

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting (“2nd AGM”) of Well Chip Group Berhad (“WCG” or “Company”) will be held at Holiday Inn Johor Bahru City Centre, Jalan Tun Abdul Razak, 80888 Ibrahim International Business District, Johor, Malaysia on Monday, 23rd June 2025 at 10:00 a.m. to consider and, if thought fit, passing with or without modifications, the following resolutions:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2024 and the Reports of the Directors and Auditors thereon.
- To declare and approve the payment of Single Tier First and Final dividend of 4 sen per ordinary share for the financial year ended 31 December 2024.
- To approve the payment of additional Directors’ fees of RM25,000 to the Directors of the Company’s subsidiaries for the financial period from 1 January 2024 to 30 June 2025 to be payable following approval by the shareholders at the 2nd AGM.
- To approve the payment of additional Directors benefits of RM25,000 to the Directors of the Company for the financial period from 1 January 2024 to 30 June 2025 to be payable following approval by the shareholders at the 2nd AGM.
- To approve the payment of Directors fees of up to RM455,000 to the Directors of the Company from 1 July 2025 until the conclusion of next Annual General Meeting (“AGM”) to be held in year 2026, to be payable quarterly in arrears.
- To approve the payment of Directors fees of up to RM125,000 to the Directors of the Company’s subsidiaries from 1 July 2025 until the conclusion of next Annual General Meeting (“AGM”) to be held in year 2026, to be payable in the subsequent year following approval by the shareholders at the 2nd AGM.
- To approve the payment of Directors’ benefits of up to RM70,000 for the Directors of the Company from 1 July 2025 until the conclusion of next AGM to be held in year 2026, to be payable quarterly in arrears.
- To re-elect the following Directors of the Company who are retiring in accordance with Clause 113 of the Company’s Constitution and, being eligible, offered themselves for reelection:
 - Ng Hooi Lang
 - Mak Lye Mun

Please refer to
Note 1

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

AS SPECIAL BUSINESS

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

- Proposed authority to issue and allot shares by the Directors pursuant to Sections 75 and 76 of the Companies Act 2016 (“CA 2016”) and waiver of pre-emptive rights pursuant to the CA 2016**

Ordinary Resolution 10

“THAT pursuant to Sections 75 and 76 of the CA 2016, the Directors be and are hereby authorised to issue and allot shares in the Company at any time, at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at the time of issue AND THAT the Directors be and are also authorised to obtain the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

THAT in connection with the above, pursuant to Section 85 of the CA 2016 to be read together with Clause 13 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion to their holdings at such price and on such terms to be offered arising from any issuance of the new shares above by the Company.”

- To transact any other business for which due notice shall have been given in accordance with the Company’s Constitution and the CA 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Second (2nd) AGM, the Single Tier First and Final Dividend of 4 sen per share in respect of the financial year ended 31 December 2024 will be paid on 11 July 2025 to the Depositors whose name appears on the Record of Depositors at the close of business on entitlement date. The entitlement date for the said dividend shall be 1 July 2025.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares transferred into the Depositor’s Securities Account before 4.30 p.m. on 1 July 2025 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad (“Bursa Securities”) on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

SANTHI A/P SAMINATHAN (MAICSA 7069709) (SSM PC No. 201908002933)

RAIDAH BINTI ABD RAHMAN (LS0010350) (SSM PC No.: 201908002931)

Company Secretaries

Johor Bahru

Date : 30 April 2025

NOTES:

1. Form of Proxy

- A member of the Company who is entitled to attend and vote at the meeting, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting, and that a proxy may but need not be a Member. There shall be no restriction as to the qualification of the proxy.
- Where a member appoints more than one (1) proxy, he shall specify the proportion of his holdings to be represented by each proxy, failing which the appointment shall be invalid.
- A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
- Appointment of proxies (2) where a member 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 Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation’s common seal or under the hand of an officer or attorney duly authorised.

