WONG ENGINEERING CORPORATION BERHAD

(Registration No. 199601037606 (409959-W))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of Wong Engineering Corporation Berhad ("**WECB**" or the "**Company**") will be held on a fully virtual basis through live streaming and online remote meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn Bhd via its website at https://tiih.online or https://tiih.com.my (Domain Registration No. with MYNIC – D1A282781) on Thursday, 24 March 2022 at 10.00 a.m., at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 131,801,486 FREE WARRANTS IN WECB ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 2 EXISTING WECB SHARES HELD BY SHAREHOLDERS OF THE COMPANY WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY ON AN ENTITLEMENT DATE, TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")

"**THAT** subject to the approvals of all relevant authorities and/ or parties (where applicable) being obtained for the Proposed Bonus Issue of Warrants, authority be and is hereby given to the Board to issue and allot up to 131,801,486 Warrants (at an exercise price to be determined by the Board at a later date) to the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date on the basis of 1 Warrant for every 2 existing WECB Shares held;

THAT the Board be and is hereby authorised to enter into and execute a Deed Poll constituting the Warrants ("**Deed Poll**") with full powers to assent to any condition, modification, variation and/ or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company, and with full powers for the Board to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of Warrants in accordance with the provisions of the Deed Poll and where required, to adjust the exercise price and/ or the number of Warrants to be issued (including, without limitation, any additional Warrants as may be required or permitted to be issued) in consequence of the adjustments pursuant to the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Shares pursuant to the exercise of the Warrants by the holders of the Warrants in accordance with the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to disregard and deal with any fractional entitlements from the Proposed Bonus Issue of Warrants, if any, in such a manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the new WECB Shares to be issued pursuant to the exercise of the Warrants will, upon allotment and issuance, rank equally in all respects with the existing WECB Shares, save and except that the new WECB Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new WECB Shares;

THAT the Board be and is hereby authorised to use the proceeds to be raised from the exercise of the Warrants for such purposes and in such manner as set out in **Section 4.1** of the Circular to shareholders of the Company dated 16 February 2022, and the Board be authorised with full powers to vary the manner and/ or purpose of the use of such proceeds in such manner as the Board may deem fit, necessary and/ or expedient or in the best interest of the Company, subject to the approval of the relevant authorities (where required);

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts, deeds and things as may be required to give effect to and to complete the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN, WHICH COMPRISES THE PROPOSED EMPLOYEE SHARE OPTION SCHEME ("PROPOSED ESOS") AND THE PROPOSED SHARE GRANT PLAN ("PROPOSED SGP"), OF UP TO 15% OF THE ISSUED SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE LONG TERM INCENTIVE PLAN, FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF WECB AND ITS SUBSIDIARY COMPANIES, WHICH ARE NOT DORMANT, WHO FULFIL THE ELIGIBILITY CRITERIA AS SET OUT IN THE BY-LAWS OF THE LONG TERM INCENTIVE PLAN ("ELIGIBLE PERSON(S)")("PROPOSED LTIP")

"**THAT**, subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board, be and is hereby authorised and empowered to:-

(i) establish, implement and administer the Proposed LTIP of up to 15% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point of time during the duration of the Proposed LTIP for the eligible Directors and employees of WECB and its subsidiaries ("**WECB Group**" or the "**Group**") (excluding subsidiaries which are dormant, if any) in accordance with the provisions of the by-laws governing the Proposed LTIP ("**By-Laws**"), a draft of which is set out in Appendix I of the Circular, and to give full effect to the Proposed LTIP to assent to any conditions, variations, modifications and/ or amendments as may be required by the relevant authorities;

(ii) allot and issue and/ or transfer such number of WECB Shares from time to time to the Eligible Persons upon the award of WECB Shares in writing to the Executive Directors and/ or employees of the WECB Group ("**SGP Award(s)**") and/ or exercise of the share options awarded in writing to the Eligible Persons ("**ESOS Option(s)**") to subscribe for new WECB Shares at prescribed option price, subject to the terms and conditions of the By-Laws ("**ESOS Award(s)**"), provided that the total number of such WECB Shares to be issued under the Proposed LTIP shall not in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point of time during the duration of the Proposed LTIP. (Collectively, the SGP Award(s) and ESOS Award(s) are referred to as "**LTIP Award(s)**");

Any new WECB Shares to be allotted and issued shall, upon allotment and issuance, rank equally in all respects with the existing WECB Shares and together with the transfer of any existing WECB Shares by the Company (vide treasury shares) pursuant to the vesting of any SGP Award(s) or exercise of ESOS Option, shall be subject to the provisions of the Constitution of WECB and rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the existing WECB Shares, the record date for which is on or after the date on which the WECB Shares are transferred to the Central Depository System accounts of the Proposed LTIP participants and shall in all other respects rank equally with other existing WECB Shares in issue;

(iii) add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed LTIP from time to time provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP;

(iv) extend the duration of the Proposed LTIP for a period of up to another 5 years, provided always that such extension of the Proposed LTIP made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of 10 years from the date the Proposed LTIP takes effect; and

(v) do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad for the listing of and quotation for new WECB Shares that may, hereafter from time to time, be allotted and issued under the Proposed LTIP;

THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/ or expedient to implement, finalise and give full effect to the Proposed LTIP;

AND THAT the draft By-Laws as set out in Appendix I of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**"), be and is hereby approved and adopted".

