



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth Annual General Meeting ("17th AGM") of Wang-Zheng Berhad will be conducted by way of virtual meeting entirely through live streaming from the Broadcast Venue at No. 1, Jalan Utarid US/19, Section US, 40150 Shah Alam, Selangor, Malaysia on Wednesday, 23 September 2020 at 11.00 a.m. for the transaction of the following businesses:

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1)**
- To approve the payment of the First and Final Single Tier Tax Exempt Dividend of 4.5 sen per share under the single-tier system in respect of the financial year ended 31 December 2019. **Ordinary Resolution 1**  
**(Please refer to Explanatory Note 2)**
- To approve the payment of Directors' fees of up to RM162,000 and other benefits of up to RM120,000 in respect of the period from 23 September 2020 until the conclusion of the next AGM of the Company. **Ordinary Resolution 2**  
**(Please refer to Explanatory Note 2)**
- To re-elect the following Directors, who retire by rotation in accordance with Article 105(1) of the Constitution of the Company and being eligible, have offered themselves for re-election: **(Please refer to Explanatory Note 3)**  
(a) Goh Kheng Jiu **Ordinary Resolution 3**  
(b) Loo Choo Hong **Ordinary Resolution 4**  
(c) Sze Man Bok **Ordinary Resolution 5**  
(d) Hui Ching Chi **Ordinary Resolution 6**
- To appoint Messrs PricewaterhouseCoopers PLT ("PWC"), as Auditors of the Company in place of the retiring Auditors, Messrs UHY ("UHY") and to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Please refer to Explanatory Note 4)**

### As Special Business:

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

- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTORS**  
"To approve the following Directors, each of whom has served as an Independent Non-Executive Director ("INED") for more than twelve years, to continue to act as INED of the Company: **(Please refer to Explanatory Note 5)**  
(a) Maj Gen Dato' Pahlawan Dr Mohona Dass A/L Ramasamy (Rtd) **Ordinary Resolution 8**  
(b) Loo Choo Hong **Ordinary Resolution 9**  
(c) Ch'ng Eng Hing **Ordinary Resolution 10**  
(d) Low Yu Keat" **Ordinary Resolution 11**

### 7. PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")

"THAT, subject always to the provisions of the Companies Act 2016 (the "Act"), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("MMLR") or other regulatory authorities, approval be and is hereby given to the Company and/or subsidiary companies to enter into all arrangements and/or transactions as specified in Section 2.1.4 of the Circular to Shareholders of the Company dated 30 June 2020, involving the interests of directors, major shareholders or persons connected with such Directors or major shareholders of the Company ("Related Parties") as detailed in Section 2.1.4 of the Circular to Shareholders of the Company dated 30 June 2020, provided that such arrangements and/or transactions are:

- recurrent transactions of a revenue or trading nature;
- necessary for day-to-day operations; and
- carried out in the ordinary course of business or the normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and not to be detriment of the minority shareholders of the Company, (the "Shareholders' Mandate").

THAT the Shareholders' Mandate shall take effect from this resolution and shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which such Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed either unconditionally or subject to conditions; or
  - 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 shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
  - revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier.
- AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate." **(Please refer to Explanatory Note 6)**  
**Ordinary Resolution 12**

### 8. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE ACT

"THAT subject to the Companies Act, 2016 (the "Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Securities on 16 April 2020 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("20% General Mandate"); AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued pursuant to the 20% General Mandate on Bursa Securities; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed corporations, notwithstanding Section 76(3) of the Act, duly varied and adopted by the Directors of the Company pursuant to Section 76(4) of the Act." **(Please refer to Explanatory Note 7)**  
**Ordinary Resolution 13**

### 9. PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY

"THAT, subject always to the Act, the provisions of the Constitution of the Company, the MMLR and the approval of all relevant authorities (if any), the Board of Directors of the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase and/or hold such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the maximum aggregate number of shares which may be purchased and/or held as treasury shares by the Company does not exceed 10% of the total number of issued shares of the Company at any point in time ("Proposed Share Buy-Back");
- the maximum amount to be allocated for the Proposed Share Buy-Back shall not exceed the aggregate of the Company's retained profits based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Proposed Share Buy-Back; and
- the shares of the Company so purchased may be cancelled, retained as treasury shares, distributed as dividends or resell on Bursa Securities, or a combination of any of the above, or be dealt with in such manner allowed by the Act and MMLR from time to time.

