THIS CIRCULAR TO SHAREHOLDERS OF WELL CHIP GROUP BERHAD ("WELL CHIP" OR THE "COMPANY") ("CIRCULAR") IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other independent adviser immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has perused this Circular in respect of the Proposed New Shareholders' Mandate for new Recurrent Related Party Transactions on a limited review basis pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

WELL CHIP GROUP BERHAD
(Registration No. 202301014119 (1508041-A))
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR WELL CHIP GROUP BERHAD AND ITS SUBSIDIARIES ("PROPOSED NEW SHAREHOLDERS' MANDATE")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The resolution in respect of the Proposed New Shareholders' Mandate will be tabled at the Extraordinary General Meeting ("**EGM**") of Well Chip will be held at Ponderosa Golf & Country Club, Trading Post, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor on Thursday, 3 September 2026 at 10:00 a.m. or at any adjournment thereof. The Notice of EGM, together with the Form of Proxy are enclosed in this Circular which are available for download from Well Chip's website at www.wellchip.com.my or Bursa Securities' website at www.bursamalaysia.com.

If you are unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, you must complete the Form of Proxy in accordance with the instructions contained therein and lodge the same with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or the instrument appointing a proxy can also be electronically submitted to the appointed Share Registrar for the EGM via e-mail to bsr.proxy@boardroomlimited.com not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The lodging of Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently decide to do so.

Last day and time to submit the Form of Proxy	:	Tuesday, 1 September 2026 at 10:00 a.m.
Date and time of the EGM	:	Thursday, 3 September 2026 at 10:00 a.m.

This Circular is dated 14 August 2026

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	:	Companies Act 2016
AGM	:	Annual General Meeting of the Company
ARMC	:	Audit and Risk Management Committee of our Company
Board	:	Board of Directors of Well Chip
Bursa Securities	:	Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Circular	:	This circular to our shareholders dated 14 August 2026
CMSA	:	Capital Markets and Services Act 2007
Director(s)	:	Shall have the same meaning under subsection 2(1) of the CMSA and includes any person who is or was within the preceding six (6) months of the date on which terms of the RRPTs were agreed upon, a director of Well Chip, its subsidiary or holding company or Chief Executive Officer of Well Chip, its subsidiary or holding company
EGM	:	Extraordinary general meeting of our Company
Great Prompt	:	Great Prompt Sdn Bhd [Registration No.: 200001007891 (510497-W)]
Goldjew	:	Goldjew Sdn Bhd [Registration No.: 198901001631 (178937-V)]
KE Well Chip	:	Kedai Emas Well Chip Sdn Bhd [Registration No. 200901029740 (872846-W)]
KP Well Chip	:	Kedai Pajak Well Chip Sdn Bhd [Registration No. 200601004113 (723860-V)]
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities
LPD	:	31 July 2026 being the latest practicable date prior to the printing and despatch of this Circular
Major Shareholder	:	A person who has an interest or interests in one or more voting shares in the Company (or any other corporation which is its subsidiary or holding company) and the number or aggregate number of those shares, is: (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act. For the purpose of the Proposed New Shareholders’ Mandate, Major Shareholder(s) shall include any person who is or was within the preceding 6 months of the date on which the terms of the transaction(s) were agreed upon.
NA	:	Net assets attributable to the owners of our Company

Person(s) Connected	:	In relation to a Director or Major Shareholder, means such person who falls under any one of the following categories: (a) a family member of the Director or Major Shareholder; (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholders or a family member of the Director or Major Shareholder, is the sole beneficiary; (c) a partner of the Director or Major Shareholder; (d) a person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder; (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act; (f) a body corporate in which the Director or Major Shareholder and/or Person Connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or (g) a body corporate which is related corporation of the Director or Major Shareholder.
PG Cahaya Damai	:	Pajak Gadai Cahaya Damai Sdn Bhd [Registration No.: 201801007631 (1269645-T)]
PG Well Chip (4)	:	Pajak Gadai Well Chip (4) Sdn Bhd [Registration No.: 202101034280 (1434580-X)]
PG Well Chip (5)	:	Pajak Gadai Well Chip (5) Sdn Bhd [Registration No.: 202101034273 (1434573-P)]
PG Well Chip (6)	:	Pajak Gadai Well Chip (6) Sdn Bhd [Registration No.: 202101034274 (1434574-M)]
Proposed New Shareholders' Mandate	:	Proposed new shareholders' mandate for the RRPTs as set out in Section 2.4 of this Circular
Public	:	Shall have the meaning given in Chapter 1 of the Listing Requirements
Recurrent Related Party Transactions or RRPT(s)	:	Recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of our Group and to be entered into by our Company and/or our subsidiaries and the Related Parties, which are in the ordinary course of business of our Group
Related Party(ies)	:	Director(s), Major Shareholder(s) and/or Person(s) Connected
RM and sen	:	Ringgit Malaysia and sen respectively
Swift Paragon	:	Swift Paragon Sdn Bhd [Registration No.: 201401037529 (1113674-K)], a wholly-owned subsidiary of ValueMax Group which is held through VMM Holdings, which in turn is also a wholly-owned subsidiary of ValueMax Group.
SYT Pavilion	:	SYT Pavilion Sdn Bhd [Registration No. 201101036288 (964422-M)]
Thye Shing Pawnshop	:	Thye Shing Pawnshop Sdn. Bhd. [Registration No. 201001005926 (890545-A)]
ValueMax Group	:	ValueMax Group Limited (UEN No. 200307530N)

VMM Holdings	:	VMM Holdings Sdn Bhd [Registration No.: 201301007454 (1037295-D)]
VYN Holdings	:	VYN Holdings Sdn Bhd [Registration No.: 202301012805 (1506727-P)]
Well Chip Group or Group	:	Collectively, Well Chip and its subsidiary companies
Yeah Holdings	:	Yeah Holdings Pte. Ltd. (UEN No. 201227861E)

References to "we", "us", "our" and "ourselves" are to our Company, and where the context otherwise requires, our subsidiaries. All references to "you" are to our shareholders.

Words incorporating the singular shall, where applicable, include the plural and vice versa. Words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any statutes, rules, regulations or rules of the stock exchange is a reference to such statutes, rules, regulations or rules of the stock exchange currently in force and as may be amended from time to time and any re-enactment thereof.

