



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third Annual General Meeting of **WONG ENGINEERING CORPORATION BERHAD** (“WEC” or “the Company”) will be held at Auditorium Room, Level 1, Lot 204, Jalan Bukit Belimbing 26/38, Off Persiaran Tengku Ampuan, Lion Industrial Park Seksyen 26, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia on Wednesday, 22 July 2020 at 11.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 October 2019 together with the Reports of Directors and Auditors thereon. | Refer to Explanatory Note 1 |
| 2. To approve a final single tier dividend of 1 sen per ordinary share for the financial year ended 31 October 2019. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors’ Fees totaling RM300,000 for the period from this Annual General Meeting (“AGM”) until the next AGM in 2021. | Ordinary Resolution 2 |
| 4. To approve the payment of benefits payable of up to RM50,000 for the period from this AGM until the next AGM in 2021. | Ordinary Resolution 3 |
| 5. To re-elect the following Directors retiring pursuant to Clause 103 of the Company’s Constitution (“Constitution”) and being eligible, offer themselves for re-election:
a) Datuk Haji Muhamad Shapiae Bin Mat Ali
b) Chang Joo Huat | Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6 |
| 6. To re-appoint KPMG PLT as Auditors of the Company until the next AGM of the Company and to authorize the Directors to fix their remuneration. | |

As Special Business

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

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| 7. Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016.
“THAT, subject always to the Companies Act 2016 (“the Act”), the Constitution and the approvals of the relevant government/regulatory authorities, the Directors be and are hereby authorized, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next AGM and to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deemed fit, provided that the aggregate number of shares to be issued shall not exceed 10% of total number of issued shares/ total number of voting shares of the Company for the time being and that the Directors are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation for the additional shares to be issued on Bursa Securities.” | Ordinary Resolution 7 |
| 8. Proposed Renewal of Authority to Buy-Back its Own Shares by the Company.
“THAT, subject always to the Act, provisions of the Constitution and the Main Market Listing Requirements of the Bursa Securities (“Listing Requirements”) and any other relevant authorities, the Directors of the Company be hereby unconditionally and generally authorized to purchase ordinary shares in the Company’s total number of issued shares (“WEC Shares”) through the Bursa Securities at any time and upon such terms and conditions and for such purposes as the Directors may, in their discretion deem fit, subject to the following:
i) the maximum aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed ten per centum (10%) of the WEC Shares for the time being;
ii) the maximum amount of fund to be allocated by the Company for the purpose of purchasing the WEC Shares shall not exceed the audited retained profits of RM8,819,040.00 of the Company as at 31 October 2019;
iii) the authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue in force until:
a) the conclusion of the next AGM of the Company, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
b) the expiration of the period within which the next AGM is required by law to be held (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting) but not so as to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements or any other relevant authorities;
iv) upon completion of the purchase(s) of the WEC Shares by the Company, the Directors of the Company be hereby authorized to deal with the WEC Shares in the following manner:
a) to cancel the WEC Shares so purchased; or
b) to retain the WEC Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resale on the market of Bursa Securities and/or for cancellation subsequently; or
c) to retain part of the WEC Shares so purchased as treasury shares and cancel the remainder; or
d) in such other manner as the Bursa Securities and such other relevant authorities may allow from time to time. | Ordinary Resolution 8 |

AND THAT the Directors of the Company be and are hereby authorised to take all such actions and steps as are necessary or expedient to implement or to effect the purchase of WEC Shares.”

9. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate").

"THAT subject always to the Act, the Constitution, the Listing Requirements and the approvals of the relevant government/regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into related party transactions with the Mandated Related Parties, particulars of which are set out in Section 2.4 of the Circular dated 25 February 2020, provided that such transactions are:

- a) recurrent transaction of a revenue or trading nature;
- b) necessary for the day-to-day operations of the Company and/or its subsidiaries;
- c) carried out in the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms with those generally available to the public; and
- d) not detrimental to the interests of the minority shareholders of the Company;

AND THAT such authority shall continue to be in force until:

- a) the conclusion of the next AGM of the Company following this AGM where the authority is approved, at which time the authority will lapse unless renewed by a resolution passed at the meeting; or
- b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier;

AND THAT the Directors of the Company be authorized to do, carry out and complete all such acts, things and arrangements (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions as contemplated/authorized by the Proposed Shareholders' Mandate in accordance with the Act, provisions of the Constitution, the Listing Requirements and any other regulatory authorities, and other relevant approvals."

10. To transact any other business of which due notice shall have been given.

By Order of the Board

TAI YIT CHAN (MAICSA 7009143) (SSM PC No. 202008001023)
ONG TZE-EN (MAICSA 7026537) (SSM PC No. 202008003397)
LAU YOKE LENG (MAICSA 7034778) (SSM PC No. 202008003368)
Joint Company Secretaries

Penang, 30 June 2020

Notes: Appointment of Proxy

1. A proxy must be of full age. A proxy may but need not be a member.

For a proxy to be valid, the Proxy Form duly completed must be deposited at the Registered Office of the Company, 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s).

2. A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. 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.
3. Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint 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.
4. Where a member is an Exempt Authorized 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 Authorized Nominee may appoint in respect of each omnibus account it holds. An Exempt Authorized Nominee refers to an authorized nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. If the appointor is a corporation the Proxy Form must be executed under the corporation's common seal or under the hand of an officer or attorney duly authorized.
6. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors ("ROD") as at 15 July 2020 and only a Depositor whose name appears on such ROD shall be eligible to attend this meeting or appoint proxy to attend and/or vote on his/her behalf.

