

WawasanDengkil

WAWASAN DENGKIL HOLDINGS BERHAD
[Registration No.: 202201013605 (1459302-T)]
(Incorporated in Malaysia)

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting (“**3rd AGM**”) of the Company will be held at Conference Hall 1, Concourse Floor, Putrajaya International Convention Centre, Precinct 5, 62000 Putrajaya, Wilayah Persekutuan Putrajaya, Malaysia (“**Main Venue**”) on Monday, 24 November 2025 at 10:00 a.m. to transact the following businesses:

A G E N D A

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Non-Executive Directors’ fees (inclusive of Board Committees’ fees) for an amount up to RM186,000.00, payable to Non-Executive Directors on a monthly basis, for the period from 25 November 2025 until the next Annual General Meeting (“AGM”) of the Company, in such proportions and manner as the Directors may determine, as follows:

No.	Type of Director	Non-Executive Directors’ fees of the Company (RM)
1.	Chairman of the Board	60,000.00
2.	Independent Non-Executive Directors	126,000.00
	Total	186,000.00

AND THAT to approve the Non-Executive Directors’ benefits (excluding Directors’ fees) for an amount up to RM24,000.00, payable to Non-Executive Directors on a half-yearly basis, for the period from 25 November 2025 until the next AGM of the Company, in such manner as the Directors may determine, as follows:

No.	Type of Director	Non-Executive Directors’ benefits (excluding Directors’ fees) of the Company (RM)
1.	Chairman of the Board	6,000.00
2.	Independent Non-Executive Directors	18,000.00
	Total	24,000.00

- To re-elect the following Directors:-

- Mr. Thien Chiet Chai, who retires pursuant to Clause 84.1 of the Company’s Constitution and being eligible, has offered himself for re-election.
 - Mr. Lim Kok Seng, who retires pursuant to Clause 84.1 of the Company’s Constitution and being eligible, has offered himself for re-election.
 - Ms. Gladys Mak Sow Lin, who retires pursuant to Clause 91 of the Company’s Constitution and being eligible, has offered herself for re-election.
- 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.

AS SPECIAL BUSINESS

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

5. ORDINARY RESOLUTION

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

“THAT subject always to the Companies Act 2016 (“the Act”), the Constitution of the Company and the ACE Market Listing Requirements (“AMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approvals of the relevant 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 such New Shares to be issued, to be subscribed under any rights granted, to be issued from 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 does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed General Mandate”).

THAT the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Rule 7.08 of the AMLR of Bursa Securities 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:

- the conclusion of the next AGM of the Company held after the approval was given;*
- the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or*
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.*

THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation for such New Shares on Bursa Securities.

AND 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 FURTHER 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.”

- To transact any other business of which due notice shall have been given in accordance with the Company’s Constitution and/or the Act.

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)
NAZIRAH BINTI NAZRI (SSM PC No. 202408000275) (MAICSA 7071328)
Company Secretaries

Kuala Lumpur

Dated: 24 October 2025

Explanatory Notes on Ordinary and Special Business:

- Item 1 of the Agenda**
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act 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.
- 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 Extraordinary General Meeting (“EGM”) held on 25 July 2024, obtained approval from the shareholders for the payment of Non-Executive Directors’ fees and benefits payable on a monthly or quarterly basis for the period from the date of their appointment until the forthcoming Annual General Meeting (“AGM”) to be held in 2025, in such proportions and manner as the Directors may determine, as set out below:-

Approved limit granted by the members at the EGM		
	Directors’ fees (RM)	Meeting allowance and claimable benefits (RM)
Chairman	95,000.00	3,500.00
Independent Non-Executive Directors	199,500.00	10,500.00
Total for Non-Executive Directors (“Approved Limit”)	294,500.00	14,000.00

The actual Directors’ remuneration paid to the Non-Executive Directors of the Company for the financial year ended 30 June 2025 amounted to RM46,500.00, and no meeting allowance and other claimable benefits were paid during the financial year. Accordingly, the Non-Executive Directors’ fees and benefits for the financial year ended 30 June 2025 did not exceed the Approved Limit approved by the members at the EGM.

Details of the Directors’ Remuneration for the financial year ended 30 June 2025 are set out in the Corporate Governance Report 2025 of the Company and published on the Company’s website.

In view thereof, the Company is seeking shareholders’ approval for the payment of Non-Executive Directors’ fees for an amount up to RM186,000.00 on a monthly basis and Non-Executive Directors’ benefits (excluding Directors’ fees) for an amount up to RM24,000.00 on a half-yearly basis for the period from 25 November 2025 until the next AGM of the Company under Ordinary Resolution 1.

In determining the total estimated amount of the Directors’ fees, the Board has considered the number of scheduled and special meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in the meetings, while the benefits payable to the Directors comprising of meetings allowances based on actual attendance of meetings by the 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 Directors will be made by the Company on a half-yearly basis or as and when incurred.

Ordinary Resolution 1 is proposed to facilitate the payment of Directors’ fees and benefits for the financial year 2025/2026.

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.

