



NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting (“AGM”) of the Company will be conducted fully virtual at the Broadcast Venue at WBG Penthouse, Widad Semantan(WiSe), No. 3, Jalan Semantan, Damansara Heights, 50490, Kuala Lumpur on Monday, 28 September 2020 at 10:00 a.m. for the following purposes:-

AGENDA

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Directors’ and Auditors’ Reports thereon.
- 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 1**
- To re-elect the following Directors retiring in accordance with the Company’s Constitution and being eligible, have offered themselves for re-election: - **Ordinary Resolution 2**
 - Dato’ Mohd Rizal Bin Mohd Jaafar (Article 86) **Ordinary Resolution 3**
 - Jen Tan Sri Dato’ Sri Zulkiple Bin Hj Kassim (B) (Article 92) **Ordinary Resolution 3**
- To re-appoint Messrs. Grant Thornton Malaysia PLT as Auditors for the financial year ending 31 December 2020 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 31 December 2021, as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to grant additional temporary measure to listed corporations.”
- 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 August 2020, 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 Eleventh 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 August 2020
Kuala Lumpur

Notes:-

- Ms. Cheng Ming Fui who is due for retirement in accordance with Article 86 of the Company’s Constitution and being eligible for re-election, does not wish to seek for re-election.
- 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 Eleventh AGM will therefore have to register via the link <https://vps.megacorp.com.my/163Pes>. 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 Eleventh AGM, the Company shall be requesting the Record of Depositors as at 22 September 2020. Only a depositor whose name appears on the Record of Depositors as at 22 September 2020 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 Registered Office of the Company at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 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/163Pes> to submit the proxy appointment electronically not later than Saturday, 26 September 2020 at 10:00 a.m. For further information on the electronic submission of proxy form, kindly refer to the annexure of the Administrative Details.

Explanatory Notes on Special Business

i. **Ordinary Resolution 5 – Authority to issue shares**
The proposed Ordinary Resolution 5 is to seek the shareholders’ approval of a general mandate for issuance of shares by the Company under Section 76 of the Act. Bursa Securities had vide its letter dated 16 April 2020, allowed a listed corporation to seek higher general mandate under Rule 6.04 of the ACE Market Listing Requirements of Bursa Securities from the existing 10% to not more than 20% of the total number of issued shares (excluding treasury shares, if any) (“**20% General Mandate**”) subject to compliance with applicable legal requirements and the Company’s Constitution.

This 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 and thereafter, the 10% general mandate will be reinstated. The Board of Directors of the Company (“**Board**”), having considered the current economic climate and future financial needs of the Company, is of the opinion that the 20% General Mandate is in the best interests of the Company and its shareholders.

This 20% General Mandate, if passed, will provide flexibility for the Company and empower the Board to allot and issue new shares speedily in the Company up to an amount not exceeding in total 20% of the total number of issued shares of the Company to meet its funding requirements for working capital, operational expenditure and for the purpose of the strategic development of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. The previous mandate granted by the shareholders at the Tenth AGM on 28 June 2019 had not been utilized and hence no proceed was raised therefrom.

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

The explanatory note on Ordinary Resolution 6 is set out in the Circular to Shareholders dated 28 August 2020.



Registration No: 200901014295 (857363 U)
(Incorporated in Malaysia under the Companies Act, 1965)

ADMINISTRATIVE GUIDE FOR THE SHAREHOLDERS ON ELEVENTH ANNUAL GENERAL MEETING

Date and Time	:	Monday, 28 September 2020 at 10.00 a.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 Eleventh Annual General Meeting (“**Eleventh AGM**”) 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 Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020 and subsequently revised on 15 July 2020.

Shareholders will not be allowed to physically present at the Eleventh AGM in person at the Broadcast Venue on the day of the meeting.

