



**WIDAD
GROUP BERHAD**

Registration No: 200901014295 (857363 U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth ("12th") Annual General Meeting ("AGM") of the Company will be conducted on a fully virtual basis at the Broadcast Venue at WBG Penthouse, Widad Semantan(WiSe), No. 3, Jalan Semantan, Damansara Heights, 50490, Kuala Lumpur on Tuesday, 29 June 2021 at 3.00 p.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Directors' and Auditors' Reports thereon. **Ordinary Resolution 1**
- To approve the payment of Directors' fees and benefits up to RM500,000.00 from this AGM until the next AGM of the Company. **Ordinary Resolution 2**
- To re-elect the following Directors retiring in accordance with Article 86 the Company's Constitution and being eligible, have offered themselves for re-election: - **Ordinary Resolution 3**
 - Mr. Tung Ghee Meng **Ordinary Resolution 2**
 - Mr. Ong Kuan Wah **Ordinary Resolution 3**
- To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors for the financial year ending 31 December 2021 and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 4**

AS SPECIAL BUSINESS

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

- AUTHORITY TO ISSUE SHARES** **Ordinary Resolution 5**

"THAT pursuant to Section 75 and Section 76 of the Companies Act 2016 and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time 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 issued pursuant to this resolution, does not exceed twenty (20) per cent of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."
- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** **Ordinary Resolution 6**

"THAT subject always to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and/or its subsidiaries ("**Widad Group**") to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 28 May 2021, which are necessary for the day-to-day operations of Widad Group provided that the transaction are in the ordinary course of business, and are carried out at arms' length basis on normal commercial terms which are not more favourable to the related party than those generally available to the public as well as are not detrimental to the minority shareholders' of the Company and such approval, shall continue to be in force until: -

 - the conclusion of the next AGM of the Company following the 12th AGM at which the Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the Proposed Shareholders' Mandate authority is renewed;
 - the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2)(b) of the Companies Act, 2016 ("**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 Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and to execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary of expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution"

- To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.

By Order of the Board

LIM SECK WAH (MAICSA 0799845) (SSM PC NO: 202008000054)
TANG CHI HOE (KEVIN) (MAICSA 7045754) (SSM PC NO: 202008002054)
SHUHILAWATI BINTI TAJUDDIN (LS0010190) (SSM PC NO: 202008001358)
Company Secretaries

Dated: 28 May 2021
Kuala Lumpur

Notes:-

- The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. **No shareholders/proxies** from the public will be physically present at the meeting venue. Shareholders who wish to participate in the 12th AGM will therefore have to register via the link <https://vps.megacorp.com.my/dNgStI>. Kindly refer to the annexure of the Administrative Details for further information.
- For the purpose of determining a member who shall be entitled to attend, speak and vote at the 12th AGM, the Company shall be requesting the Record of Depositors as at 23 June 2021. Only a depositor whose name appears on the Record of Depositors as at 23 June 2021 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.
- A member may appoint up to two (2) proxies who need not be members of the Company to attend, speak and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Central Depositories Act 1991, it 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.
- Where a member of the company is an exempt authorised nominee which holds ordinary shares in the company for multiple beneficial owners in one securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his attorney duly authorised in writing, and in the case of a corporation, shall be executed under its Common Seal or under the hand of an officer or attorney of the corporation duly authorised.
- The Form of Proxy or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or authorised certified copy thereof must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd., situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Abdul, 50250 Kuala Lumpur or email to AGM-support.WIDAD@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. You also have the option to register directly at <https://vps.megacorp.com.my/dNgStI> to submit the proxy appointment electronically not later than Sunday, 27 June 2021 at 3.00 p.m. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Details.
- By submitting the duly executed proxy form, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for this meeting and any adjournment thereof.

Explanatory Notes on Special Business

i. Ordinary Resolution 5 – Authority to issue shares

The proposed Resolution 5, if passed, will empower the Directors to issue shares up to 20% of the total number of issued shares of the Company at any one time during the validity of the authority granted for such purposes as they may consider being in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The general mandate sought to grant authority to Directors to issue shares is a renewal of the mandate that was approved by the shareholders at the Eleventh AGM held on 28 September 2020. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene a separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

Bursa Malaysia Securities Berhad has via their 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.

Up to the date of this Notice, 152,290,000 ordinary shares were issued by way of private placement ("**Private Placement**"). Total proceeds of RM66,705,180.00 were raised from the Private Placement and RM63,582,680 has been utilized in accordance with the mandate of this exercise. The details of Private Placement as follows:-

Number of ordinary shares	Issue price per share (RM)	Amount (RM)
121,800,000	0.4245	51,704,100.00
30,490,000	0.4920	15,001,080.00
152,290,000		66,705,180.00

Ordinary Resolution 6 – Proposed Shareholders' Mandate

The explanatory note on Ordinary Resolution 6 is set out in the Circular to Shareholders dated 28 May 2021.