Any reference to a time or date in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

TABLE OF CONTENTS

LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED NEW SHAREHOLDERS' MANDATE

WELL CHIP GROUP BERHAD
(Registration No. 202301014119 (1508041-A))
(Incorporated in Malaysia)

Registered Office:

12th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan

14 August 2026

Board of Directors:

Mak Lye Mun	*Independent Non-Executive Chairman*
Yeah Hiang Nam @ Yeo Hiang Nam	*Non-Independent Non-Executive Director*
Yeah Chia Kai	*Non-independent Non-Executive Director*
Ng Hooi Lang	*Executive Director and Chief Executive Officer*
Tang Soo Yen	*Executive Director and Director of Retail and Merchandising*
Chan Kam Chiew	*Independent Non-Executive Director*
Hsu, Kuan-Hua	*Independent Non-Executive Director*
Lew Chern Yong	*Independent Non-Executive Director*

To: Our Shareholders

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE

---

1. INTRODUCTION

On 20 July 2026, our Board announced that our Company proposes to seek shareholders' approval at the forthcoming EGM for the Proposed New Shareholders' Mandate.

THE PURPOSE OF THIS CIRCULAR TOGETHER WITH THE APPENDIX IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE TOGETHER WITH THE RECOMMENDATION OF THE BOARD AND TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS TOGETHER WITH THE APPENDIX OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Provision under the Listing Requirements

Pursuant to Paragraph 10.09(1)(a) of the Listing Requirements, our Company must immediately announce an RRPT where:

(a) the consideration, value of the assets, capital outlay or cost of the RRPT is RM1.0 million or more; or

(b) the percentage ratio of such RRPT is 1% or more,

whichever is the higher.

Pursuant to Paragraph 10.09(2) of the Listing Requirements, our Company may seek a shareholders' mandate for the RRPTs subject to the following:

(i) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the Public;

(ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1) of the Listing Requirements;

(iii) the circular to our shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;

(iv) in a meeting to obtain the shareholders' mandate, the relevant Related Party must comply with the following requirements:

   (aa) a Related Party with any interest, direct or indirect, must not vote on the resolution in respect of the RRPT;

   (bb) an interested Related Party who is a Director or Major Shareholder, must ensure that Persons Connected with it abstain from voting on the resolution in respect of the RRPT;

   (cc) where the interested Related Party is a Person Connected, such Person Connected must not vote on the resolution in respect of the RRPT; and

(v) our Company shall immediately announce to Bursa Securities when the actual value of an RRPT entered into by our Group, exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Validity period of the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate is subject to renewal and if approved by our shareholders at the forthcoming EGM, the Proposed New Shareholders' Mandate shall take effect from the date of passing of the ordinary resolution for the Proposed New Shareholders' Mandate at the forthcoming EGM and shall continue to be in force until:

(i) the conclusion of the next AGM following the forthcoming EGM at which such ordinary resolution is passed to effect the Proposed New Shareholders' Mandate, at which time it shall lapse, unless the authority is renewed by an ordinary resolution passed at the said next AGM;

(ii) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 340(2) 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 an ordinary resolution passed by our shareholders in a general meeting,

whichever is the earlier.

Thereafter, shareholders' approval will be sought for the renewal of the Proposed New Shareholders' Mandate at each subsequent AGM to enter into the RRPTs.

The RRPTs that are contemplated under the Proposed New Shareholders' Mandate are in compliance with Paragraph 10.09(2) of the Listing Requirements and the relevant provisions under Paragraphs 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

Notwithstanding the above, our Company is cognisance and mindful of Paragraph 10.09(2) of the Listing Requirements. Hence, in this respect, we will observe and closely monitor the actual value of an RRPT to be entered by our Group. Accordingly, our Company shall make an immediate announcement if the actual value of a RRPT entered into by our Group exceeds the estimated value of the RRPT disclosed in this Circular by 10% or more and shall include the information as may be prescribed by Bursa Securities in the said announcement.

2.3 Principal activities

The principal activities of Well Chip is investment holding whilst its subsidiaries are principally engaged in the following:

(a) pawnbroking;

(b) trading and retail sale of jewellery and gold; and

(c) investment holding.

The details of our subsidiaries as well as their principal activities as at LPD are set out in the table below:

Company	**Principal activities**	**Effective equity interest (%)**
Thye Shing Pawnshop Sdn Bhd	Pawnbroking	100
Kedai Pajak Well Chip Sdn Bhd	Pawnbroking	100
Kedai Emas Well Chip Sdn Bhd	Trading and retail sale of jewellery and gold	100
SYT Pavilion Sdn Bhd	Investment holding	100
Fook Foh Pawnshop Sdn Bhd #	Pawnbroking	100
Lian Foh Pawnshop Sdn Bhd #	Pawnbroking	100
Pajak Gadai Koong Sing Sdn Bhd #	Pawnbroking	100
Subsidiaries of SYT Pavilion Sdn Bhd		
Pajak Gadai Bintang Sdn Bhd	Pawnbroking	100
Pajak Gadai Shinegold Sdn Bhd	Pawnbroking	100
Pajak Gadai Berlian Sdn Bhd	Pawnbroking	100
Pajak Gadai Grand Chip Sdn Bhd	Pawnbroking	100
Pajak Gadai Cahaya Damai Sdn Bhd	Pawnbroking	100
Pajak Gadai Mutiara Pesona Sdn Bhd	Pawnbroking	100
Pajak Gadai Rubi Kristal Sdn Bhd	Pawnbroking	100
Pajak Gadai Jubli Intan Sdn Bhd	Pawnbroking	100
Pajak Gadai Fajar Tebrau Sdn Bhd	Pawnbroking	100
Pajak Gadai Nilam Sdn Bhd	Pawnbroking	100
Pajak Gadai Delima Sdn Bhd	Pawnbroking	100
Pajak Gadai Well Chip (1) Sdn Bhd	Pawnbroking	100
Pajak Gadai Well Chip (2) Sdn Bhd	Pawnbroking	100
Pajak Gadai Well Chip (3) Sdn Bhd	Pawnbroking	100

