that the proposed resolution was taken as read.

### **AGENDA 8      ORDINARY RESOLUTION 8 PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

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Being interested in Agenda 8, the Chairman handed the chair to Datuk Yong Peng Tak (“**Datuk Thomas**”) who is the Senior Independent Non-Executive Director of the Company to present Ordinary Resolution 8.

Datuk Thomas proceeded with the Agenda 8 and informed the Meeting that Ordinary Resolution 8 was in relation to the approval of the proposed renewal of shareholders’ mandate for recurrent related party transactions of a revenue or trading nature.

Datuk Thomas further informed the Meeting that the Directors of the Company namely, Datuk Ng Peng Hong @ Ng Peng Hay, Mr. Tan Kang Seng, Mr. Huang Sha, Ms. Huang Yu Fen, Mr. Huang Kai Lin, Mr. Chua Yi Rong, Edmund (Cai Yirong, Edmund) and Mr. Leong Hon Chong who is the director of the subsidiary company, Wellcall Hose (M) Sdn. Bhd., including person(s) connected to them would be abstained from voting on this resolution in respect of their direct and indirect shareholdings in the Company.

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Datuk Thomas informed the Meeting that the full text of the proposed resolution was set out in the Notice of the Meeting and the full content was stipulated in the Circular to Shareholder dated 24 January 2024. With the permission of the Meeting, he declared the proposed resolution was taken as read.

Datuk Thomas also reminded the shareholders / proxies that they could transmit their live questions by using the Q&A Panel in the RPV facilities.

The Meeting then proceeded to the next item on the Agenda and Datuk Thomas handed over the chair back to the Chairman.

### **AGENDA 9      TO TRANSACT ANY OTHER ORDINARY BUSINESS OF WHICH DUE NOTICE HAS BEEN GIVEN IN ACCORDANCE WITH THE COMPANY’S CONSTITUTION AND/OR COMPANIES ACT 2016**

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The Chairman then informed the Meeting that the final item in the Agenda was for the transaction of any other business of which due notice shall have been given in accordance with the Company’s Constitution and/or Companies Act 2016. The Chairman further informed the Meeting that the Company Secretary had confirmed that no notice had been received from the shareholders to transact any other ordinary business at the Meeting and the Meeting shall then proceed to Q&A session.

### **Q&A SESSION**

The Chairman informed the Meeting that the Company had received a letter from the Minority Shareholders Watch Group (“**MSWG**”) dated 16 February 2024 pertaining to queries on the Operational and Financial Matters, Sustainability Matters and Corporate Governance Matters of the Company. There were altogether six (6) issues being raised by MSWG. Mr. Yu Tat Keong, Gary, the Financial Controller of the Company (“**Mr. Gary Yu**”) was invited to read out the following questions raised by MSWG and provided the replies:-

#### **Question 1:**

Additionally, we are less affected by logistical disruptions, allowing us to deliver most customer orders promptly and maintain long-lasting relationship. (Page 9 of AR 2023)

What are the specific measures taken by the Group to cushion the effects of logistical disruptions?

#### **Response to Question 1:**

*Most of our customers’ orders are delivered promptly without any delay and there is no customer complaint related to logistical disruption. The delay is mainly due to rescheduling of deliveries by our customers.*

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**Question 2:**

The volatility of raw material costs arising from the global demand and supply mechanism, as well as currency fluctuations, has affected our pricing strategy and operating cost. However, the Group is still able to minimize and manage the impact of raw material sentiment by maintaining a gross profit margin range above 30% margin.”

Please elaborate how does the Group minimise and manage the impact of raw material sentiment?

**Response to Question 2:**

*In order to secure the supply of key raw materials, our procurement team continuously maintain a close communication with the key raw materials suppliers and constantly monitors the cost fluctuation of raw materials. Meanwhile, we also maintain a buffer inventory of raw materials which can serve our production for up to three (3) months to avoid interruption in production.*

**Question 3:**

In order to improve production efficiency, the Group actively invests in automation. Currently, the Group is in the process of expanding one of its plants to increase production capacity and improve production efficiency. The Group expects the expansion to be completed by March 2024, with a capital expenditure of approximately RM10 million” (Page 11 of the AR 2023)

- a) Please provide the percentage of the operations that have been automated to-date.
- b) Which process of the operations / production has been automated so far?
- c) What is the expected increase in production capacity following the expansion?