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which such resolution is passed, at which time the authority will lapse, unless by an ordinary resolution passed at the general meeting, the authority is renewed either unconditionally or subject to conditions; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- the authority is revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first, but shall not prejudice the completion of the purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid 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 to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company." **(Please refer to Explanatory Note 8)**  
**Ordinary Resolution 14**

- To transact any other ordinary business for which due notice shall have been given in accordance with the Companies Act, 2016.

### BY ORDER OF THE BOARD

Tan Tong Lang (MAICSA 7045482 / SSM PC No. 201908002253)

Thien Lee Mee (LS 0009760 / SSM PC No. 201908002254)

Company Secretaries

Kuala Lumpur

Dated this 30 June 2020

### Notes:

- Please refer to the Administrative Guide for the procedures to register and participate and vote in the virtual meeting.
- A member of the Company entitled to participate and vote at the meeting is entitled to appoint one or more proxies to participate and vote in his/her stead. A proxy may but need not, be a member of the Company. Where a member/shareholder appoints more than one proxy to participate and vote at the meeting, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) or more proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omniaccount"), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each omniaccount it holds.

- Where the authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or under the hands of an officer or attorney duly authorised.
- The Form of Proxy and the power of attorney or other authority, if any, under which it is signed or a notated certified copy of that power or authority shall be deposited (or by facsimile transmission to the Poll Administrator of the Company, situated at 54B Jalan Lumut, Damai Complex, 50400 Kuala Lumpur not less than 48 hours before the time for holding the meeting or adjourned meeting thereof at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- For the purposes of determining a member who shall be entitled to participate the meeting, the Company shall be requesting the Record of Depositors as at 14 September 2020. Only a depositor whose name appears on the Record of Depositors shall be entitled to participate, speak and vote at the meeting as well as for appointment of proxy(ies) to participate, speak and vote on his/her stead.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out above will be put to vote by way of poll.

### EXPLANATORY NOTES TO ORDINARY AND SPECIAL BUSINESS:

#### 1. Item 1 of the Agenda

To receive audited financial statements for the financial year ended 31 December 2019

This Agenda item is meant for discussion only as Section 340(1)(a) of the Act provide that the audited financial statements are to be laid in the general meeting and does not require a formal approval of the shareholders. Hence, this Agenda item is not put forward to the shareholders for voting.

#### 2. Item 3 of the Agenda

To approve the payment of Directors' fees and other benefits payable

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of public company or a listed company and its subsidiaries shall be approved by shareholders at a general meeting. The Company is requesting the shareholders' approval for the payment of fees in respect of the period from 23 September 2020 until the conclusion of the next AGM of the Company in accordance with the proposed remuneration structure set out below:

	Director's fee (RM)	Meeting allowance for each meeting (RM)
Non-Executive Director	1,500 per month	200 to 9,100 per meeting

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

#### 3. Item 4 of the Agenda

Re-election of retiring Directors

Article 105(1) provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at the AGM of the Company. All the Directors shall retire from office once at least in each three years but shall be eligible for re-election. Mr Goh Kheng Jiu, Mr Loo Choo Hong, Mr Sze Man Bok and Mr Hui Ching Chi are standing for re-election as Directors of the Company. Mr Loo Choo Hong, who is INED, has reaffirmed his independence based on independence criteria applied by the Company which is also used in the yearly assessment of INED independence and fulfilled the independence definitions as prescribed under the MMLR.

For the purpose of determining the eligibility of the Directors to stand for re-election at this meeting and in line with Practice 5.1 of the Malaysian Code on Corporate Governance, the Nomination Committee ("NC") has assessed each of the retiring Directors under Ordinary Resolutions 3 to 6 and considered the following:

- The Directors performance and contribution based on the results of the annual evaluation of board;
- The Directors' level of contribution to the Board deliberations through their skills, experience and strength in qualities; and
- Their abilities to act in the best interests of the Company in decision-making.

