



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting (“**17th AGM**”) of Wellcall Holdings Berhad (“**the Company**”) will be held fully virtual through live streaming from the broadcast venue at Level 43A, MYEG Tower, Empire City, No.8, Jalan Damansara PJU 8, 47820 Petaling Jaya, Selangor, Malaysia (“**Broadcast Venue**”) on Friday, 24 February 2023 at 10.00 a.m., for the following purposes :-

AGENDA

AS ORDINARY BUSINESS

- To lay before the meeting the Audited Financial Statements for the financial year ended 30 September 2022 together with the Reports of the Directors and Auditors thereon.
- 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 25 February 2023 until the next Annual General Meeting of the Company, in such proportions and manner as the Directors may determine as follows:

*(Please refer to
Explanatory Note 1)*

*(Please refer to
Explanatory Note 2)
(Ordinary Resolution 1)*

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	130,000	330,000	460,000
3	Independent Non-Executive Directors	560,000	–	560,000

AND THAT 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 25 February 2023 until the next Annual General Meeting of the Company, in such manner as the Directors may determine:-

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

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

3. To re-elect the following Directors who retire pursuant to Clause 89 of the Company's Constitution and being eligible, have offered themselves for re-election:-
- (i) Mr. Tan Kang Seng; and *[Ordinary Resolution 2]*
- (ii) Mr. Goh Hoon Leum *[Ordinary Resolution 3]*
4. To re-elect the following Directors who retire pursuant to Clause 96 of the Company's Constitution and being eligible, have offered themselves for re-election:-
- (i) Puan Azian Binti Mohd Yusof; and *[Ordinary Resolution 4]*
- (ii) Mr. Chin Yoke Wah *[Ordinary Resolution 5]*
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. *[Ordinary Resolution 6]*

AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolutions:-

6. **ORDINARY RESOLUTION
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** *[Please refer to
Explanatory Note 3]
[Ordinary Resolution 7]*
- THAT** authority be and is hereby given to Mr. Goh Hoon Leum, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until 31 May 2023.
7. **ORDINARY RESOLUTION
- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE
COMPANIES ACT 2016** *[Please refer to
Explanatory Note 4]
[Ordinary Resolution 8]*
- 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**");

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

THAT the existing shareholders of the Company do hereby waive their preemptive 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;

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.

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

8. **ORDINARY RESOLUTION****- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

*[Please refer to
Explanatory Note 5]
[Ordinary Resolution 9]*

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 in Part A of the Company's Circular to Shareholders dated 26 January 2023 ("**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).

9. **SPECIAL RESOLUTION****- PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY**

*[Please refer to
Explanatory Note 6]
[Special Resolution]*

THAT approval be and is hereby given to revoke the existing Constitution of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in "**Appendix II**" in Part B of the Circular to Shareholders dated 26 January 2023 to be despatched together with the Company's Annual Report 2022 be and is hereby adopted as the Constitution of the Company ("**Proposed Adoption**");

AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities (if any) and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Adoption.

10. 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.

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)**LIM JIA HUEY** (SSM PC No. 201908000929) (MAICSA 7073258)**TEE WAN TING** (SSM PC No. 202208000388) (MAICSA 7077906)

Company Secretaries

Kuala Lumpur

Dated: 26 January 2023

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

Explanatory Notes on Ordinary and Special Businesses:

1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.

2. Item 2 of the Agenda

Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.

The Company had, at its Sixteenth Annual General Meeting (“**16th AGM**”) held on 21 February 2022, obtained approval from the shareholders in respect of:-

Approved limit granted by the shareholders at the 16th AGM		
	Directors' Fee (RM)	Meeting allowance and claimable benefits (RM)
Chairman	350,000	26,500
Independent Non-Executive Directors	846,000	98,500
Non Independent Non-Executive Directors	304,000	25,000
Total for Non-Executive Directors (“ Approved Limit ”)	1,500,000	150,000

The Directors remuneration policy of the Company and its subsidiaries for the financial year ended 30 September 2022 is as follows:-

	The Company		The Board of subsidiaries		Total (“Column I”)	
	Directors' Fee (RM)	Meeting allowance and claimable benefits (RM)	Directors' Fee (RM)	Meeting allowance and claimable benefits (RM)	Directors' Fee (RM)	Meeting allowance and claimable benefits (RM)
Chairman	120,000	26,500	230,000	–	350,000	26,500
Independent Non-Executive Directors	398,000	27,000	–	–	398,000	27,000
Non-Independent Non-Executive Directors	164,000	25,000	140,000	–	304,000	25,000
Total	682,000	78,500	370,000		1,052,000	78,500

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

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

2. Item 2 of the Agenda (Cont'd)

Details of the Directors' Remuneration for the financial year ended 30 September 2022 are enumerated in the Corporate Governance Report 2022 of the Company.