**Response to Question 3:**

- a) *The operations have been automated to-date within the range of 60%, 10% semi-automated and 30% manual.*
- b) *Semi-automated for extrusion and mandrel lines and fully-automated for spiral lines.*
- c) *The Group expected to increase approximately of 20% in productivity and efficiency.*

**Question 4:**

The table below set forth the calculated CO2 emissions (in kilograms) for each type of waste for the years 2021, 2022, and 2023, using general emission factors:

Year	Packing Materials (kg)	Containment Materials (kg)	Other Materials (kg)
2021	216,142	47,923	52,549
2022	252,710	28,774	147,040
2023	260,557	264,343	62,246

(Source: Page 72 of the AR 2023)

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The Company mentioned some key strategies that could be effective in reducing waste in the AR 2023. What are the waste reduction strategies that have been implemented to-date?

### **Response for Question 4:**

*The Company continuously practicing the key strategies that could be effective in reducing waste which mentioned in page 73 of AR 2023, 11.2.1 Waste Minimisation at Source.*

### **Question 5:**

The turnover rate by gender as of 30 September 2023 for the female and male was 32% and 47% respectively. (Source: Page 77 of the AR 2023)

- a) What are the reasons for the abovementioned turnover rate?
- b) What impact does such turnover have on the operations of the Group?
- c) How does the Group address such a high turnover rate?

### **Response for Question 5:**

*There is low impact on the operations of the Group as the employee turnover rate was mainly due to low-skilled foreign workers where their contracts were expired during the financial year under review. The Group requires less effort to train up the low-skilled workers which the turnover easily being replaced by a new batch of foreign workers.*

### **Question 6:**

Practice 13.6 of the Malaysian Code on Corporate Governance (MCCG) stipulates that the minutes of the general meeting should be distributed to shareholders no later than 30 business days after the general meeting. As of 15 February 2024, the minutes of the 17th general meeting (held on 24 February 2023) were still not available.

Please provide reason(s) for the delay in uploading the minutes of the general meeting held approximately a year ago and outlining any challenges faced by the Company that led to this departure, if any.

### **Response for Question 6:**

*The minutes was uploaded within the compliance timeframe at the old webpage. However, the delay in uploading the Minutes of the last AGM on the Company’s website was due to technical error arising from the reengineering or revamp of old web page to the new web page. This has been immediately rectified. We apologize for the technical error.*

## **PRE-AGM QUESTIONS DEPOSITED BY SHAREHOLDERS**

Moving on, Mr. Gary Yu proceeded to respond to the questions raised by the shareholders prior to the 18<sup>th</sup> AGM. The following were the questions raised and the replies by the Company:-

### **Question 1:**

Could management breakdown your customers based by industry?

### **Response to Question 1:**

*The Company analysed the customers based on geographical segment. It is also in accordance with applicable Malaysian Financial Reporting Standard. Segment information*

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*is presented in Notes to the Financial Statements in respect of the Group’s business and geographical segments based on the Group’s management and internal reporting structure.*

### **Question 2:**

In this new financial year, how management view the overall growth prospects of the company?

### **Response to Question 2:**

*The Board is optimistic that the Group will remain resilient and able to sustain its market share and positioning despite the challenges ahead in the global economy.*

### **Question 3:**

Shower pressure at 1st floor of 2 storey link houses are always low, can the company produce a shower head to overcome this problem, good market demand?

### **Response to Question 3:**

*The Company’s focus is on manufacturing of low and medium pressure industrial rubber hoses. We do not rule out any business opportunity that enables the growth of the Group.*

### **Question 4:**

If the virtual meeting is expensive, why not go back to physical meeting?

### **Response to Question 4:**

*Virtual Annual General Meeting (“AGM”) provides flexibility and convenience for shareholders to participate in the Company’s AGM from different location.*

### **Question 5:**

When to pay dividend?

### **Response to Question 5:**

*The Company will announce the interim dividend from time to time via Bursa Malaysia’s website.*

## **ONLINE QUESTIONS FROM SHAREHOLDERS DURING THE AGM**

The Meeting then proceeded to deal with the questions received from the shareholders during the Meeting. The Chairman further informed the Meeting that for the questions that were not being answered in the Meeting due to time constraint, the Company would reply the questions by email as soon as possible after the conclusion of the Meeting. Mr. Gary Yu was invited to read out the questions and replies to the questions accordingly. The following were the questions deposited by the shareholders and the replies by the Company:-

### **Question 1:**

Which sector (Oil & Gas, Food & Beverage, Mining) is having highest growth in sales for the Year 2023?

