

NOTICE OF TWENTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting (“**20th AGM**”) of Wellcall Holdings Berhad (“**WHB**” or “**the Company**”) will be held at Meeting Room, CM V, Level 7, Courtyard by Marriott Melaka, Lorong Haji Bachee, Kampung Bukit China, 75100, Melaka, Malaysia on Friday, 27 February 2026 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this Notice.

AGENDA

AS ORDINARY BUSINESS

1. To lay the audited financial statements for the financial year ended 30 September 2025 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees and benefits payable to the Non-Executive Directors of the Company and its subsidiaries up to an aggregate amount of RM2,000,000.00 per annum from the period from this 20th AGM until the next Annual General Meeting of the Company.
3. To re-elect the following Directors retiring pursuant to Clause 84.1 of the Constitution of the Company:
 - 3.1 Huang Sha, PMP
 - 3.2 Azian Binti Mohd Yusof
 - 3.3 Chin Yoke Wah
4. To re-appoint Messrs. Ecovis Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**Please refer to
Explanatory Note 1**

**Ordinary
Resolution 1**

**Ordinary
Resolution 2**

**Ordinary
Resolution 3**

**Ordinary
Resolution 4**

**Ordinary
Resolution 5**

AS SPECIAL BUSINESS

To consider and if thought fit, pass the following resolutions:

5. **AUTHORITY UNDER SECTION 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS**

**Ordinary
Resolution 6**

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

THAT pursuant to Section 85 of the Companies Act 2016 approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued Company’s shares arising from any issuance of new Company’s shares pursuant to Sections 75 and 76 of the Companies Act 2016.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

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6. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPT")**

Ordinary
Resolution 7

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("Wellcall Group") to enter into all arrangements and/or transactions involving the interest of Directors, major shareholders or persons connected with the Directors and/or major shareholders of Wellcall Group as specified in the Circular to Shareholders dated 28 January 2026 provided that such transactions are:

- (a) undertaken in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public;
- (b) necessary for the day-to-day operations; and
- (c) not to the detriment of the minority shareholders of the Company.

THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company at which it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed; or
- (b) the expiration of the period within which the next Annual General Meeting 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 in a general meeting.

whichever is earlier;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate For RRPT.

7. **PROPOSED NEW AUTHORITY FOR PURCHASE OF OWN ORDINARY SHARES BY THE COMPANY**

Ordinary
Resolution 8

"THAT, subject to the Companies Act 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of WHB ("WHB Shares") comprised in the Company's total number of issued shares, such purchases to be made through the Bursa Securities subject further to the following:

- (i) the aggregate number of WHB Shares which may be purchased and/or held by the Company shall be up to ten percent (10%) of the total number of issued WHB Shares for the time being;

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- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the WHB Shares shall not exceed the total retained profits of the Company. As at 30 September 2025, the audited retained profits of the Company were approximately RM12,736,676.00;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - (iii) the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - a) the conclusion of the Twenty-First ("21st") AGM, following the 20th AGM at which the proposed new authority for purchase of own shares by the Company was passed, at which time it will lapse unless an ordinary resolution is passed at the 21st AGM, the authority is renewed, either unconditionally or subject to conditions;
 - b) the expiration of the period within which the 21st AGM after that date is required by law to be held; or
 - c) revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by the Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority; and

- (iv) upon completion of the purchase(s) of the WHB Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the WHB Shares in the following manner:
 - a) cancel the WHB Shares purchased; or
 - b) retain the WHB Shares purchased as treasury shares; or
 - c) retain part of the WHB Shares purchased as treasury shares and cancel the remainder of the WHB Shares purchased; or
 - d) distribute the treasury shares as dividends to shareholders and/or resell on the Bursa Securities and/or transfer the WHB Shares or any of the WHB Shares for the purposes of or under an employees' share scheme and/or transfer the WHB Shares or any of the WHB Shares as purchase consideration and/or cancel all or part of them and/or sell, transfer or otherwise use the WHB Shares for such other purposes as minister charged with the responsibility for companies may by order prescribe; or
 - e) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the WHB Shares with full power to assent to any condition, modification, variation and/or amendments as may be imposed by the relevant authorities and to take all such step as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

