

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Fourteenth (“14th”) Annual General Meeting (“AGM”) of the Company will be conducted on a virtual basis at the Broadcast Venue at WBG Penthouse, Widad Semantan(WiSe), No. 3, Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur on Monday, 12 June 2023 at 2.00 p.m. for the following purposes:-

**AGENDA**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon.

2. To approve the payment of Directors' fees and benefits up to RM500,000.00 from this AGM until the next AGM of the Company.

3. 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: -

(i) Gen (R) Tan Sri Dato' Sri Zulkiple Bin Kassim

(ii) Mr. Tung Ghee Meng

4. To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Board of Directors to fix their remuneration.
- Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

**AS SPECIAL BUSINESS**

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

5. **AUTHORITY TO ISSUE SHARES**

"THAT pursuant to Section 75 and Section 76 of the Companies Act, 2016 ("**the Act**") 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 ten (10) 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."

AND THAT pursuant to Section 85 of the Act to be read together with Article 3 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new Company shares ranking equally to the existing issued Company shares arising from any issuance of the new Company shares pursuant to Section 75 and 76 of the Act."

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

"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 renew and enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 (i) and 2.4 (ii) of the Circular to Shareholders dated 28 April 2023, 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; -

i) the conclusion of the next AGM of the Company following the 14th 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;

ii) 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 Act, (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

iii) 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".

7. To transact any other business which may properly be transacted at an AGM for which due notice shall have been given.
- Ordinary Resolution 5

Ordinary Resolution 6

By order of the Board,

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

**Company Secretaries**

Dated: 28 April 2023  
Kuala Lumpur

Notes:-

1. 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 14th AGM will therefore have to register via the link <https://vps.megacorp.com.my/bXFTF2>. Kindly refer to the annexure of the Administrative Details for further information.

2. For the purpose of determining a member who shall be entitled to attend, speak and vote at the 14th AGM, the Company shall be requesting the Record of Depositors as at 6 June 2023. Only a depositor whose name appears on the Record of Depositors as at 6 June 2023 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf.

3. 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.

4. 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.

5. 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.

6. 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.

7. 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 Ismail, 50250 Kuala Lumpur or email to [AGM-support.Widad@megacorp.com.my](mailto: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/bXFTF2> to submit the proxy appointment electronically not later than Saturday, 10 June 2023 at 2.00 p.m. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Details.

8. 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 10% 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 Thirteenth AGM held on 29 June 2022. 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.

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

Up to the date of this Notice, 56,575,000 ordinary shares equivalent to 1.99% of share capital was issued by way of private placement ("**Private Placement**") during the year. Total proceeds of RM21,611,650 were raised from the Private Placement and has been fully 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)
56,575,000	0.382	21,611,650

**ii. Ordinary Resolution 6 – Proposed Shareholders' Mandate**

The explanatory note on Ordinary Resolution 6 is set out in the Circular to Shareholders dated 28 April 2023.



**WIDAD  
GROUP BERHAD**



**WIDAD GROUP BERHAD**  
Registration No.: 200901014295 (857363-U)  
(Incorporated in Malaysia)

**ADMINISTRATIVE NOTES  
FOR THE 14th ANNUAL GENERAL MEETING ("14th AGM")**

Date : **Monday, 12 June, 2023**  
Time : **1400 hours**  
Broadcast Venue : **WBG Penthouse, Widad Semantan (WiSe), Damansara Heights, KL**

**Voting via Digital Ballot Form at a Fully Virtual 14<sup>th</sup> AGM**

1. **Shareholders will not be allowed to attend the 14<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting.** Shareholders who wish to participate at the 14th AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/bXFTF2> (please refer to para 4 for further details). After the registration is validated and accepted, Shareholders will receive an email with a link to grant access to the **Digital Ballot Form ("DBF")**.
2. With the DBF and Meeting Link, you may exercise your right as a shareholder of the Company to vote during the 14<sup>th</sup> AGM, at the comfort of your home or from any location.
3. Shareholders may use the Questions' Pane facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the 14<sup>th</sup> AGM:  
**[AGM-support.Widad@megacorp.com.my](mailto:AGM-support.Widad@megacorp.com.my)**

**Registration Procedure**

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the 14<sup>th</sup> AGM online:
  - a. Open this link <https://vps.megacorp.com.my/bXFTF2>, or scan the QR code at the top right corner of this document, and submit all requisite details at least twenty-four (24) hours before the date of 14<sup>th</sup> AGM.
  - b. Only Shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.
  - c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator 48 hours before the AGM :

**Mega Corporate Services Sdn. Bhd.**

Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or;

Submit via e-mail to:

**[AGM-support.Widad@megacorp.com.my](mailto:AGM-support.Widad@megacorp.com.my)**

- d. For corporate Shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.

- e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
  - i. **Meeting Link** – for the Live-Streaming Session
  - ii. **DBF** – for Voting Purposes

#### **Record of Depositors (“ROD”) for the 14<sup>th</sup> AGM**

- 5. The date of ROD for the 14<sup>th</sup> AGM is Tuesday, 6 June, 2023. As such, only Shareholders whose name appear in the ROD shall be entitled to participate and vote at the 14<sup>th</sup> AGM or appoint proxy(ies) / corporate representative(s) to participate and vote on his / her behalf.

#### **Poll Voting**

- 6. The voting of the 14<sup>th</sup> AGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
- 7. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the 14<sup>th</sup> AGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

#### **Enquiry**

If you have any enquiries on the above, please contact the following during office hours (Monday to Friday):

#### **Mega Corporate Services Sdn. Bhd.**

Email : [AGM-support.Widad@megacorp.com.my](mailto:AGM-support.Widad@megacorp.com.my)  
Tel : +60 (3) 2694 8984  
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