- The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the Form of Proxy, duly completed must be deposited at Share Registrar, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia. All Form of Proxy submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote.
- Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly. If no name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- Last date and time for lodging the Form of Proxy is Saturday, 21 June 2025 at 10.00 a.m.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on Tuesday, 17 June 2025 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend, speak, and vote on his/her behalf at the 2nd AGM.
- For the purpose of determining who shall be entitled to participate in the meeting, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with the Company’s Constitution to issue a Record of Depositors as at 17 June 2025. Only members whose names appear in the said Record of Depositors shall be eligible to participate, speak and vote at the meeting or appoint proxy(ies) to participate, speak and vote on his/her behalf.
- A member is permitted to give the Company notice of revocation of a person’s authority to act as proxy not less than forty-eight (48) hours before the time appointed for holding the meeting. The notice of revocation must be in writing and be deposited at the Share Registrar, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia.
- Please bring along the ORIGINAL of the following documents (whichever applicable) for verification purposes at the registration counter:- (a) Identity Card (NRIC for Malaysian), or (b) Police report (for loss of NRIC for Malaysian), or (c) Passport (for Foreigner).

EXPLANATORY NOTE ON ORDINARY BUSINESS:-

- To receive Audited Financial Statements
Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Company require formal approval of shareholders for the Audited Financial Statements. Hence, this item is not put forward for voting.
- Ordinary Resolution 1 - Single Tier First and Final Dividend
On 16 April 2025, the Board of Directors (“the Board”) of the Company announced the declaration of Single Tier First and Final Dividend of 4 sen per ordinary share for the financial year ended 31 December 2024 subject to shareholders approval being obtained at the 2nd AGM. The Ordinary Resolution 1 if passed, the dividend will be paid on 11 July 2025 to shareholders whose name appears in the Record of Depositors at the close of business on 1 July 2025.
- Ordinary Resolution 2, 3, 4, 5 and 6 - Payment of Directors’ Fees and benefits
Section 230(1) of the CA 2016 provides that “fees” of the directors and “any benefits” payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.
In this respect, the Board wishes to seek shareholders’ approval for the payment of the Directors’ fees and benefits as proposed under Ordinary Resolutions 2, 3, 4, 5 and 6, if passed, will facilitate the payment of the Directors’ and benefits on a quarterly basis in arrears after the Directors’ have discharged their responsibilities and rendered their services to the Company and the subsidiaries. In the event that the Directors’ fees and benefits payable during the period exceeds the estimated amount sought at this AGM, a shareholders’ approval will be sought at the next AGM.
Under Ordinary Resolution 2 and 3, the additional Director’s fees and benefits for the financial period from 1 January 2024 to 30 June 2025 is due to the incorporation of new entities and the appointment of additional directors during the period, which increased the required fees, coupled with a higher number of meetings being conducted; which increased the required benefit allowances.
The details of the Directors’ fees and benefits paid to each Director for the FYE 2024 are disclosed in the Governance Overview Statement in the Integrated Report 2024.
- Ordinary Resolution 7 and 8 – Re-election of retiring Directors
Regulation 113 of the Company’s Constitution expressly states that at the Annual General Meeting (“AGM”) in every subsequent year, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then, the number nearest to one-third shall retire from office and be eligible for re-election.
Pursuant to Clause Regulation 113 of the Company’s Constitution, Ng Hooi Lang and Mak Lye Mun (“retiring Directors”) are standing for re-election at this AGM. The Nominating Committee has assessed the evaluation, assess the fit and proper criteria of the retiring directors and upon satisfactory results, the NC recommended the re-election of the retiring directors for shareholders’ approval at the forthcoming AGM. The profile of the retiring Directors are provided on page 5 and 8 of the Directors’ Profile in the Annual Report 2025.
- Ordinary Resolution 9 – Re-appointment of Auditors
The Audit Committee and the Board have considered the re-appointment of RSM as Auditors of the Company and collectively agreed that RSM has met the relevant criteria prescribed under Paragraph 15.21 of the MMLR of Bursa Malaysia Securities Berhad. RSM Malaysia PLT have indicated their willingness to continue their service to the Company.
- Ordinary Resolution 10 - Proposed Authority to Issue Shares Pursuant to Section 75 and Section 76 of the Companies Act 2016 (“CA 2016”) and waiver of pre-emptive rights pursuant to the CA 2016
The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares from the unissued capital of the Company up to an amount not exceeding in total ten percent (10%) of the total issued and paid-up share capital of the Company for such purposes and to such person or persons as the Directors in their absolute discretion consider to be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The approval of the issuance and allotment of the new shares under Section 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Companies Act, 2016 and Clause 13 of the Company’s Constitution, the shareholders of the Company hereby agree to waive and are deemed to have waived their pre-emptive rights pertaining to the issuance and allotment of new shares under Section 75 and 76 of the Companies Act, 2016, which will result in a dilution to their shareholdings percentage in the Company.