Explanatory Notes:

1. Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders of the Company and hence, Agenda 1 is not put forward for voting.
2. Under **Ordinary Resolution 1**, the proposed final single tier dividend of 1 sen per ordinary share for the financial year ended 31 October 2019 is reclassified to an interim single tier dividend of 1 sen per ordinary share for the financial year ended 31 October 2019 ("2nd Interim Dividend") which was paid on 8 May 2020. As such, the Ordinary Resolution 1 is withdrawn.
3. Under the proposed **Ordinary Resolutions 2 & 3**, the Directors' Fees and benefits payable to the Directors had been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognize that the Directors' Fees and benefits payable are in the best interest of the Company.
4. The proposed **Ordinary Resolution 7**, is for the purpose of granting a renewed general mandate ("General Mandate"), and if passed, will give the Directors of the Company authority to issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares/ total number of voting shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the shareholders of the Company in general meeting will expire at the conclusion of the next AGM.
As at the date of this Notice, no new shares have been issued pursuant to the general mandate granted to the Directors at the last AGM held on 26 March 2019 which will lapse at the conclusion of the next AGM.
The renewal of General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
5. The proposed **Ordinary Resolution 8**, if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the total number of issued shares of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company.
6. The proposed **Ordinary Resolution 9**, if passed, will approve the Proposed Shareholders' Mandate and allow the Company and its subsidiaries to enter into the recurrent related party transactions as set out in the Circular dated 25 February 2020. This approval shall continue to be in force until the conclusion of the next AGM of the Company at which time it will lapse unless the authority is renewed by a resolution passed at the meeting; or the expiration of the period within which the next AGM after the date it 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 revoked and varied by a resolution passed by the shareholders of the Company in a general meeting; whichever is the earliest.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

1. No individual is standing for election as a Director at the forthcoming AGM of the Company.

IMPORTANT NOTE:

In view of the outbreak of COVID-19, you are required to read and adhere to the **Administrative Guide** issued which is published on the Company's website at <http://www.wec.com.my/>.

No. of Shares held	CDS Account No.

*I/We *NRIC No./Passport No./Company No.
 of and
 telephone no./E-mail address being a *member/members of Wong
 Engineering Corporation Berhad (the "Company"), hereby appoint

Full Name and Address (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding

* and/or

Full Name and Address (in Block Letters)	NRIC/Passport No.	No. of Shares	% of Shareholding

or failing *him/her, the CHAIRMAN OF THE MEETING as *my/our *proxy/proxies, to vote for *me/us and on *my/our behalf at the Twenty-Third Annual General Meeting of the Company to be held at **Auditorium Room, Level 1, Lot 204, Jalan Bukit Belimbing 26/38, Off Persiaran Tengku Ampuan, Lion Industrial Park Seksyen 26, 40400 Shah Alam, Selangor Darul Ehsan, Malaysia on Wednesday, 22 July 2020 at 11.00 a.m.**, or at any adjournment thereof.

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

Resolutions	For	Against
1. To approve a final single tier dividend of 1 sen per ordinary share for the financial year ended 31 October 2019.	withdrawn	
2. To approve the payment of Directors' Fees totaling RM300,000 for the period from this Annual General Meeting (AGM) until the next AGM in 2021.		
3. To approve the payment of benefits payable of up to RM50,000 for the period from this AGM until the next AGM in 2021.		
To re-elect the following Directors retiring pursuant to Clause 103 of the Company's Constitution and being eligible, offer themselves for re-election:		
4. Datuk Haji Muhamad Shapiae Bin Mat Ali		
5. Chang Joo Huat		
6. To re-appoint KPMG PLT as Auditors of the Company until the next AGM of the Company and to authorize the Directors to fix their remuneration.		
7. Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016.		
8. Proposed Renewal of Authority to Buy-Back its Own Shares by the Company.		
9. Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

Signed this _____ day of _____, 2020

Signature of Member/Common Seal

*Strike out whichever is not desired.

Notes:

- A proxy must be of full age. A proxy may but need not be a member. For a proxy to be valid, the Proxy Form duly completed must be deposited at the Registered Office of the Company, 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia not less than forty-eight (48) hours before the time for holding the meeting PROVIDED that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s).
- A member entitled to attend, participate, speak and vote is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. 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.
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- Where a member is an Exempt Authorized 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 Authorized Nominee may appoint in respect of each omnibus account it holds. An Exempt Authorized Nominee refers to an authorized nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
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STAMP

The Joint Company Secretaries
WONG ENGINEERING CORPORATION BERHAD
Registration No. 199601037606 (409959-W)
170-09-01, Livingston Tower,
Jalan Argyll, 10050 George Town,
Pulau Pinang, Malaysia.

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Fold this flap for sealing



WONG ENGINEERING CORPORATION BERHAD
Registration No. 199601037606 (409959-W)

Dear Shareholder

Should you wish to receive a copy of the printed Annual Report 2019 and/or Circular, please complete your particular below and return this form to us. Alternatively, you may fax to +04 427 1888 or email it to kwchng@wec.com.my . The hardcopy will be posted to you within four (4) market days from the receipt of your request.

PARTICULARS OF SHAREHOLDER

Name of Shareholder

NRIC No./Passport No./Company No.

CDS Account No.

Mailing Address

Telephone No./Email Address

Please tick “/” documents wish to receive:

Document	Please tick “/”
Annual Report 2019	
Circular to shareholders	

Signature of Member/Company Seal

Date

For any enquiries, please contact:

Ms Ch'ng Kai Woon, Executive Secretary at T: +604 427 1788 | E: kwchng@wec.com.my

You may also download the Annual Report 2019 and/or Circular from our website at: <http://www.wec.com.my>

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STAMP

The Joint Company Secretaries
WONG ENGINEERING CORPORATION BERHAD
Registration No. 199601037606 (409959-W)
170-09-01, Livingston Tower,
Jalan Argyll, 10050 George Town,
Pulau Pinang, Malaysia.

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