The Non-Executive Directors' Fees and Non-Executive Directors' benefits (excluding Directors' fees) payable to the Non-Executive Directors for the financial year ended 30 September 2022 were not exceeded the Approved Limit that were approved by the shareholders at the 16th AGM of the Company in 2022.

The Company is seeking shareholders' approval for the payment of Non-Executive Directors' fees for an amount up to RM1,500,000.00 and Non-Executive Directors' benefits for an amount up to RM112,500.00 payable to the Non-Executive Directors on a monthly basis for the period from 25 February 2023 until the next Annual General Meeting of the Company under Ordinary Resolution 1.

The estimated Non-Executive Directors' fees and benefits proposed for the financial period from 25 February 2023 until the next Annual General Meeting of the Company are derived based on the current Board size.

The benefits payable to the Non-Executive Directors comprising of meetings allowances based on actual attendance of meetings by the Non-Executive Directors and other claimable benefits including reimbursable expenses incurred in the course of carrying out their duties as Directors. The payment of benefits to the Non-Executive Directors will be made by the Company on a monthly basis and/or as and when incurred.

Ordinary Resolution 1 is to facilitate payment of Directors' fees and benefits for the financial year 2023/2024.

In the event that the proposed Directors' fees and benefits payable are insufficient due to the enlarged Board size, the Company will seek shareholders' approval at the next AGM of the Company for the additional Directors' fees and benefits payable to meet the shortfall.

3. Item 6 of the Agenda

For Ordinary Resolution 7, the Nomination Committee of the Company has assessed the independence of Mr. Goh Hoon Leum who has served for a cumulative term of more than nine (9) years and has recommended to the Board that he continues to act as Independent Non-Executive Director of the Company. Mr. Goh Hoon Leum was appointed on 8 December 2010 as Independent Non-Executive Director and he has served the Company for more than twelve (12) years as at the date of the notice of 17th AGM. However, he has met the independence guideline as set out in Chapter 1 of Listing Requirements of Bursa Securities. The Board upon the recommendation from the Nomination Committee of the Company, therefore, considers him to be independent until 31 May 2023. After taking into the consideration the provisions of Listing Requirements of Bursa Securities and based on the justifications in the Corporate Governance Report 2022 and the Statement Accompanying the Notice of the 17th AGM of the Company, the Board recommends him to continue act as Independent Non-Executive Director of the Company subject to the approval from the shareholders of the Company through a two-tier voting process pursuant to Practice 5.3 of Malaysian Code on Corporate Governance 2021.

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)**Explanatory Notes on Ordinary and Special Businesses: (Cont'd)****4. Item 7 of the Agenda**

Ordinary Resolution 8 is to seek a renewal of the general mandate for allotment and issuance of shares by the Company from time to time and to 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, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed the prescribed limit under the Listing Requirements of Bursa Securities (“**General Mandate**”).

However, pursuant to Section 85(1) of the Act and Clause 9(2) of the Company's Constitution and Paragraph 7.08 of Listing Requirements of Bursa Securities, the New Shares will have to be offered to the existing shareholders of the Company unless there is a direction to the contrary given in the general meeting of the Company. Should the existing shareholders of the Company approve the proposed Ordinary Resolution 8, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Act, 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 issuance. This will result in a dilution to the shareholding percentage of the existing shareholders of the Company.

The Board of Directors of the Company is of the view that the General Mandate is in the best interest of the Company and its shareholders as it will provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. It will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such applications as the Directors may deem fit in the best interest of the Company and its shareholders, provided that the aggregate number of shares or convertible securities issued must not be more than 10% of the total number of issued shares.

The proposed Ordinary Resolution 8 is a renewal of the previous year's mandate. As of the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last Annual General Meeting of the Company held on 21 February 2022 and which will lapse at the conclusion of this 17th AGM.