### **Response to Question 1:**

*Overall, the oil and gas, air and water sectors captured the higher growth as compared to other application market sectors.*

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### **Question 2:**

During last year’s AGM, the Management informed that the utilization rate was between ninety (90) percent to one hundred (100) percent, depending on the production sections.

Any expansion plan? What is the expected capital expenditure?

### **Response to Question 2:**

*Our utilisation rate still remains between 90% to 100% depending on the production sections. We are investing in an automated machine in plant 3, estimated approximately RM10 million in total including building, facilities and infrastructure.*

### **Question 3:**

Reward participant shareholders to encourage support for virtual meeting.

### **Response to Question 3:**

We reward our shareholders through dividend payment.

### **Question 4:**

Our Company’s financial performance is very good. EPS has been climbing since 2017. The worst year was 2020 and but now we are moving forward positively. Thank you very much to our Management and staff for their dedication and commitment

### **Response to Question 4:**

*We also thank for the full and continuous support from our Shareholders and Stakeholders. We will strive our best to have a better prospect and growth in future.*

### **Question 5:**

Good morning. 2023 was the best year for our Company. Thank you to all. Truly hardworking people in our Company. Full support for all the resolutions.

### **Response to Question 5:**

*Thank you very much for support, the Board and employees of the company will continue to do our best in coming years. However, in order to have a full support for all the resolutions please go through the virtual voting poll.*

## **POLL VOTING SESSION**

The Chairman informed that additional 5 minutes would be provided for all resolutions set out in the Notice of the Meeting to be voted on by poll. The Chairman reminded the shareholders to cast their votes via RPV Facilities as the voting session would be ended in five (5) minutes. The Meeting was then adjourned for five (5) minutes for the poll voting session.

At the end of five (5) minutes, the Chairman then announced that the poll voting session for the 18<sup>th</sup> AGM had concluded and thanked all the shareholders and proxies for their participation.

The Chairman informed the Meeting that the Poll Administrator, Symphony would compile and hand over the poll results to the Independent Scrutineers, Propoll, for validation.

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The 18<sup>th</sup> AGM was adjourned for a five (5) minutes break to facilitate the completion of the verification for declaration of poll results in respect of Resolutions 1 to 8.

**DECLARATION OF RESULTS**

The Chairman resumed the Meeting at 10.51 a.m. for the declaration of results. The Chairman thereafter received the poll results from Propoll, the Independent Scrutineer for the polling exercise.

Based on the poll results as set out in “**Annexure A**”, the Chairman then declared to the shareholders and proxies participating at the Meeting that Ordinary Resolutions 1 to 8 were carried as follows:-

**ORDINARY RESOLUTION 1:-**

- **TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS’ FEES FOR AN AMOUNT OF UP TO RM1,500,000.00 PAYABLE TO NON-EXECUTIVE DIRECTORS ON A MONTHLY BASIS FOR THE PERIOD FROM 24 FEBRUARY 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY; AND**
- **TO APPROVE THE NON-EXECUTIVE DIRECTORS’ BENEFITS (EXCLUDING DIRECTORS’ FEES) FOR AN AMOUNT OF UP TO RM112,500.00 PAYABLE TO NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 24 FEBRUARY 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

RESOLVED:-

***THAT*** the payment of Non-Executive Directors’ fees for an amount up to RM1,500,000.00 payable to Non-Executive Directors on a monthly basis for the period from 24 February 2024 until the next Annual General Meeting of the Company, in such proportions and manner as the Directors may determine as follows, be and is hereby approved:-

No.	Type of Director	Non-Executive Directors’ Fees (RM)		
		The Company	The Board of subsidiaries	Total
1	Chairman of the Board	160,000	320,000	480,000
2	Non-Independent Non-Executive Directors	120,000	330,000	450,000
3	Independent Non-Executive Directors	570,000	-	570,000

***AND THAT*** the Non-Executive Directors’ benefits (excluding Directors’ fees) for an amount up to RM112,500.00 payable to the Non-Executive Directors for the period from 24 February 2024 until the next Annual General Meeting of the Company, in such manner as the Directors may determine, be and are hereby approved:-

No.	Type of Director	Non-Executive Directors’ Fees (RM)		
		The Company	The Board of subsidiaries	Total
1	Chairman of the Board	33,500	-	33,500

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2	Non-Independent Non-Executive Directors	19,500	12,000	31,500
3	Independent Non-Executive Directors	47,500	-	47,500