The purpose of this general mandate is for possible fund-raising exercise including but not limited to further placement of shares for purposes funding current and/or future investment projects, working capital, repayment/paying down of borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (I) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representatives for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.



Well Chip Group Berhad
Registration No. 202301014119 (1508041-A)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS AND/OR PROXIES SECOND ANNUAL GENERAL MEETING (“2ND AGM”)

INFORMATION ON 2ND AGM

1. Date, Time and Venue of 2nd AGM

The Company's 2nd AGM is scheduled to be held as follows:-

Day and Date : Monday, 23rd June 2025
Time : 10:00 a.m.
Venue : Holiday Inn Johor Bahru City Centre, Jalan Tun Abdul Razak, 80888
Ibrahim International Business District, Johor

2. Entitlement to Attend

Only members whose names appear in the Record of Depositors as of 17 June 2025 are entitled to attend, participate, speak and vote at the 2nd AGM or appoint proxy(ies) to attend, participate, speak and vote on his/her behalf in respect of the number of shares registered in his/her name at that mentioned date.

3. Lodgement of Form of Proxy of 2nd AGM

- (a) If you are unable to attend the 2nd AGM and wish to appoint proxy(ies) to vote on your behalf, you may deposit your Form of Proxy at the Registered Office of the Company at Share Registrar, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia not later than forty-eight (48) hours before the 2nd AGM or any adjournment thereof, i.e., **latest by Saturday, 21st June 2025 at 10:00 a.m.**
- (b) If you wish to attend the 2nd AGM yourself, please do not submit any Form of Proxy for the 2nd AGM that you wish to attend. You will not be allowed to attend the 2nd AGM together with a proxy appointed by you. Only one of you is allowed to attend and enter the meeting venue.
- (c) If you have submitted your Form of Proxy prior to the 2nd AGM and subsequently decided to attend the 2nd AGM yourself, please revoke your proxy appointment at the time of registration.

4. Corporate Member

Any corporate member who wishes to appoint a representative instead of a proxy to the 2nd AGM should submit the original certificate of appointment under the corporation's seal to the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor, Malaysia at any time before the time appointed for holding the 2nd AGM or to the registration staff on the meeting day for the Company's records.

5. Parking

You may park your vehicle at the allocated visitors' parking bays.

6. Door Gifts

There will be door gifts provided at the 2nd AGM.

GUIDANCE FOR ATTENDANCE OF 2ND AGM

1. Registration for the 2nd AGM

- (a) Registration will start at 8.30 a.m. and end at such time as the Chairman meeting may be determined.
- (b) Please read the signage to ascertain the registration counter to register yourself for the 2nd AGM and join the queue accordingly.
- (c) Please present your original National Registration Identification Card ("NRIC") or Passport for verification by the Share Registrar against the Record of Depositors as of 17 June 2025. Please ensure that you collect your NRIC or Passport thereafter.
- (d) After verification, you are required to write your name and sign on the Attendance List provided by the Share Registrar. Thereafter, you will be given an identification wristband.
- (e) **NO** individual will be allowed to enter the meeting hall without the identification wristband. There will be no replacement if you lose or misplace the identification wristband.
- (f) **NO** person will be allowed to register on behalf of another person, even with the original NRIC or Passport of that person.
- (g) The registration counter is solely for verification of identity and registration purposes.
- (h) All attendees are also required to observe the social distancing rule.
- (i) Please vacate the registration area immediately after registration.

If you have any enquiries on other matters, please refer to our staff who will be at hand to assist.

2. Submission of Questions prior to 2nd AGM

Shareholders are encouraged to submit questions ahead of the 2nd AGM and email your questions to ir@wellchip.com.my, latest by **Friday, 6 June 2025**.

The Company will endeavour to answer your question(s) at the 2nd AGM. The 2nd AGM proceedings will focus on the proposed resolutions to minimise crowd gathering time in an enclosed environment.

ENQUIRY

Should you require assistance on the above matter, kindly contact our Share Registrar at:

Boardroom Share Registrars Sdn Bhd

General Line: +603-7890 4700

Name: Mohamed Sophiee Bin Ahmad Nawawi

Contact no.: +603 – 7890 4716 | Email: mohamed.sophiee@boardroomlimited.com

Name: Rozleen Binti Monzali

Contact no.: +603 – 7890 4739 | Email: rozleen.monzali@boardroomlimited.com

Name: Noruzaimah Binti Md Taib

Contact No.: +603 – 7890 4722 | Email: noruzaimah.taib@boardroomlimited.com

We thank you for your continued support.