ORDINARY RESOLUTIONS 3 TO 8

PROPOSED ALLOCATION OF LTIP AWARDS TO THE DIRECTORS OF WECB

"THAT, subject to the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the LTIP committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant the following Directors, ESOS Options and/ or WECB Shares pursuant to the Proposed SGP under the Proposed LTIP, in accordance with the Listing Requirements (where applicable) or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws:-

No.	Name	Ordinary Resolutions
i.	Datuk Haji Muhamad Shapiae Bin Mat Ali	Ordinary Resolution 3
ii.	Yong Loy Huat	Ordinary Resolution 4
iii.	Anstey Yong Lee Teen	Ordinary Resolution 5
iv.	Low Seong Chuan	Ordinary Resolution 6
v.	Eng Teik Hiang	Ordinary Resolution 7
vi.	Lau Chia En	Ordinary Resolution 8

Provided always that:-

i. he/ she does not participate in the deliberation or discussion of his/ her own allocation;

ii. not more than 10% of the new WECB Shares which may be made available under the Proposed LTIP shall be allocated to him/ her, if he/ she, either singly or collectively through persons connected to him/ her, holds 20% or more of the issued shares of WECB; and

iii. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time;

AND THAT the Board is also authorised to issue and/ or transfer via treasury shares the corresponding number of WECB Shares arising from the exercise of the ESOS Options and/ or pursuant to the SGP Award that may be awarded to him/ her under the Proposed LTIP."

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. 202008003367)
Joint Company Secretaries

Penang
16 February 2022

Notes:-

*1 *In light of the COVID-19 pandemic, the EGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as the Poll Administrator for the EGM to facilitate the RPV via TIIH Online website at https://tiih.online. The procedures for members to register, participate and vote remotely via the RPV facilities are provided in the Administrative Guide for the EGM. According to the Revised Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the online platform is located in Malaysia. 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.

Alternatively, the Proxy Form may also be electronically submitted via TIIH Online website at https://tiih.online. Please refer to the Administrative Guide for further information on electronic submission 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 proxy form 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 *Where a member of the Company is an authorised 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.*

*3 *Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds. An Exempt Authorised Nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.*

*4 *If the appointer 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 authorised.*

*5 *Authorised representatives of corporate members or attorneys must deposit their original certificate of appointment of authorised representative or power of attorney to Tricor before the time appointed for holding the EGM for the appointment to be valid for the purpose of attending the EGM.*

*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 18 March 2022 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.*

ADMINISTRATIVE NOTES FOR THE CONDUCT OF THE EXTRAORDINARY GENERAL MEETING ("EGM")

1. **DATE, TIME AND VENUE OF EGM**

Date	:	Thursday, 24 March 2022
Time	:	10.00 a.m.
Online Meeting Platform	:	**TIIH Online website at https://tiih.online**

2. **MODE OF MEETING**

As a precautionary measure in light of the COVID-19 pandemic, the EGM of the Company will be conducted fully virtual through **live streaming from the online meeting platform** and online remote voting via the Remote Participation and Voting Facilities ("**RPV**").

3. **REMOTE PARTICIPATION AND VOTING FACILITIES ("RPV")**

Shareholders are to participate, communicate by posing questions to the Board via real time submission of typed texts and vote remotely at the EGM using the RPV provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor**") via its TIIH Online website at https://tiih.online.

Shareholders who appoint proxies to participate via RPV at the EGM must ensure that the duly executed proxy forms are deposited either in a hard copy form by hand or post to the Registered Office of the Company, at 170-09-01, Livingston Tower, Jalan Argyll, 10050 George Town, Pulau Pinang, Malaysia; or by electronic means to Tricor Online website at https://tiih.online no later than **Tuesday, 22 March 2022 at 10.00 a.m.**

Authorised representatives of corporate members or attorneys must deposit their original certificate of appointment of authorised representative or power of attorney to Tricor before the time appointed for holding the EGM for the appointment to be valid for the purpose of attending the EGM.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at the EGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV at TIIH Online website at https://tiih.online.