Company	Principal activities	Effective equity interest (%)
Pajak Gadai Well Chip (4) Sdn Bhd	Pawnbroking	100
Pajak Gadai Well Chip (5) Sdn Bhd	Pawnbroking	100
Pajak Gadai Well Chip (6) Sdn Bhd	Pawnbroking	100
Pajak Gadai Well Chip (7) Sdn Bhd *(formerly known as Well Chip (7) Sdn Bhd)*	Pawnbroking	100
Well Chip (8) Sdn Bhd *	Pawnbroking	100
Well Chip (9) Sdn Bhd *	Pawnbroking	100
Well Chip (10) Sdn Bhd *	Pawnbroking	100
Well Chip (11) Sdn Bhd *	Pawnbroking	100
Well Chip (12) Sdn Bhd *	Pawnbroking	100
Well Chip (13) Sdn Bhd *	Pawnbroking	100
Well Chip (14) Sdn Bhd *	Pawnbroking	100
Well Chip (15) Sdn Bhd *	Pawnbroking	100
Well Chip (16) Sdn Bhd *	Pawnbroking	100
Well Chip (17) Sdn Bhd *	Pawnbroking	100
Well Chip (18) Sdn Bhd *	Pawnbroking	100
Well Chip (19) Sdn Bhd *	Pawnbroking	100
Well Chip (20) Sdn Bhd *	Pawnbroking	100
Well Chip (21) Sdn Bhd *	Pawnbroking	100
Well Chip (22) Sdn Bhd *	Pawnbroking	100
Well Chip (23) Sdn Bhd *	Pawnbroking	100

Notes:

* *The principal activities stated above are the intended principal activities as the subsidiaries have yet to commence business as at the LPD.*

\# *Newly acquired during the financial year ended 31 December 2025.*

It is envisaged that in the normal course of our Group’s business, transactions of a revenue or trading nature between companies in our Group and the Related Parties are likely to occur, which are necessary for its day-to-day operations.

In view of the time-sensitive and frequent nature of such RRPTs, our Board proposes to seek the shareholders’ approval for the Proposed New Shareholders’ Mandate for our Group to enter into transactions in the normal course of business within the classes of Related Parties set out in Section 2.4 below, provided such transactions are entered into at arm’s length and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the Public and are not detrimental to the minority shareholders. Such mandate will enable our Group to enter into the RRPTs without the necessity, in most instances, to make the otherwise announcement required or to convene meetings in order to procure specific prior approval of its shareholders pursuant to the Listing Requirements. The RRPTs will also be subject to the review procedures set out in Section 3 below.

2.4 Class and nature of the Recurrent Related Party Transactions

The class and nature of the RRPTs are as follows:

No.	Company within our Group involved	Transacting party	Interested Related Party	Nature of RRPT	*Estimated Value for the Proposed New Shareholders' Mandate from the forthcoming EGM to the date of the next AGM (RM)
1.	SYT Pavilion	VMM Holdings	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Directors • Yeah Chia Kai(2) • Ng Hooi Lang(3) • Tang Soo Yen(4) Interested Major Shareholder • Tan Hong Yee(5) Person connected • Yeow Chun Huat(4)	Provision of IT services and support by VMM Holdings to SYT Pavilion and its related companies, in relation to the ValueMax Pawnbroking System.	133,000
2.	KE Well Chip	Swift Paragon	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Director • Ng Hooi Lang(3) Interested Major Shareholder • Tan Hong Yee(5) Person connected • Poon Foo Wha(3)	Rental of property* by Swift Paragon from KE Well Chip for use as retail outlet from 1 September 2026 to 31 August 2027 at a monthly rate of RM2,200. ** Second floor of a three-storey shoplot located at 9A, Batu 7, Jln Kota Tinggi, Taman Pandan, 81100 Johor Bahru.*	25,000

No.	Company within our Group involved	Transacting party	Interested Related Party	Nature of RRPT	*Estimated Value for the Proposed New Shareholders' Mandate from the forthcoming EGM to the date of the next AGM (RM)
3.	KE Well Chip	Great Prompt	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Director • Tang Soo Yen(4) Interested Major Shareholder • Tan Hong Yee(5) Persons connected • Yeow Choong Kuan(6) • Yeah Chia Wei(7) • Yeow Chun Huat(4)	Rental of property* by KE Well Chip from Great Prompt for use as retail outlet from 1 January 2024 to 31 December 2026 at monthly rate of RM7,865, and from 1 January 2027 to 31 December 2029 at monthly rate of RM8,500. ** Double-storey shoplot located at 5 & 5A, Jalan Medan Nusa Perintis 6, Taman Nusa Perintis 2, 81550, Gelang Patah, Johor.*	91,000
4.	Thye Shing Pawnshop	Great Prompt	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Director • Tang Soo Yen(4) Interested Major Shareholder • Tan Hong Yee(5) Persons connected • Yeow Chun Huat(4) • Yeow Choong Kuan(6) • Yeah Chia Wei(7)	Rental of property* by Thye Shing Pawnshop from Great Prompt for use as pawnshop from 1 January 2024 to 31 December 2026 at monthly rate of RM7,865, and from 1 January 2027 to 31 December 2029 at monthly rate of RM8,500. ** Double-storey shoplot located at 3 & 3A, Jalan Medan Nusa Perintis 6, Taman Nusa Perintis 2, 81550 Gelang Patah, Johor.*	91,000

No.	Company within our Group involved	Transacting party	Interested Related Party	Nature of RRPT	*Estimated Value for the Proposed New Shareholders' Mandate from the forthcoming EGM to the date of the next AGM (RM)
5.	PG Cahaya Damai	• Ng Hooi Lang • Poon Foo Wha	Interested Director • Ng Hooi Lang(3) Person connected • Poon Foo Wha(3)	Rental of property* by PG Cahaya Damai from Ng Hooi Lang and Poon Foo Wha for use as pawnshop from 1 July 2025 to 30 June 2028 at a monthly rate of RM4,477. ** Three-storey shoplot located at 47, Jalan Beladau 18, Taman Puteri Wangsa, 81800 Ulu Tiram, Johor.*	50,000
6.	PG Well Chip (4)	• Yeow Chun Huat • Tang Soo Yen • Yeow En Min • Yeow Shun Kang	Interested Director • Tang Soo Yen(4) Persons connected • Yeow Chun Huat(4) • Yeow En Min(4) • Yeow Shun Kang(4)	Rental of property* by PG Well Chip (4) from Tang Soo Yen, Yeow Chun Huat, Yeow En Min and Yeow Shun Kang for use as pawnshop from 1 November 2025 to 31 October 2028 at a monthly rate of RM8,030. ** Three-storey shoplot located at 1, Jalan Perdagangan Damai, Taman Nusa Damai, 81700 Pasir Gudang, Johor.*	89,000
7.	PG Well Chip (5)	• Poon Foo Wha • Ng Hooi Lang • Poon Chun Meng • Poon Chun Hoeh • Poon Pooi Mern	Interested Director • Ng Hooi Lang(3) Persons connected • Poon Foo Wha(3) • Poon Chun Meng(3) • Poon Chun Hoeh(3) • Poon Pooi Mern(3)	Rental of property* by PG Well Chip (5) from Ng Hooi Lang, Poon Foo Wha, Poon Chun Meng, Poon Chun Hoeh and Poon Pooi Mern for use as pawnshop from 1 July 2026 to 30 June 2029 at a monthly rate of RM6,700.	74,000