2. Annual Report 2019 and Circular to Shareholders

- ❖ Please scan the QR Code for the Annual Report 2019 and Circular to Shareholders of the Company which are also available at <https://www.widadgroup.com>:



- ❖ There will be no distribution of physical CD-ROM of Annual Report 2019 and Circular to Shareholders
- ❖ You may submit your request for a printed copy of the above by completing the attached Requisition Form and either send by post or email to sazali@megacorp.com.my.
- ❖ The printed copy of the above-mentioned documents will be dispatched to you by ordinary post within (4) market days from the date of receipt of your request.

3. No Vouchers/Door Gift

There will be **NO** distribution of door gift/food vouchers to Members/Proxies who participate in the Eleventh AGM.

4. Digital Ballot Form at a Fully Virtual at Eleventh AGM

- 4.1 No shareholders or proxies should be physically present at the Broadcast Venue. Shareholders who wish to participate in the Eleventh AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link <https://vps.megacorp.com.my/163Pes> (refer to para 4.4 for further details). After the registration is validated and accepted, shareholders will be notified via an email with a link to grant access to the Digital Ballot Form (“**DBF**”).
- 4.2 With the DBF, you may exercise your right as a shareholder of the Company to participate and vote during the Eleventh AGM, at the comfort of your home or from any location.
- 4.3 Shareholders may use the *Questions Pane* (located at the top right of the screen) to submit questions in real time during the meeting via the Webinar platform. Shareholders may also submit questions before the meeting to AGM-support.WIDAD@megacorp.com.my in relation to the agenda items for the Eleventh AGM.

Procedures for Remote Participation and Voting via DBF

- 4.4 Kindly follow the steps below to ensure that you are able to obtain your DBF and details to login to the Webinar session to participate and remote voting at the Eleventh AGM online:
- (a) Open this link <https://vps.megacorp.com.my/163Pes>, or scan the QR code (top right hand of the 1st page of this Administrative Guide) and submit all details requested at least **forty-eight (48) hours** before the date of Eleventh 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 receive your DBF.
 - (c) Alternatively, you may deposit your Proxy Form with the proxy’s email address and mobile phone number at the office of 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 to AGM-support.WIDAD@megacorp.com.my
 - (d) For corporate shareholders or Nominee Accounts, please send Proxy Form by email as (c) above.
 - (e) The Poll Administrator, Mega Corporate Services Sdn Bhd, will email a copy of your DBF to you once they have verified your details.
 - (f) Shareholders would receive 2 emails:
 - i. Webinar session link (to join the virtual meeting)
 - ii. DBF – for remote voting purposes.

5. Record of Depositors (“ROD”) for the Eleventh AGM

The date of ROD for the Eleventh AGM is 22 September 2020. As such, only shareholders whose name appear in the ROD as at 22 September 2020 shall be entitled to attend the Eleventh AGM and to participate, speak and vote thereat.

6. Poll Voting

- 6.1 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 IT Solutions PLT 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. Please read the instructions carefully on the email from *Webinar Master* and familiarize yourself with the steps needed to exercise your rights at the AGM.

- 6.2 Shareholders 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 Eleventh AGM, the Scrutineers will verify the poll results after which the Chairman will announce the results of the resolutions.

7. Communication Guidance

Shareholders are reminded to monitor the Company’s website and announcements made to Bursa Securities for any changes to Eleventh AGM.

8. Enquiry

If you have any enquiry prior to the Eleventh AGM, please contact the following officers during office hours:

Widad Group Berhad

Address : WBG Penthouse, Widad Semantan(WiSe), No. 3, Jalan Semantan, Damansara Heights, 50490, Kuala Lumpur
Contact Person : Ms Shuhilawati Binti Tajuddin
Telephone No : 03-2094 0009 (Ext. No. : 217)
Fax No : 03-2095 9090
Email : shuhilawati@widadgroup.com

Poll Administrator – Mega Corporate Services Sdn Bhd

Address : Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur
Contact Person : Mr. Alfred John
Telephone No : 03-2692 4271
Fax No : 03-2732 5388
Email : AGM-support.WIDAD@megacorp.com.my