8. To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

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BY ORDER OF THE BOARD

CHIN WAI YI (MAICSA 7069783) (SSM PC No. 202008004409)
YOONG WAI YEE (MAICSA 7066077) (SSM PC NO. 202008001635)
LIM ZHI XUAN (MAICSA 7076624) (SSM PC NO. 202408000432)
 Company Secretaries

Kuala Lumpur
 Date: 28 January 2026

Explanatory Notes on Ordinary and Special Businesses:

1. Item 1 of the Agenda

Agenda item no. 1 is meant for discussion only as the provisions of Section 340 of the Companies Act 2016, it does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Item 2 of the Agenda

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Item 2 of the Agenda is to seek shareholders' approval to allow the Company to pay Directors' fees and benefits to the non-executive Directors of the Company and its subsidiaries on a current financial year basis and calculated based on the current Board size and number of scheduled Board and Board Committee meetings for the period from this 20th Annual General Meeting ("AGM") until the next AGM.

In the event the proposed amount is insufficient (e.g. due to enlarged Board size or increased responsibility), approval will be sought at the next AGM for the shortfall.

3. Items 3 of the Agenda

The Nomination Committee ("NC") have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking for re-election. Based on the results of the Board Evaluation conducted for the financial year ended 30 September 2025, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

Based on the recommendation of the NC, the Board supports the re-election of the Directors based on the following justifications:

Huang Sha : Huang Sha has been the Managing Director of the Company since 17 April 2006 and is familiar with the Company's business operations. Thus, the Board believes that with his vast experience, he is able to provide valuable input to steer the Company forward.

Huang Sha has exercised his due care and carried out his professional duties proficiently during his tenure as Managing Director of the Company.

Azian Binti Mohd Yusof : Azian Binti Mohd Yusof is familiar with the Company's business operations. Thus, the Board believes that with her vast experience, she is able to provide valuable input to steer the Company forward.

Azian Binti Mohd Yusof has exercised her due care and carried out her professional duties proficiently during her tenure as an Independent Non-Executive Director of the Company.

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Explanatory Notes on Ordinary and Special Businesses: (Cont'd)

3. Items 3 of the Agenda (Cont'd)

Based on the recommendation of the NC, the Board supports the re-election of the Directors based on the following justifications: (Cont'd)

Chin Yoke Wah : Chin Yoke Wah is familiar with the Company's business operations. Thus, the Board believes that with his vast experience, he is able to provide valuable input to steer the Company forward.

Chin Yoke Wah has exercised his due care and carried out his professional duties proficiently during his tenure as an Independent Non-Executive Director of the Company.

4. Item 5 of the Agenda

The Ordinary Resolution 6 proposed under item 5 of the agenda is to seek the shareholders' approval of a new general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

5. Item 6 of the Agenda

The proposed Ordinary Resolution 7, if passed, will enable Company and its subsidiaries to enter into recurrent transactions involving interests of Related Parties, which are necessary for its day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.

The detailed text on Ordinary Resolution 7 is included in the Circular to Shareholders dated 28 January 2026.

6. Item 7 of the Agenda

The proposed Ordinary Resolution 8 if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the total number of issued WHB Shares. This authority unless revoked or varied by the Company at a general meeting will expire at the 21st AGM of the Company.

Please refer to the statement to shareholders in relation to the proposed new authority for purchase of own ordinary shares by WHB dated 28 January 2026 for further information

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Notes:

1. *A member of the Company who is entitled to attend, speak and vote at this 20th AGM may appoint a proxy to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his/her proxy without limitation.*
2. *Where a member appoints more than one (1) proxy to attend and vote at the same 20th AGM, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.*
3. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.*
4. *Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) 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.*

An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

5. *The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.*
6. *The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited with the Share Registrar of the Company, Symphony Corporate Services Sdn. Bhd. at The Gamuda Biz Suites, S-4-04, No. 12, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia or email to symphonycorporateservices@gmail.com not less than forty eight (48) hours before the time appointed for holding the 20th AGM (no later than Wednesday, 25 February 2026 at 10.00 a.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.*
7. *The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Constitution of the Company.*
8. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 February 2026 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 20th AGM.*
9. *Any alteration in the Proxy Form must be initialed.*
10. *Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolution set out in the Notice of 20th AGM will be put to the vote by poll.*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 20th AGM and/ or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 20th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 20th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.