No.	Company within our Group involved	Transacting party	Interested Related Party	Nature of RRPT	*Estimated Value for the Proposed New Shareholders' Mandate from the forthcoming EGM to the date of the next AGM (RM)
				** Double-storey shoplot located at 4 & 4A, Jalan Bukit Kempas 1/18, Taman Bukit Kempas, 81200 Johor Bahru, Johor.*	
8.	PG Well Chip (5)	Yeo Mooi Huang	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Person connected • Yeo Mooi Huang(1)	Rental of property* of PG Well Chip (5) from Yeo Mooi Huang for use as pawnshop from 1 July 2026 to 30 June 2029 at a monthly rate of RM6,700. ** Double-storey shoplot located at 4 & 4A, Jalan Bukit Kempas 1/18, Taman Bukit Kempas, 81200 Johor Bahru, Johor.*	74,000
9.	KP Well Chip	VYN Holdings	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Director • Ng Hooi Lang(3) Interested Major Shareholder • Tan Hong Yee(5)	Rental of property* by KP Well Chip from VYN Holdings for use as pawnshop from 1 October 2023 to 30 September 2026 at a monthly rate of RM8,100, and from 1 October 2026 to 30 September 2029 at a monthly rate of RM8,910. ** Double-storey shoplot located at 12 & 12a, Jalan Sagu 3, Taman Daya, 81100 Johor Bahru, Johor.*	98,000

No.	Company within our Group involved	Transacting party	Interested Related Party	Nature of RRPT	*Estimated Value for the Proposed New Shareholders' Mandate from the forthcoming EGM to the date of the next AGM (RM)
10.	PG Well Chip (6)	Ng Hooi Hwang	Interested Director • Ng Hooi Lang(3) Person connected • Ng Hooi Hwang(3)	Rental of property* of PG Well Chip (6) from Ng Hooi Hwang for use as pawnshop from 10 February 2026 to 9 February 2029 at a monthly rate of RM4,800. ** Three-storey shoplot located at 12, Jalan Ronggeng 12, Taman Skudai Baru, 81300 Skudai, Johor.*	53,000
11.	Well Chip (8)	Wong Soon Chyi	Interested Director • Ng Hooi Lang(3) Persons connected • Ng Hooi Hwang(3) • Wong Soon Chyi (9)	Rental of property* of Well Chip (8) from Wong Soon Chyi from 1 November 2023 to 31 October 2026 at a monthly rate of RM3,800. ** Double-storey shoplot located at 325, Jalan Alsagoff, 82000 Pontian, Johor.*	9,000
12.	KE Well Chip	Wong Soon Chyi	Interested Director • Ng Hooi Lang(3) Persons connected • Ng Hooi Hwang(3) • Wong Soon Chyi (9)	Rental of property* of KE Well Chip from Wong Soon Chyi for use as retail outlet from from 1 November 2026 to 31 October 2029 at a monthly rate of RM4,180. ** Double-storey shoplot located at 325, Jalan Alsagoff, 82000 Pontian, Johor.*	37,000

No.	Company within our Group involved	Transacting party	Interested Related Party	Nature of RRPT	*Estimated Value for the Proposed New Shareholders' Mandate from the forthcoming EGM to the date of the next AGM (RM)
13.	KP Well Chip	Goldjew	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Director • Tang Soo Yen(4) Interested Major Shareholder • Tan Hong Yee(5) Persons connected • Yeo Mooi Huang(1) • Yeow Chun Huat(4)	Interests payable at an interest rate of 7% per annum to Goldjew in relation to the loans from Goldjew.	760,000
14.	KP Well Chip	Great Prompt	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Director • Tang Soo Yen(4) Interested Major Shareholder • Tan Hong Yee(5) Persons connected • Yeah Chia Wei(7) • Yeow Chun Huat(4) • Yeow Choong Kuan(6)	Interests payable at an interest rate of 7% per annum to Great Prompt in relation to the loans from Great Prompt.	14,000

No.	Company within our Group involved	Transacting party	Interested Related Party	Nature of RRPT	*Estimated Value for the Proposed New Shareholders' Mandate from the forthcoming EGM to the date of the next AGM (RM)
15.	Thye Shing Pawnshop	Great Prompt	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Director • Tang Soo Yen(4) Interested Major Shareholder • Tan Hong Yee(5) Persons connected • Yeah Chia Wei(7) • Yeow Chun Huat(4) • Yeow Choong Kuan(6)	Interests payable at an interest rate of 7% per annum to Great Prompt in relation to the loans from Great Prompt.	209,000
16.	Thye Shing Pawnshop	Goldjew	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Director • Tang Soo Yen(4) Interested Major Shareholder • Tan Hong Yee(5) Persons connected • Yeo Mooi Huang(1) • Yeow Chun Huat(4)	Interests payable at an interest rate of 7% per annum to Goldjew in relation to the loans from Goldjew.	543,000

No.	Company within our Group involved	Transacting party	Interested Related Party	Nature of RRPT	*Estimated Value for the Proposed New Shareholders' Mandate from the forthcoming EGM to the date of the next AGM (RM)
17.	KP Well Chip	• Yeo Mooi Huang • Ng Hooi Lang • Poon Foo Wha • Ng Yah Ching • Ng Kooi Eng • Lee Moi Keow • Ng Heah Joo • Ng Hooi Hwang • Ng Hui Chin • Yeow En Min • Yeow Shun Kang • Wong Soon Chyi	Interested Director Ng Hooi Lang(3) Persons connected • Yeo Mooi Huang (1) • Poon Foo Wha (3) • Ng Yah Ching (3) • Ng Kooi Eng (3) • Lee Moi Keow (8) • Ng Heah Joo (3) • Ng Hooi Hwang (3) • Ng Hui Chin (3) • Yeow En Min (4) • Yeow Shun Kang (4) • Wong Soon Chyi (9)	Interests payable at an interest rate of 7% per annum to the individual minority shareholders of our Group in relation to the respective loans provided by them.	387,000
18.	KP Well Chip	Yeah Hiang Nam	Interested Director and Major Shareholder • Yeah Hiang Nam(1)	Interests payable at an interest rate of 7% per annum to Yeah Hiang Nam in relation to the loans provided by him.	426,000
19.	Thye Shing Pawnshop	Yeah Hiang Nam	Interested Director and Major Shareholder • Yeah Hiang Nam(1)	Interests payable at an interest rate of 7% per annum to Yeah Hiang Nam in relation to the loans provided by him.	275,000
20.	KP Well Chip	Swift Paragon	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Director • Ng Hooi Lang(3)	Provision of management and support services, including finance and human resources functions, by KP Well Chip to Swift Paragon.	20,000