5. Item 8 of the Agenda

Ordinary Resolution 9 proposed under Item 8 of the Agenda, if passed, will enable the Group to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature in the ordinary course of business which are necessary for the Group's day-to-day operations and 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 of the Company. The procurement of the Proposed Shareholders' Mandate would reduce substantially administrative time, effort and expenses associated with the convening of separate general meetings to seek members' approval as and when potential Recurrent Related Party Transactions arise.

The authority given for Ordinary Resolution 9 mentioned above unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Further information on Ordinary Resolution 9 is set out in the Part A of the Circular to Shareholders of the Company dated 26 January 2023 which is despatched together with the Annual Report 2022.

NOTICE OF ANNUAL GENERAL MEETING

(CONT'D)

Explanatory Notes on Ordinary and Special Businesses: (Cont'd)**6. Item 9 of the Agenda**

Special Resolution under Item 9 of the Agenda is the Proposed Adoption of New Constitution, which if passed, will streamline the Company's Constitution with the prevailing statutory and regulatory requirements and to enhance administrative efficiency and provide greater clarity to the Constitution. The Board proposed that the existing Constitution be revoked in its entirety and the proposed new Constitution of the Company as set out in "Appendix II" in the Part B of the Circular to Shareholders dated 26 January 2023 be adopted as the new Constitution of the Company.

The Proposed Adoption shall take effect once the Special Resolution has been passed by a majority of not less than seventy-five per centum (75%) of the members who are entitled to vote and do vote in person or by proxy at the 17th AGM.

Notes:

- (1) *The 17th AGM of the Company will be held fully virtual through live streaming from the **Broadcast Venue** and online remote voting using Remote Participation and Voting ("**RPV**") facilities provided by Agmo Digital Solutions Sdn. Bhd. through its website at <https://web.vote2u.my>. Please refer to the Administrative Guide for the 17th AGM which is available at the Company's website at www.wellcallholdings.com for the procedures to register, participate and vote remotely at the 17th AGM through the RPV facilities.*
- (2) *Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 17th AGM using the RPV.*
- (3) *The Broadcast Venue of the 17th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairperson of the meeting to be at the main venue of the meeting. The Broadcast Venue is to inform shareholders where the electronic AGM production and streaming would be conducted from. No shareholder(s)/proxy(ies) from the public will be physically present at the meeting venue on the day of the 17th AGM.*
- (4) *A member who is entitled to attend and vote at the 17th AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/her behalf at the 17th AGM. A proxy may but need not be a member of the Company, and need also not be an advocate, an approved company auditor or a person approved by the registrar of the Company. Where a member appoints two (2) proxies to attend the 17th AGM, the member shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid.*
- (5) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*
- (6) *Where a member of the Company is an exempt authorised nominee which holds 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. The appointment of two (2) or more proxies in respect of any particular omnibus account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.*

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)**Notes: (Cont'd)**

- (7) *The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of appointer or of his/her attorney duly authorised in writing or a copy of that power of attorney, certified by an advocate and solicitor, or where the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration in the proxy form must be initialled.*
- (8) *The instrument appointing either a proxy, a representative, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the office of the Company's Registered Office, No. 7-1, Jalan 109F, Plaza Danau 2, Taman Danau Desa, 58100 Kuala Lumpur, Wilayah Persekutuan or fax to (03) 7980 1242 or email to WellcallAGM@amerits.com.my, not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.*
- (9) *Pursuant to Paragraph 8.29A(1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice of the 17th AGM will be put to vote by poll.*
- (10) *In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 February 2023 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 17th AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.*
- (11) *Those proxy forms which are indicated with "X" in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the form of proxy must be initialled.*

Personal data privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 17th 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 processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 17th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 17th 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) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company 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.*

STATEMENT ACCOMPANYING THE NOTICE OF THE SEVENTEENTH ANNUAL GENERAL MEETING

STATEMENT ACCOMPANYING THE NOTICE OF THE 17th AGM

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Director standing for election or appointment.
There is no individual seeking election or appointment as a Director at the forthcoming the 17th AGM.
2. Directors standing for re-election
The following Directors are seeking re-election at the 17th AGM (the “Retiring Directors”) under Ordinary Resolutions 2 to 5:-
 - (A) Directors who retire pursuant to Clause 89 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (i) Mr. Tan Kang Seng
 - (ii) Mr. Goh Hoon Leum
 - (B) Directors who retire pursuant to Clause 96 of the Company’s Constitution and being eligible, have offered themselves for re-election:-
 - (i) Puan Azian Binti Mohd Yusof; and
 - (ii) Mr. Chin Yoke Wah

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities (“MMLR”), the details of the Retiring Directors are as set out in their respective Directors’ Profile of the Company’s Annual Report 2022. The details of their interest in the securities of the Company can be found in the Company’s Annual Report 2022.