**ORDINARY RESOLUTION 2:-**

**TO RE-ELECT DATUK NG PENG HONG @ NG PENG HAY, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION PURSUANT TO CLAUSE 84.1 OF THE COMPANY’S CONSTITUTION**

RESOLVED:-

***THAT** Datuk Ng Peng Hong @ Ng Peng Hay, the retiring Director, who retires by rotation and being eligible, has offered himself for re-election in accordance with Clause 84.1 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.*

**ORDINARY RESOLUTION 3:-**

**TO RE-ELECT MR. HUANG SHA, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, HAS OFFERED HIMSELF FOR RE-ELECTION PURSUANT TO CLAUSE 84.1 OF THE COMPANY’S CONSTITUTION**

RESOLVED:-

***THAT** Mr. Huang Sha, the retiring Director, who retires by rotation and being eligible, has offered himself for re-election in accordance with Clause 84.1 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.*

**ORDINARY RESOLUTION 4:-**

**TO RE-ELECT MR. TAN CHOON SOON, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 91 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED HIMSELF FOR RE-ELECTION**

RESOLVED:-

***THAT** Mr. Tan Choon Soon, the retiring Director, who retires by rotation and being eligible, has offered himself for re-election in accordance with Clause 91 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.*

**ORDINARY RESOLUTION 5:-**

**TO RE-APPOINT MESSRS. ECOVIS MALAYSIA PLT AS THE AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

RESOLVED:-

***THAT** Messrs. Ecovis Malaysia PLT be re-appointed as Auditors of the Company for the ensuing year and the Directors be authorised to fix their remuneration.*

**WELLCALL HOLDINGS BERHAD**

[Registration No. 200501025213 (707346-W)]

(Minutes of the Eighteenth Annual General Meeting (“**18<sup>th</sup> AGM**”) held on 23 February 2024 – Cont’d)

**ORDINARY RESOLUTION 6:-**

**RETENTION OF DATUK YONG PENG TAK AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

RESOLVED:-

***THAT** authority be and is hereby given to Datuk Yong Peng Tak, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years by 31 March 2024, to continue to act as the Independent Non-Executive Director of the Company.*

**ORDINARY RESOLUTION 7:-**

**AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**

RESOLVED:-

***THAT** pursuant to the Companies Act 2016 (“**the Act**”), the Constitution of the Company, the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and approvals of the relevant government and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“**New Shares**”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued, to be subscribed under any rights granted, to be issued from the conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being (“**Proposed General Mandate**”);*

***THAT** the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Paragraph 7.08 of the Listing Requirements and the Company’s Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued shares in the Company;*

***THAT** such approval on the Proposed General Mandate shall continue to be in force until:*

- a) The conclusion of the next Annual General Meeting of the Company held after the approval was given;*
- b) The expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or*
- c) Revoked or varied by resolution passed by the shareholders of the Company in a general meeting;*

## **WELLCALL HOLDINGS BERHAD**

[Registration No. 200501025213 (707346-W)]

(Minutes of the Eighteenth Annual General Meeting (“**18<sup>th</sup> AGM**”) held on 23 February 2024 – Cont’d)

*whichever is earlier.*

**THAT** the Directors be and are hereby also empowered to obtain approval from Bursa Securities for the listing and quotation for such New Shares on Bursa Securities;

**THAT** authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

**AND THAT** the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

### **ORDINARY RESOLUTION 8:-**

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

**THAT** approval be given to the Company and/or its subsidiary company to enter into recurrent transactions of a revenue or trading nature with related parties which are necessary for the Company’s and/or its subsidiary’s day-to-day operations and carried out in the ordinary course of business on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders as set out Part A of the Company’s Circular to Shareholders dated 24 January 2024 (“**the Mandate**”);

**AND THAT** the Directors be and are hereby empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give full effect to the Mandate, with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities **AND THAT** the Mandate shall commence upon passing of this ordinary resolution and will expire at the conclusion of the next AGM of the Company following the passing of this ordinary resolution or the expiry of the period within which the next AGM is required by law to be held but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016 (unless earlier revoked or varied by ordinary resolution of the Shareholders of the Company in general meeting).

### **TERMINATION**

The Chairman then thanked all participants including shareholders, Board Members, the Company Secretary, Auditors, and senior management team for their participation at the 18<sup>th</sup> AGM and the Chairman also announced the end of the live streaming.

The Chairman thereafter, concluded the 18<sup>th</sup> AGM and declared that the live stream meeting for the 18<sup>th</sup> AGM ended and closed at 10.52 a.m..