No.	Company within our Group involved	Transacting party	Interested Related Party	Nature of RRPT	*Estimated Value for the Proposed New Shareholders' Mandate from the forthcoming EGM to the date of the next AGM (RM)
			Interested Major Shareholder • Tan Hong Yee(5) Person connected • Poon Foo Wha(3)		
21.	KP Well Chip	VMM Holdings	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Directors • Yeah Chia Kai(2) • Ng Hooi Lang (3) • Tang Soo Yen (4) Interested Major Shareholder • Tan Hong Yee(5) Person connected • Yeow Chun Huat(4)	Provision of management and support services, including finance and human resources functions, by KP Well Chip to VMM Holdings.	20,000
22.	KP Well Chip	VYN Holdings	Interested Director and Major Shareholder • Yeah Hiang Nam(1) Interested Directors • Yeah Chia Kai(2) • Ng Hooi Lang (3) Interested Major Shareholder • Tan Hong Yee(5)	Provision of management and support services, including finance and human resources functions, by KP Well Chip to VYN Holdings.	20,000

Notes:

* *The estimated value of transactions is based on our management's estimates of the value of transactions to be undertaken from the forthcoming EGM to the next AGM. However, the actual value of the transactions may be subject to changes. The actual breakdown of the aggregate value of transactions will be disclosed in the Annual Report for the financial year ending 31 December 2026 as required under Paragraph 3.1.5 of Practice Note 12 of the Listing Requirements.*

Related Parties and nature of relationship

(1) Yeah Hiang Nam

- *Our Major Shareholder and Non-Independent Non-Executive Director.*
- *Spouse of Tan Hong Yee as well as the father of Yeah Chia Kai and Yeah Chia Wei.*
- *Sibling of Yeo Mooi Huang, a director and shareholder of Goldjew with less than 1% direct equity interest.*
- *Director and shareholder of Goldjew and holds 49.9% equity interest in Goldjew.*
- *Deemed interested in ValueMax Group by virtue of his shareholdings in Yeah Holdings, which holds 65.0% directly equity interest in ValueMax Group pursuant to and Section 7 of the Companies Act, 1967 of Singapore. He also the Executive Chairman of ValueMax Group.*
- *He is a director and shareholder of Great Prompt with 17.0% direct equity interest.*
- *Deemed interested in VMM Holdings by virtue of his shareholdings in Yeah Holdings, which holds 65.0% direct equity interest in ValueMax Group, which holds 100.0% direct equity interest in VMM Holdings pursuant to section 8 of the Act. He is also a director of VMM Holdings.*
- *Deemed interested in Swift Paragon by virtue of his shareholding in Yeah Holdings, which holds 65.0% direct equity interest in ValueMax Group, which in turn holds 100.0% direct equity interest in VMM Holdings and 100.0% indirect equity interest in Swift Paragon pursuant to section 8 of the Act.*
- *Deemed interested in VYN Holdings by virtue of his shareholdings in Yeah Holdings, which holds 65.0% direct equity interest in ValueMax Group, which in turn holds 100.0% direct equity interest in VMM Holdings and 43.8% indirect equity interest in VYN Holdings pursuant to Section 8 of the Act.*

(2) Yeah Chia Kai

- *Our Non-Independent Non-Executive Director.*
- *Son of Yeah Hiang Nam and Tan Hong Yee.*
- *Sibling of Yeah Chia Wei.*
- *Director of VMM Holdings.*
- *Executive Director and the Chief Executive Officer of ValueMax Group.*

(3) Ng Hooi Lang

- *Our Executive Director and Chief Executive Officer.*
- *Director of KP Well Chip, KE Well Chip and Thye Shing Pawnshop.*
- *Spouse of Poon Foo Wha, who is a director of Swift Paragon as well as the mother of Poon Chun Meng, Poon Chun Hoeh and Poon Pooi Mern.*
- *Sibling of Ng Hooi Hwang, Ng Kooi Eng, Ng Heah Joo, Ng Hui Chin and Ng Yah Ching.*
- *Director of VMM Holdings and VYN Holdings. She is also a shareholder of VYN Holdings with 5% direct equity interest.*

(4) Tang Soo Yen

- *Our Executive Director and Director of Retail and Merchandising.*
- *Director of SYT Pavilion.*
- *Spouse of Yeow Chun Huat, who is a director and shareholder of Great Prompt with 25% direct equity interest, as well as a director of Goldjew and VMM Holdings.*
- *Mother of Yeow En Min and Yeow Shun Kang.*

(5) *Tan Hong Yee*

- *Our Major Shareholder with 65.5% indirect equity interest in our Company.*
- *Spouse of Yeah Hiang Nam as well as the mother of Yeah Chia Kai and Yeah Chia Wei.*
- *Deemed interested in VMM Holdings by virtue of her shareholdings in Yeah Holdings, which holds 65.0% direct equity interest in ValueMax Group, which holds 100.0% direct equity interest in VMM Holdings pursuant to Section 8 of the Act.*
- *Deemed interested in Swift Paragon by virtue of her shareholding in Yeah Holdings, which holds 65.0% direct equity interest in ValueMax Group, which in turn holds 100.0% direct equity interest in VMM Holdings and 100.0% indirect equity interest in Swift Paragon pursuant to Section 8 of the Act.*
- *She is a shareholder of Great Prompt with 16.0% direct equity interest.*
- *Director and shareholder of Goldjew with 49.9% direct equity interest.*
- *Deemed interested in VYN Holdings by virtue of her shareholdings in Yeah Holdings, which holds 65.0% direct equity interest in ValueMax Group, which in turn holds 100.0% direct equity interest in VMM Holdings and 49% indirect equity interest in VYN Holdings pursuant to Section 8 of the Act.*

(6) *Yeow Choong Kuan*

- *Director of KP Well Chip, KE Well Chip and Thye Shing Pawnshop.*
- *Sibling of Yeow Chun Huat.*
- *Director and shareholder of Great Prompt with 26% direct equity interest.*

(7) *Yeah Chia Wei*

- *Son of Yeah Hiang Nam and Tan Hong Yee.*
- *Sibling of Yeah Chia Kai.*
- *Shareholder of Great Prompt with 16% direct equity interest.*

(8) *Lee Moi Keow*

- *Spouse of Ng Heah Joo, and Ng Heah Joo is sibling of Ng Hooi Lang.*

(9) *Wong Soon Chyi*

- *Daughter of Ng Hooi Hwang, and Ng Hooi Hwang is sibling of Ng Hooi Lang.*

3. REVIEW METHODS OR PROCEDURES FOR THE RRPTS

The following review procedures have been formalised to ensure that the RRPTs contemplated under the Proposed New Shareholders' Mandates are undertaken on transaction prices and terms not more favourable to the Related Parties than those generally available to the Public and are not to the detriment of the minority shareholders of our Company.