The Nomination Committee (“NC”) has considered the performance and contribution of the abovesaid Retiring Directors from the Board Effectiveness Evaluation conducted following factors were taken into consideration:-

- (a) Fit and proper assessment
- (b) Contribution to interaction
- (c) Knowledge and caliber
- (d) Provision of quality of input to the Board
- (e) Understanding of role

The NC and Board also review the tenure of the Directors and the Board composition to ensure the Board has an appropriate mix of skills and experience for the requirements of the business.

Retiring Directors who are Independent Non-Executive Directors have provided their confirmation that they fulfilled the independence criteria prescribed by the MMLR. They have confirmed that they do not have any existing or potential conflict of interest, business or family that could affect the execution of their role as Directors.

STATEMENT ACCOMPANYING THE NOTICE OF
THE SEVENTEENTH ANNUAL GENERAL MEETING
(CONT'D)

Mr. Goh Hoon Leum, the Independent Non-Executive Director who has served on the Board for more than 12 years. Below is the justification for the Board to recommend to re-elect Mr. Goh Hoon Leum as the Independent Non-Executive Director until 31 May 2023 through two-tier voting process at the 17th AGM:-

- (a) He fulfils the independence criteria prescribed by the MMLR;
- (b) He has ensured that he always maintains his independent status;
- (c) He did not involve to any matter that would give rise to the conflict of interest;
- (d) He has been acting in good faith and in the best interests of the Company as an Independent Non-Executive Director, exercising his independent judgement during deliberations and decision-making during the Company's meetings because he is familiar with the Company's business operations;
- (e) He has proven to be a reliable Independent Director with his professional aptitude and outlook of business perspective, devoted sufficient time and attention to his professional obligations for informed and balance decision-making and had also exercised due care during his tenure in the best interests of the Company and the shareholders.
- (f) the Company has adopted the best practices duly advocated under the Malaysian Code on Corporate Governance ("MCCG") to establish various policies and procedures to manage and monitor the Company's business operation and affairs. Certain governance factors are effective in mitigating the impact of long tenured independent directors, specifically, for the Group that adopt internal audit function, risk management enterprise and other policies. The effect of potentially erode the board's objectivity due to the long independent directors' tenure is significantly weaker.
- (g) The Board has on 22 August 2022 appointed two (2) new Independent Directors in place of the two (2) long serving Independent Directors to mitigate the potential negative impact that directors' long tenure may have on their independence. Three (3) out of four (4) Independent Directors are new members of our Board, brought in to revitalize or stimulate its performance by bringing with them new ideas or energy. Also, consistent with the best practice advocated under the MCCG being an effective monitor and mechanism in countering the weakened monitoring by compromised independent directors, if any.

The following are explanatory why there is no other candidate apart from Mr. Goh Hoon Leum, the long serving Independent Director who can be appointed as the independent director:

- (a) The twelve (12) years tenure was due on 8 December 2022 and subject to passing the Ordinary Resolution 7, he will continue to serve the Board as the Independent Non-Executive Director until 31 May 2023. The Board has recently revised the Board composition to reduce the total number of the directors of the Company and in compliance with the best practice advocated under MCCG. The Board does not have an intention to increase the board size and to seek a candidate. The Board of the view that the revised board size is optimal and able to cope the current size of the operation. At this juncture, the Board does not want to increase the total number of Directors after taking into accounts cost considerations, the effectiveness and the operational requirement of the Group.
 - (b) Pursuant to MMLR, his tenure of independent director shall be end by 1 June 2023. The NC and the Board will observe the Group's selection and appointment procedures and carefully consider with to identify a suitable individual with diverse backgrounds who is equipped with sufficient professional and technical knowledge, to effectively represent the interests of shareholders in setting the Company's strategy and ensuring its implementation to fill in any vacancy.
3. Statement relating to a general mandate for the issue of securities in accordance with Paragraph 6.03(3) of the MMLR.

Please refer to the Explanatory Note 5 of the Notice of the 17th AGM.