**WELLCALL HOLDINGS BERHAD**

[Registration No. 200501025213 (707346-W)]

(Minutes of the Eighteenth Annual General Meeting (“**18<sup>th</sup> AGM**”) held on 23 February 2024 –  
Cont’d)

SIGNED AS A CORRECT  
RECORD

- Signed -

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**DATUK NG PENG HONG @**  
**NG PENG HAY**  
CHAIRMAN

Dated : 23 February 2024



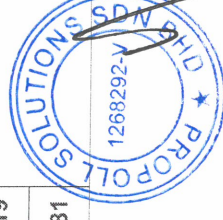
WELLCALL HOLDINGS BERHAD ( 200501025213 (707346-W))  
EIGHTEENTH ANNUAL GENERAL MEETING

BROADCAST VENUE AT MEETING ROOM, MILLENNIUM VIII, LEVEL 3, HOTEL GRAND MILLENNIUM KUALA LUMPUR, 160 BUKIT BINTANG, 55100 KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR, MALAYSIA.

Friday, 23 February 2024 at 10:00 AM

RESULT ON VOTING BY HEAD COUNT

RESOLUTION	VOTED	SHAREHOLDERS / UNITHOLDERS	NO. OF SHARES / UNITS	% OF SHARES / UNITS	NO. OF SHARES / UNITS	ABSTAIN *
<b>ORDINARY RESOLUTION 1</b> TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES.	FOR	68	178,960,513	99.887445		57,841,378
	AGAINST	14	201,656	0.112555		
<b>ORDINARY RESOLUTION 2</b> TO RE-ELECT DATUK NG PENG HONG @ NG PENG HAY, THE RETIRING DIRECTOR OF THE COMPANY.	FOR	76	236,373,175	99.784716		120,400
	AGAINST	9	509,972	0.215284		
<b>ORDINARY RESOLUTION 3</b> TO RE-ELECT MR. HUANG SHA, THE RETIRING DIRECTOR OF THE COMPANY.	FOR	77	236,561,150	99.864069		120,400
	AGAINST	8	321,997	0.135931		
<b>ORDINARY RESOLUTION 4</b> TO RE-ELECT MR. TAN CHOON SOON, THE RETIRING DIRECTOR OF THE COMPANY.	FOR	77	236,674,250	99.911814		120,400
	AGAINST	7	208,897	0.088186		
<b>ORDINARY RESOLUTION 5</b> TO RE-APPOINT MESSRS. ECOVIS MALAYSIA PLT AS THE AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING.	FOR	77	236,622,337	99.889899		120,400
	AGAINST	7	260,810	0.110101		
<b>ORDINARY RESOLUTION 6 - TIER 1</b> RETENTION OF DATUK YONG PENG TAK AS INDEPENDENT NON-EXECUTIVE DIRECTOR.	FOR	4	82,010,995	100.000000		0
	AGAINST	0	0	0.000000		
<b>ORDINARY RESOLUTION 6 - TIER 2</b> RETENTION OF DATUK YONG PENG TAK AS INDEPENDENT NON-EXECUTIVE DIRECTOR.	FOR	68	153,661,236	99.218119		120,400
	AGAINST	13	1,210,916	0.781881		





WELLCALL HOLDINGS BERHAD ( 200501025213 (707346-W))

EIGHTEENTH ANNUAL GENERAL MEETING

BROADCAST VENUE AT MEETING ROOM, MILLENNIUM VIII, LEVEL 3, HOTEL GRAND MILLENNIUM KUALA LUMPUR, 160 BUKIT BINTANG, 55100 KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR, MALAYSIA.

Friday, 23 February 2024 at 10:00 AM

RESULT ON VOTING BY HEAD COUNT

RESOLUTION	VOTED	SHAREHOLDERS / UNITHOLDERS	NO. OF SHARES / UNITS	NO. OF SHARES / UNITS	% OF SHARES / UNITS	NO. OF SHARES / UNITS	ABSTAIN *
ORDINARY RESOLUTION 7 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016.	FOR		63	236,586,973	99.886777	148,400	
	AGAINST		19	268,174	0.113223		
ORDINARY RESOLUTION 8 PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE.	FOR		68	154,599,891	99.840642	82,156,895	
	AGAINST		11	246,761	0.159358		



Note: \* These votes refer to holders who have pre-determined abstain from voting in the Proxy Form or holders refrained from voting due to conflict of interest.