(a) Identification

(i) A list of the Related Parties shall be maintained by the Finance Department, overseen by the Chief Financial Officer, and circulated or made available to all heads of department within our Group to notify that all transactions with the Related Parties are required to be undertaken on an arm's length basis, under normal commercial terms consistent with our Group's business practices and policies and on terms not more favourable to the Related Party(ies) than those generally available to the Public and, are not to the detriment of the minority shareholders of our Company.

(ii) All companies within our Group including the respective heads of department and transaction originators, are required to identify and check for RPT / RRPT elements before entering into any contract, agreement or transaction, and to inform the Management/Finance Department before entering into any RRPTs other than those entered into pursuant to the Proposed New Shareholders' Mandate. In addition, all heads of department are advised to report to the Management/Finance Department all transactions involving Related Parties who will monitor and report to the ARMC for review on a quarterly basis.

(b) Authorisation

(i) The pricing methods and procedures of the transactions are to be determined by market forces, under similar commercial terms for transactions with third parties that depend on the demand and supply, quality and the availability of the products.

(ii) All types of RRPTs are carried out at arm's length and under our Group's normal commercial terms, and are not more favourable to the Related Parties than those generally available to the Public and are not to the detriment of the minority shareholders of our Company.

(iii) The Related Parties and Directors who are deemed interested have been advised of their responsibilities and obligations under the relevant Listing Requirements, our Group's policy and procedures for RRPTs.

(iv) If a member of our Board or ARMC has an interest, direct or indirect, in any RRPT(s), he/she shall abstain from any decision-making by our Board or ARMC in respect of the said transaction(s).

(v) Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

(vi) In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Management will rely on the usual business norms and practices, internal cost assessment, valuation reports, professional advice or other relevant market references, taking into account the efficiency, quality and type of support services to be provided to ensure that the RRPTs are not detrimental to our Group.

(c) Monitoring and Reporting

(i) A register shall be maintained by the Finance Department, overseen by the Chief Financial Officer, to record all RRPTs, which are entered into pursuant to the Proposed New Shareholders' Mandate. The register shall include, where applicable, the nature of the transaction, the Related Party involved, the relevant company within our Group, the estimated and actual transaction value.

(ii) All RRPTs shall be reported to the ARMC on a quarterly basis together with the quarterly financial reports.

(iii) ARMC will review the RRPTs on a quarterly basis and existing procedures, on an annual basis and as and when required, to ensure that the RRPTs are at all times carried out on commercial terms consistent with our Group's usual business practices and policies.

(iv) The ARMC may request for additional information or professional advice, where necessary, to determine whether the RRPTs are within the scope of the Proposed New Shareholders' Mandate and whether the procedures are sufficient to monitor, track and identify RRPTs in a timely and orderly manner.

4. STATEMENT BY THE ARMC

The ARMC has seen and reviewed the procedures laid down in respect of RRPTs as set out in Section 3 above and is satisfied that the said procedures are sufficient to ensure that the RRPTs will be undertaken:

- on an arm's length basis;
- under normal commercial terms consistent with our Group's business practices and policies;
- on terms not more favourable to the Related Parties than those generally available to the Public; and
- not to the detriment of the minority shareholders of our Company.

In addition, the ARMC is of the view that our Group has put in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and will at its discretion, amend the guidelines and procedures which are no longer appropriate or adequate, to ensure that the RRPTs are at all times carried out on terms consistent with our Company's practices and are not to the detriment of the minority shareholders. These procedures and processes are reviewed at least once a year. Further, in the event that any member of our ARMC has an interest in any RRPT, that member shall abstain from any review, deliberation and decision-making process in respect of the relevant RRPT.

The ARMC comprising the following members as at the LPD, save for Yeah Chia Kai who is deemed interested in the Proposed New Shareholders' Mandate by virtue of their interests in and/or relationship with the Related Parties as disclosed in **Section 2.4** of this Circular, after having considered all relevant aspects of the Proposed New Shareholders' Mandate including the rationale and effects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of our Group and is fair and reasonable:

<u>Members of the ARMC</u>

(a) Mr. Chan Kam Chiew - Chairman, Independent Non-Executive Director
(b) Mr. Lew Chern Yong - Member, Independent Non-Executive Director
(c) Mr. Yeah Chia Kai - Member, Non-Independent Non-Executive Director
(d) Mr. Hsu, Kuan-Hua - Member, Independent Non-Executive Director

5. AMOUNT DUE AND OWING TO OUR GROUP BY THE RELATED PARTIES

As at the LPD, there is no overdue amount due or owing to our Group by any Related Parties in respect of the RRPTs entered into during the financial year ended 31 December 2025.

6. DISCLOSURE IN ANNUAL REPORT

Our Company will make the required disclosure in the Annual Report for the subsequent financial years during which the Proposed New Shareholders' Mandate is in force, providing amongst others, the following information:

(a) type of RRPT made;

(b) the names of the Related Parties involved in each type of RRPT, and their relationships with our Company; and

(c) the value of the transactions.

7. RATIONALE AND BENEFITS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The rationale for and benefits of the Proposed New Shareholders' Mandate to our Group are as follows:

(a) The Proposed New Shareholders' Mandate will facilitate transactions with the Related Parties which are carried out in the ordinary course of business of our Group and are mainly for the support of our Group in our day-to-day operations. These transactions are made on an arm's length basis, on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the Public and are not detrimental to the interests of the minority shareholders.

(b) The Proposed New Shareholders' Mandate will enhance our Group's ability to pursue business opportunities which may be time-sensitive and frequent in nature, and it may be impracticable to seek shareholders' approval on a case-to-case basis before entering into such RRPTs.