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ADMINISTRATIVE GUIDE FOR THE SHAREHOLDERS ON TWELFTH ANNUAL GENERAL MEETING

Date and Time	Tuesday, 29 June 2021 at 3.00 p.m.
Broadcast Venue	WBG Penthouse, Widad Semantan (WiSe), No. 3, Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur.

1. MODE OF MEETING

In view of the Coronavirus Disease (COVID-19) pandemic and as part of our safety measures, the Twelfth (“12th”) Annual General Meeting (“AGM”) of Widad Group Berhad (“WIDAD” or “Company”) will be conducted on a fully virtual basis through remote participation and electronic voting from the Broadcast Venue (“Online AGM”). This is in line with the Guidance Notes on the Conduct of General Meetings for the Listed Issuers issued by the Securities Commission Malaysia revised on 5th March 2021.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders will not be allowed to physically present at the 12th AGM in person at the Broadcast Venue on the day of the meeting.

2. ANNUAL REPORT 2020 AND CIRCULAR TO SHAREHOLDERS

As part of our ‘Go Green’ initiative to help protect the environment for current and future generations, we encourage your support by going paperless and access the digital copy of our Annual Report 2020 and Circular to Shareholders for your reading or download from our Company’s website at:

<https://widadgroup.com/reports/>

3. NO VOUCHERS/ DOOR GIFTS

There will be NO VOUCHERS(S) or door gift(s) for shareholders/proxies who participate in the 12th AGM.

4. DIGITAL BALLOT FORM (“DBF”)

No shareholders should be physically present at the Broadcast Venue. Shareholders who wish to participate the 12th AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link <https://vps.megacorp.com.my/dNgSTi> and submit all the details requested at least forty-eight hours (48) hours before the time of the 12th AGM. After registration is validated and accepted, shareholders will be sent an email with a link to grant access to the DBF.

- (i) As a member/proxy, you can register online to participate in the 12th AGM. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Webinar session to participate at the 12th AGM online:
- (ii) Members can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as any non-compliance may result in you not being able to receive your DBF.

ADMINISTRATIVE GUIDE FOR THE SHAREHOLDERS ON TWELFTH ANNUAL GENERAL MEETING

- (iii) Alternatively, you may deposit your duly completed Proxy Form in hardcopy at the office of the Poll Administrator, **Mega Corporate Services Sdn. Bhd.** situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submit via email at: AGM-support.Widad@megacorp.com.my not less than forty-eight (48) hours before the time of holding the 12th AGM.
- (iv) For corporate shareholders or Nominee Accounts, please send Proxy Form by email to AGM-support.Widad@megacorp.com.my as per item (iii) above.
- (v) The Poll Administrator, Mega Corporate Services Sdn Bhd, will email a copy of your DBF to you once they have verified your details.
- (vi) Registered shareholders OR proxies would receive 2 emails:
 - a. Webinar session link (to join the virtual meeting)
 - i. Email from **Webinar Master**
 - a. *To join the Virtual Meeting Session*
 - b. DBF – for remote voting purposes.
 - b. Email from AGM-support.Widad@megacorp.com.my

5. POLL VOTING

The voting will be conducted by poll in accordance with Rule 8.29A of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Mega Corporate Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Cygnus Technology Solutions Sdn Bhd as Scrutineers to verify the poll results.

For the purpose of this AGM, e-voting will be carried out via your digital devices (e.g., Computer/Mobile Phone/Tablets). The DBF itself is self-explanatory.

Shareholders or Proxies can proceed to vote on the resolutions and submit your votes during the voting period as stipulated on the DBF. Upon completion of the voting session at the 12th AGM, the Scrutineers will verify the poll results after which the Chairman will announce the results of the resolutions.

6. RECORD OF DEPOSITORS FOR THE 12TH AGM

The date of Record of Depositors for the AGM is 23 June 2021. As such, only members whose name appears in the Record of Depositors of WIDAD as at 23 June 2021 shall be entitled to attend, participate, speak and vote at the 12th AGM.

7. ENQUIRY

If you have any general queries prior to the 12th AGM, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn Bhd
Level 15-2, Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel No: +60 (3) 2692 4271 / 2694 8984
Email: AGM-support.Widad@megacorp.com.my

Person in Charge:

- Mr. Alfred John
- Ms. Vinoo