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

FORM OF PROXY

Number of Shares Held	CDS Account No.
	Telephone No.

*I/We (FULL NAME IN CAPITAL LETTERS) NRIC No.

of (FULL ADDRESS)

being a *Member/Members of **WELLCALL HOLDINGS BERHAD**, do hereby appoint the following person(s):-

FULL NAME (IN BLOCK):	NRIC/PASSPORT NO.:	PROPORTION OF SHAREHOLDINGS	
		NO. OF SHARES	%
E-MAIL ADDRESS:	MOBILE NO.:		

* and/or

FULL NAME (IN BLOCK):	NRIC/PASSPORT NO.:	PROPORTION OF SHAREHOLDINGS	
		NO. OF SHARES	%
E-MAIL ADDRESS:	MOBILE NO.:		

or failing whom, the CHAIRMAN of the General Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Seventeenth Annual General Meeting ("17th AGM") to be held as a fully virtual meeting through live streaming and online remote voting from the broadcast venue at Level 43A, MYEG Tower, Empire City, No.8, Jalan Damansara PJU 8, 47820 Petaling Jaya, Selangor, Malaysia on Friday, 24 February 2023 at 10.00 a.m. and at any adjournment thereof.

Please indicate with an "X" in the space provided below how you wish your votes to be casted. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain for voting at his(her) discretion.

No.	Ordinary Business (Ordinary Resolutions)	For	Against
1.	Approval of the payment of Non-Executive Directors' fees for an amount 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 25 February 2023 until the next Annual General Meeting of the Company.		
2.	Re-election of Mr. Tan Kang Seng, the retiring Director of the Company, who retires pursuant to Clause 89 of the Company's Constitution and being eligible, has offered himself for re-election.		
3.	Re-election of Mr. Goh Hoon Leum, the retiring Director of the Company, who retires pursuant to Clause 89 of the Company's Constitution and being eligible, has offered himself for re-election.		
4.	Re-election of Puan Azian Binti Mohd Yusof, the retiring Director of the Company, who retires pursuant to Clause 96 of the Company's Constitution and being eligible, has offered herself for re-election.		
5.	Re-election of Mr. Chin Yoke Wah, the retiring Director of the Company, who retires pursuant to Clause 96 of the Company's Constitution and being eligible, has offered himself for re-election.		
6.	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.		
No.	Special Business (Ordinary Resolutions)	For	Against
7.	Retention of Mr. Goh Hoon Leum as Independent Non-Executive Director		
8.	Authority to allot and issue shares pursuant to the Companies Act 2016		
9.	Proposed renewal of shareholders' mandate for Recurrent Related Party Transactions of a revenue or trading nature		
No.	Special Business (Special Resolution)	For	Against
10.	Proposed adoption of new Constitution of the Company		

As witness *my/our hand this day of

.....
Signature of Member(s)/Common Seal

* Strike out whichever not applicable.

NOTES:-

- A member of the Company who is entitled to attend, speak and vote at this 17th 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.
- A member of the Company shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the same meeting.
- 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.
- 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.
- 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.
- The instrument appointing either a proxy, a representative, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the Company's registered office at No. 7-1, Jalan 109F, Plaza Danau 2, Taman Danau Desa, 58100 Kuala Lumpur, Wilayah Persekutuan or fax to (603) 7980 1242 or email to WellcallAGM@amerits.com.my, not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
Kindly refer to the Administrative Guide for the 17th AGM for the procedures on Remote Participation and Voting ("RPV").
- 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.
- In respect deposited securities, only members whose names appear in the Record Depositors on 15 February 2023 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at this 17th AGM.
- Any alteration in the form of proxy must be initialled.
- Pursuant to Paragraph 8.29A(1) of Main Market Listing Requirement of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of 17th AGM will be put to the vote by poll.
- By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 17th AGM and/or any adjournment thereof, the member of the Company accepts and agrees to the personal data privacy terms set out in the Notice of 17th AGM dated 26 January 2023.



Please fold here

Stamp

The Company Secretary of

WELLCALL HOLDINGS BERHAD

[Registration No. 200501025213 (707346-W)]

c/o AMERITS CORPORATE SDN. BHD.

[Registration No. 200801029086 (830415-H)]

No. 7-1, Jalan 109F, Plaza Danau 2,
Taman Danau Desa, 58100 Kuala Lumpur,
Wilayah Persekutuan Kuala Lumpur.

Please fold here