- Item 3 of the Agenda**

Mr. Thien Chiet Chai and Mr. Lim Kok Seng (“**the Retiring Directors I**”) retire by rotation in accordance with Clause 84.1 of the Company’s Constitution and, being eligible, offer themselves for re-election at the 3rd AGM under Ordinary Resolutions 2 and 3, respectively.

Ms. Gladys Mak Sow Lin (“**the Retiring Director II**”) is due for retirement in accordance with Clause 91 of the Company’s Constitution, is eligible for re-election, and has offered herself for re-election at the 3rd AGM under Ordinary Resolution 4.

(The Retiring Directors I and Retiring Director II are collectively referred to as “**the Retiring Directors**”).

The re-election of the Retiring Directors shall be voted on individually.

Pursuant to Rule 8.29(2) of AMLR of Bursa Securities, the details of the Retiring Directors are set out in their respective profiles in the Directors’ Profile section of the Company’s Annual Report 2025. Their respective interests in the securities of the Company are also disclosed therein.

The Nomination Committee (“NC”) has considered the performance and contribution of the Retiring Directors I based on the results of the Board Effectiveness Evaluation conducted, taking into consideration, among others, the following factors:

- Fit and proper assessment;
- Contribution to Board interaction;
- Knowledge and calibre;
- Quality of input to the Board;
- Understanding of role; and
- Conflict of interest, if any.

The NC and the Board also reviewed the tenure and composition of the Board to ensure that it continues to comprise Directors with an appropriate mix of skills, experience, and independence aligned with the Company’s business requirements.

The NC and the Board, having considered the results of the assessment conducted on the Retiring Directors I, are satisfied that they each possess the character, experience, integrity, competence and time commitment required to discharge their roles effectively as Directors, in line with Paragraph 2.20A of the AMLR of Bursa Securities, and have met the fit and proper criteria prescribed by the Company’s policy.

As for the Retiring Director II, Ms. Gladys Mak Sow Lin, who was appointed to the Board on 30 July 2025 to fill a casual vacancy, the NC and the Board had reviewed her qualifications, experience and professional background. Given the short period since her appointment, a full Board effectiveness evaluation has not yet been undertaken. However, the NC and the Board are satisfied that she has demonstrated the necessary competence and commitment to contribute effectively to the Board.

The Board, after due consideration (save for the Retiring Directors who abstained from deliberations and decisions on their own re-election), supports the recommendation of the NC that the Retiring Directors I and the Retiring Director II, who retire pursuant to Clauses 84.1 and 91 of the Company’s Constitution, respectively, be re-elected as Directors of the Company.

None of the Retiring Directors have any conflict of interest and/or potential conflict of interest with the Company, save for Mr. Lim Kok Seng as disclosed in the Audit and Risk Management Committee Report.

- Item 5 of the Agenda**

Ordinary Resolution 6 is to seek a new 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 AMLR of Bursa Securities (“**General Mandate**”).

However, pursuant to Section 85(1) of the Act, Clause 52 of the Company’s Constitution and Rule 7.08 of AMLR 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 6, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Act, which then 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 the issuance. This will result in a dilution to the shareholding percentage of the existing shareholders of the Company.

The purpose of this General Mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot New Shares in the Company for fund raising activities, including but not limited to 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 such other purposes as the Directors may deem fit in the best interest of the Company, provided that the aggregate number of shares or convertible securities issued must not be more than 10% of the total number of issued shares. This General Mandate, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

The Board 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 also enable the Directors to take swift action in case of a need to issue and allot New Shares in the Company for 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 of the Company.

Notes:

- The 3rd AGM of the Company will be held at Main Venue. Members and proxies will have to attend in person at the Main Venue.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 17 November 2025 (General Meeting Record of Depositors) shall be entitled to attend, participate and vote at the 3rd AGM, or to appoint proxy(ies) to attend, participate and vote on their behalf.
- A member who is entitled to attend and vote at the 3rd AGM shall be entitled to appoint not more than two (2) proxies to attend, participate and vote on his/ her behalf at the 3rd AGM. A proxy may but need not be a member of the Company, and need 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 3rd AGM, the member shall specify the proportion of his/ her shareholding to be represented by each proxy, failing which the appointment shall be invalid.
- 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of the appointer or of his 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 initialed.
- The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 3rd AGM or at any adjournment thereof:
 - In Hardcopy Form**
The Proxy Form shall be deposited at the office of the Share Registrar, at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia or alternatively, to be deposited in the drop-box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia; or
 - By Electronic Means**
The Proxy Form can be electronically lodged with the Company’s Share Registrar via Vistra Share Registry and IPO (MY) Portal (“**The Portal**”) at <https://srm.vistra.com>. Please follow the procedures set out in the Administrative Guide.
- Pursuant to Rule 8.31A(1) of the AMLR of Bursa Securities, all the resolutions set out in this Notice of 3rd AGM will be put to vote by poll.
- Those Proxy Forms which are indicated with “V” in the spaces provided to show how the votes are to be cast will also be accepted. Any alteration in the Proxy Form must be initialed.

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 3rd AGM and/or any adjournment thereof, a member of the Company:

- 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 3rd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 3rd 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**”);
- 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
- 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.