(c) The Proposed New Shareholders' Mandate will eliminate the need to make regular announcements or convene separate general meetings from time to time to seek shareholders' approval as and when the potential RRPTs arise, thereby reducing substantially the administrative time and cost associated in convening such meetings without compromising the corporate objectives of our Group or adversely affecting the business opportunities available to our Group.

Overall, the Proposed New Shareholders' Mandate is being sought at the EGM as a prudent compliance and corporate governance measure to provide our Group with a clear framework for any recurrent transactions of a revenue or trading nature that may arise in the ordinary course of business.

8. EFFECT OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will not have any effect on our issued share capital and our major shareholders' shareholdings in our Company. In addition, the Proposed New Shareholders' Mandate is not expected to have any material effect on the earnings, earnings per share, net assets and gearing of our Group.

9. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS' INTEREST AND/OR PERSONS CONNECTED

Save as disclosed below, none of the other Directors, Major Shareholders and/or Person Connected have any interest, whether direct or indirect, in the Proposed New Shareholders' Mandate.

The direct and indirect shareholdings of the interested Directors, Major Shareholders and Persons Connected in the Company as at the LPD are as follows:

	Direct		Indirect	
	No. of shares	***%**	**No. of shares**	***%**
Interested Directors				
Yeah Hiang Nam	-	-	393,046,843(1)	65.51
Yeah Chia Kai	-	-	-	-
Ng Hooi Lang	5,413,884	0.90	991,534(2)	0.17
Tang Soo Yen	4,987,646	0.83	4,763,966(3)	0.79
Interested Major Shareholders				
Yeah Hiang Nam	-	-	393,046,843(1)	65.51
Tan Hong Yee	-	-	393,046,843(1)	65.51
VYN Holdings	304,171,887	50.70	-	-
VMM Holdings	88,874,956	14.81	304,171,887(4)	50.70
ValueMax Group	-	-	393,046,843(5)	65.51
Yeah Holdings	-	-	393,046,843(6)	65.51
Interested Persons Connected				
Yeow Chun Huat	4,297,546	0.72	-	-
Yeow En Min	233,210	0.04	-	-
Yeow Shun Kang	233,210	0.04	-	-
Poon Foo Wha	991,534	0.17	-	-
Poon Pooi Mern	-	-	-	-
Poon Chun Meng	-	-	-	-
Poon Chun Hoeh	-	-	-	-
Ng Heah Joo	568,022	0.09	-	-
Lee Moi Keow	519,622	0.09	-	-
Ng Hooi Hwang	2,310,964	0.39	-	-
Ng Hui Chin	3,165,522	0.53	-	-
Ng Kooi Eng	661,022	0.11	-	-
Ng Yah Ching	2,849,231	0.47	-	-
Kok Wai See	5,403(7)	^	-	-
Yeah Chia Wei	-	-	-	-
Yeo Mooi Huang	6,805,828	1.13	-	-
Ng Si Ming	6,400(8)	^	-	-
Wong Soon Chyi	319,512	0.05	-	-
Yeow Choong Kuan	4,462,013	0.74	-	-
Fang Kui Chin	1,817,808(9)	0.30	-	-

Notes:

* *Based on 600,000,000 Shares in issue as at the LPD.*

^ *Negligible.*

(1) *Deemed interested by virtue of his/her shareholdings in Yeah Holdings pursuant to Section 8 of Act.*

(2) *Deemed interested by virtue of the shareholdings of her spouse, Poon Foo Wha, pursuant to Section 8 of the Act.*

(3) *Deemed interested by virtue of the shareholdings of her spouse, Yeow Chun Huat, and children pursuant to Section 8 of the Act.*

(4) *Deemed interested by virtue of its shareholding in VYN Holdings pursuant to Section 8 of the Act.*

(5) *Deemed interested by virtue of its shareholding in VMM Holdings pursuant to Section 8 of the Act.*

(6) *Deemed interested by virtue of its shareholding in ValueMax Group pursuant to Section 8 of the Act.*

(7) *Kok Wai See*
- *Spouse of a sibling of Ng Hooi Lang.*
- *Director of a subsidiary of our Company.*

(8) *Ng Si Ming*
- *Daughter of Ng Heah Joo, who is a sibling of Ng Hooi Lang.*
- *Director of a subsidiary of our Company.*

(9) *Fang Kui Chin*
- *Spouse of Yeow Choong Kuan, who is a sibling of Yeow Chun Huat, the spouse of Tang Soo Yen.*
- *Director of a subsidiary of our Company.*

The interested Directors, namely Yeah Hiang Nam, Yeah Chia Kai, Ng Hooi Lang and Tang Soo Yen, are deemed interested in the Proposed New Shareholders' Mandate by virtue of their interests in and/or relationship with the Related Parties as disclosed in **Section 2.4** of this Circular. In this respect, they have accordingly abstained and will continue to abstain from deliberating and voting on the Proposed New Shareholders' Mandate at our relevant Board Meetings. In addition, the interested Directors and/or the interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in our Company, if any, on the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

Further, the interested Directors and the interested Major Shareholders have also undertaken that they will ensure that the Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in our Company, if any, on the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

10. APPROVALS REQUIRED

The Proposed New Shareholders' Mandate is subject to approval being obtained from the shareholders of our Company at the forthcoming EGM.

11. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board (save for the interested Directors as listed in Section 9 above), after having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of our Group, and recommend that you vote in favour of the ordinary resolution pertaining to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

12. EGM

The EGM, the notice of which is set out in this Circular, will be held at Ponderosa Golf & Country Club, Trading Post, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor on Thursday, 3 September 2026 at 10:00 a.m. or at any adjournment thereof.

If you are unable to attend and vote in person at the EGM, you may appoint a proxy or proxies to attend and vote on your behalf. If you wish to do so, you must complete the Form of Proxy in accordance with the instructions contained therein as soon as possible, and lodge the same with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the EGM or any adjournment thereof. The instrument appointing a proxy can also be electronically submitted to the appointed Share Registrar for the EGM via e-mail to bsr.proxy@boardroomlimited.com, before Tuesday, 1 September 2026 at 10:00 a.m..

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

13. FURTHER INFORMATION

Please refer to the Appendix of this Circular for further information.

Yours faithfully
For and on behalf of the Board
WELL CHIP GROUP BERHAD

MAK LYE MUN
Independent Non-Executive Chairman

1. DIRECTOR'S RESPONSIBILITY STATEMENT

This Circular has been reviewed and approved by our Directors who individually and collectively accept full responsibility for the accuracy of the information provided in this Circular and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or incorrect.