Based on the results of the annual evaluation of board, the individual Directors has met the performance criteria required for an effective and high performance Board. Hence, the Board has recommended the re-election of Mr Goh Kheng Jiu, Mr Loo Choo Hong, Mr Sze Man Bok and Mr Hui Ching Chi as Directors of the Company.

#### 4. Item 5 of the Agenda

Appointment of Auditors

The retiring Auditors, UHY had indicated their intention for not seeking re-appointment as Auditors of the Company at the 17th AGM. The Board of Directors of the Company has proposed for the appointment of PWC, as the new Auditors of the Company for the ensuing year.

#### 5. Item 6 of the Agenda

Continuing in office as INED

Maj Gen Dato' Pahlawan Dr Mohona Dass A/L Ramasamy (Rtd), Mr Loo Choo Hong, Mr Ch'ng Eng Hing and Mr Low Yu Keat have been serving as INED of the Company for more than 12 years. The Board has through the NC recommended retaining their designation as INED of the Company based on the following reasons:

- they fulfill the criteria under the definition of independent director as stated in the MMLR and, therefore, are able to bring independent and objective judgment to the Board as a whole;
- their experience in the relevant industries have enabled them to provide the Board and Board Committees, as the case may be, with pertinent expertise, skills, contribution and competence;
- they have been with the Company for a certain period and therefore understand the Company's business operations which enable them to contribute actively and effectively during deliberations or discussions at Board and Committee meetings; and
- they continue to be scrupulously independent in their thinking and in their effectiveness as constructive challengers of the Managing Director, Chief Executive Officer and Executive Directors.

#### 6. Item 7 of the Agenda

Proposed Shareholders' Mandate

The proposed Ordinary Resolution 12 in relation to Proposed Shareholders' Mandate is to seek approval from the shareholders for the renewal of the shareholders' mandate granted by the shareholders of the Company at the 16th AGM. The Proposed Shareholders' Mandate will enable the Company and its subsidiaries to enter into any of the recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations involving the Related Parties, subject to the transactions being in the ordinary course of business on normal commercial terms which are 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. This authority unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

Further information on the proposed renewal of Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 30 June 2020 which is dispatched together with the Company's Annual Report 2019.

#### 7. Item 8 of the Agenda

Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Company had obtained the mandate from the shareholders at the last AGM held on 30 May 2019 ("Previous Mandate"). As at the date of this Notice, no new shares in the Company were issued pursuant to the Previous Mandate and accordingly, no proceeds were raised.

Bursa Securities has via its letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("20% General Mandate"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 ("Extended Utilisation Period") and thereafter, the 10% general mandate will be reinstated.

Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Act, from its shareholders at the forthcoming 17th AGM of the Company.

The purpose to seek the 20% General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting merely for such purpose. The 20% General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding its business plans, future investment project(s), working capital and/or acquisitions.

The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the Extended Utilisation Period, i.e. by 31 December 2021.

The Board, having considered the current and prospective financial position, needs and capacity of the Company, is of the opinion that the 20% General Mandate is in the best interest of the Company and its shareholders.

#### 8. Item 9 of the Agenda

Proposed renewal of authority to purchase its own shares of up to 10% of the total number of issued shares in the Company

The Ordinary Resolution 14, if passed, will renew the authority given to the Directors of the Company to purchase Company's shares of up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total amount of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Proposed Share Buy-Back. The Company has not purchased any of its own shares since obtaining the said mandate from its shareholders at the last AGM held on 30 May 2019.

Further information on the proposed renewal of authority to purchase its own shares is set out in the Circular to Shareholders dated 30 June 2020 which is dispatched together with the Company's Annual Report 2019.

### NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

**NOTICE IS ALSO HEREBY GIVEN THAT** the First and Final Single Tier Tax Exempt Dividend of 4.5 sen per share under the single-tier system in respect of the financial year ended 31 December 2019, if approved by shareholders at the forthcoming Annual General Meeting, will be payable on 15 October 2020 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 30 September 2020.

A Depositor shall qualify for entitlement only in respect of:

- shares transferred to the Depositor's Securities Account before 5.00 p.m. on 30 September 2020 in respect of transfer; and
- shares bought on Bursa Malaysia Securities Berhad on a cum-entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.