As the EGM is a fully virtual, members who are unable to participate at the EGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

4. **PROCEDURES FOR RPV FACILITIES**

Shareholders/proxies/authorised representatives/attorneys who wish to participate at the EGM remotely using the RPV are to follow the requirements and procedures as summarized below:-

	Procedure	Action
BEFORE THE EGM		
a.	Register as a user with TIIH Online	• Using your computer or smartphone, access the website at https://tiih.online. Register as a user under the "**e-Services**", select the "Sign Up" button and followed by "**Create Account by Individual Holder**". Refer to the tutorial guide posted on the homepage for assistance. • Registration as a user will be approved within one (1) working day and you will be notified via e-mail. • If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
b.	Submit your Request	• Registration is open from **Wednesday, 16 February 2022** until the day of the EGM on **Thursday, 24 March 2022.** Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate the EGM using the RPV. • Login with your user ID and password and select the corporate event: "**(REGISTRATION) WONG ENGINEERING CORP BERHAD EGM 2022".** • Read and agree to the Terms & Conditions and confirm the Declaration. • Select "Register for Remote Participation and Voting". • Review your registration and proceed to register. • System will send an e-mail to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the General Meeting Record of Depositors as at **18 March 2022**, the system will send you an e-mail on or after **22 March 2022** to approve or reject your registration for remote participation. *(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for RPV.)*
ON THE DAY OF THE EGM		
c.	Login to TIIH Online	• Login with your user ID and password for remote participation at the EGM at any time from **9.00 a.m.,** i.e. 1 hour before the commencement of the EGM on **Thursday, 24 March 2022 at 10.00 a.m.**
d.	Participate through Live Streaming	• Select the corporate event: **"(LIVE STREAM MEETING) WONG ENGINEERING CORP BERHAD EGM 2022"** to engage in the proceedings of the EGM remotely. • If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will endeavor to respond to relevant questions submitted by remote participants during the EGM.
e.	Online Remote Voting	• Voting session commences from **10.00 a.m.** on **Thursday, 24 March 2022** until a time when the Chairman announces the completion of the voting session of the EGM. • Select the corporate event: **"(REMOTE VOTING) WONG ENGINEERING CORP BERHAD EGM 2022".** • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.

f.	End of remote participation	• Upon the announcement by the Chairman on the closure of the EGM, the live streaming will end.

Notes to users of the RPV:

a) Should your application to join the meeting be approved, we will make available to you the rights to join the live streaming meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.

b) The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.

c) In the event you encounter any issues with logging-in, connection to the live streaming meeting or online voting, kindly call Tricor Help Line at 011-40805616/ 011-40803168/011-40803169/011-40803170 or e-mail to tiih.online@my.tricorglobal.com for assistance.

5. **ELECTRONIC LODGEMENT OF PROXY FORM**

The procedures to lodge your proxy form electronically via Tricor's TIIH Online website are summarised below: -

	Procedure	**Action**
i.	**Step for Individual Shareholders**	
a.	Register as a User with TIIH Online	• Using your computer or smartphone, please access the website at https://tiih.online. Register as a user under the "**e-Services**" by selecting "**Create Account by Individual Holders**". Please do refer to the tutorial guide posted on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
b.	Proceed with submission of Proxy Form	• After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password. • Select the corporate event: "**WONG ENGINEERING CORP BERHAD EGM 2022 – SUBMISSION OF PROXY FORM**". • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. • Review and confirm your proxy(ies) appointment. • Print proxy form for your record.
ii.	**Step for Corporate or Institutional Shareholders**	
a.	Register as a User with TIIH Online	• Access TIIH Online at https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects the "Sign Up" button and followed by "**Create Account by Representative of Corporate Holder**". • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password.

		• *(Note:The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Poll Administrator if you need clarifications on the user registration.)*
b.	Proceed with submission of Proxy Form	• Login to TIIH Online at https://tiih.online. • Select the corporate event: "**WONG ENGINEERING CORP BERHAD EGM 2022 – SUBMISSION OF PROXY FORM**". • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for "**Submission of Proxy Form**" in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxies by inserting the required data. • Login to TIIH Online, select corporate event: "**WONG ENGINEERING CORP BERHAD EGM 2022 – SUBMISSION OF PROXY FORM"**. • Proceed to upload the duly completed proxy appointment file. • Select "**Submit**" to complete your submission. • Print the confirmation report of your submission for your record.

6. **POLL VOTING**

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(es) or corporate representative(s) or attorney(s) can proceed to vote on the resolutions at any time from Thursday, 24 March 2022 at 10.00 a.m. but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of the above Procedures for RPV for guidance on how to vote remotely from TIIH Online website at https://tiih.online.

Upon completion of the voting session for the EGM, the Scrutineers will verify the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

7. **NO REFRESHMENT VOUCHER/ DOOR GIFT**

There will be no distribution of refreshment voucher for the EGM since the meeting will be conducted in a fully virtual manner. There will be no distribution of door gift.

The Board of Directors of the Company would like to thank all its shareholders for their co-operation and understanding in these challenging times.

8. **NO RECORDING/ PHOTOGRAPHY**

Unauthorized recording and photography are strictly prohibited at the EGM.

9. **PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS**

Shareholders may submit questions for the Board in advance of the EGM via Tricor's TIIH Online website at https://tiih.online by selecting "e-Services" to login, pose questions and submit electronically no later than **Tuesday, 22 March 2022 at 10.00 a.m**. The Board will endeavor to answer the questions received at the EGM.

10. **ENQUIRY**

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 8.30 a.m. to 5.30 p.m. (except on public holidays):-

Tricor Investor & Issuing House Services Sdn. Bhd

General Line	:	+603-2783 9299
Fax Number	:	+603-2783 9222
Email	:	is.enquiry@my.tricorglobal.com