2. MATERIAL LITIGATION, CLAIMS AND ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position or business of our Group and our Board is not aware and does not have any knowledge of any proceedings pending or threatened against our Group, or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of our Group.

3. MATERIAL CONTRACTS

Save as disclosed below, neither our Company nor our subsidiaries have entered into any contracts (not being contracts entered into in the ordinary course of business) within the two (2) years immediately preceding the date of this Circular:

On 30 December 2024, our Company entered into a conditional Share Sale Agreement with the shareholders ("**Vendors**") of three pawnbroking companies, namely Pajak Gadai Koong Sing Sdn Bhd, Lian Foh Pawnshop Sdn Bhd, and Fook Foh Pawnshop Sdn Bhd (collectively, the "**Target Companies**") to acquire the entire equity interest in the Target Companies for a total cash consideration of RM63.44 million ("**Acquisition**").

The Acquisition was completed on 19 May 2025, following the fulfilment of the condition imposed by the Ministry of Local Government Development and the payment of the remaining 90% of the purchase consideration to the Vendors' solicitors.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia during the normal office hours from Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:

(i) the Constitution of our Company;

(ii) the audited financial statements of Well Chip for the past two (2) financial years as well as the latest unaudited quarterly results of Well Chip for the financial period ended 30 June 2026; and

(iii) the material contract referred to in Section 3 above.

WELL CHIP GROUP BERHAD
(Registration No. 202301014119 (1508041-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**" or "**Meeting**") of Well Chip Group Berhad ("**Well Chip**" or "**Company**") will be held at Ponderosa Golf & Country Club, Trading Post, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor on Thursday, 3 September 2026 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transaction of a revenue or trading nature with the related parties as described in Section 2.4 of the circular to shareholders dated 14 August 2026 provided that such transactions and/or arrangements:

(i) are necessary for the Group's day-to-day operations;

(ii) are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public; and

(iii) are not detrimental to the minority shareholders of the Company;

THAT the Proposed New Shareholders' Mandate is subject to annual renewal and if approved by the shareholders of the Company at the forthcoming EGM, the Proposed New Shareholders' Mandate take effect from the date of passing of the ordinary resolution for the Proposed New Shareholders' Mandate at the forthcoming EGM and shall continue to be in full force until:

(a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company, at which time the Proposed New Shareholders' Mandate lapse, unless by a resolution passed at the next AGM, the authority conferred by this resolution is renewed;

(b) the expiration of the period within which the next AGM is required to be held, pursuant to subsection 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to subsection 340(4) of the Companies Act 2016); or

(c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders' Mandate.

By Order of the Board

TAN AI NING (SSM PC No. 202008000067) (MAICSA 7015852)
QUECK WAI FONG (SSM PC No. 202208000287) (MAICSA 7023051)
Company Secretaries

Selangor Darul Ehsan
14 August 2026

Notes:

(1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

(6) The appointment of a proxy may be made in hard copy form or by electronic form or email to bsr.proxy@boardroomlimited.com or fax (603) 78904670. In the case of an appointment made in hard copy form, the Form of Proxy, duly completed must be deposited at 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 Darul Ehsan, 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.

(7) 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.

(8) Last date and time for lodging the Form of Proxy is Tuesday, 1 September 2026 at 10:00 a.m.

(9) In respect of deposited securities, only members whose names appear on the Record of Depositors on 27 August 2026 (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 EGM.

(10) 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 27 August 2026. 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.

(11) 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 Darul Ehsan, Malaysia.

(12) 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).

PERSONAL DATA NOTICE

By submitting the duly executed Form of Proxy, 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 the purpose of this meeting and at any adjournment thereof.

WELL CHIP GROUP BERHAD
[Registration No. 202301014119 (1508041-A)]
(Incorporated in Malaysia)

FORM OF PROXY

No of shares held	
CDS Account No.	

*I/ We ____*NRIC/Passport/Company No.___________________________
(FULL NAME IN BLOCK CAPITAL)

of ____
(FULL ADDRESS)

and telephone no./email address____being *a member/members

of Well Chip Group Berhad (Registration No. 202301014119 (1508041-A)) hereby appoint:

Full Name and Address (in Block Letters) (First Proxy)		NRIC/Passport No.	No. of Shares	% of Shareholding
Email:	Contact No:			

*and/or

Full Name and Address (in Block Letters) (First Proxy)		NRIC/Passport No.	No. of Shares	% of Shareholding
Email:	Contact No:			

and failing *him/her, the Chairman of the Meeting, as *my/our *proxy/proxies to participate, speak and vote for *me/us on *my/our behalf at the Extraordinary General Meeting ("**EGM**" or "**Meeting**") of Well Chip Group Berhad ("**Well Chip**" or "**Company**") will be held at Ponderosa Golf & Country Club, Trading Post, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor on Thursday, 3 September 2026 at 10:00 a.m. or at any adjournment thereof.

Please indicate with an "x" in the appropriate space(s) provided below on how you wish your votes to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at *his/her discretion.

Resolution	Agenda	For	Against
Ordinary Resolution	Proposed New Shareholders' Mandate		

Subject to the above stated voting instructions, *my/our *proxy/proxies may vote or abstain from voting on any resolutions as *he/she/they may think fit.

* Strike out whichever is not desired

____
Signature of Member(s)/ Common Seal
Contact No.:

Date:

Notes:

(1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) 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.

(6) The appointment of a proxy may be made in hard copy form or by electronic form or email to bsr.proxy@boardroomlimited.com or fax (603) 78904670. In the case of an appointment made in hard copy form, the Form of Proxy, duly completed must be deposited at 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 Darul Ehsan, 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.

(7) 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.

(8) Last date and time for lodging the Form of Proxy is Tuesday, 1 September 2026 at 10:00 a.m.

(9) In respect of deposited securities, only members whose names appear on the Record of Depositors on 27 August 2026 (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 EGM.

(10) 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 27 August 2026. 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.

(11) 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 Darul Ehsan, Malaysia.

(12) 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).

PERSONAL DATA NOTICE

By submitting the duly executed Form of Proxy, 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 the purpose of this meeting and at any adjournment thereof.

Fold this flap for sealing

1st fold here

AFFIX
STAMP

THE SHARE REGISTRAR OF
WELL CHIP GROUP BERHAD
(Registration No. 202301014119 (1508041-A))

Boardroom Share Registrars Sdn. Bhd.
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan, Malaysia

2nd fold here