



WELLSPIRE HOLDINGS BERHAD
REGISTRATION NO. 202101026155 (1426455-A)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First Annual General Meeting (“1st AGM”) of the Company will be held virtually through live streaming and online remote voting using Remote Participation and Voting (“RPV”) facilities via TIIH Online website at <https://tiih.online> from the Broadcast Venue at Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“Broadcast Venue”) on **Friday, 9 June 2023**, at **10.00 a.m.** to transact the following businesses:

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial period from 6 August 2021 (date of incorporation) to 31 December 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To approve the payment of Directors’ fees of up to RM150,000 for the period from 15 March 2022 (date of appointment) until 31 December 2022. **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
3. To approve the payment of Directors’ fees of up to RM300,000 for the period from 1 January 2023 until the next Annual General Meeting of the Company to be held in 2024. **Ordinary Resolution 2**
(Please refer to Explanatory Note 2)
4. To approve the payment of Directors’ benefits of up to RM19,500 for the period from 15 March 2022 (date of appointment) until 31 December 2022. **Ordinary Resolution 3**
(Please refer to Explanatory Note 2)
5. To approve the payment of Directors’ benefits of up to RM100,000 for the period from 1 January 2023 until the next Annual General Meeting of the Company to be held in 2024. **Ordinary Resolution 4**
(Please refer to Explanatory Note 2)
6. To re-elect the following Directors who are retiring by rotation in accordance with Clause 77(2) and (5) of the Constitution of the Company and, who being eligible, offer themselves for re-election: (Please refer to Explanatory Note 3)
 - (a) YHM Tengku Dato' Indera Abu Bakar Ahmad Bin Almarhum Tengku Tan Sri Abdullah **Ordinary Resolution 5**
 - (b) Mr Mo Guopiao **Ordinary Resolution 6**
 - (c) Madam Saranjit Wang **Ordinary Resolution 7**
 - (d) Mr Kua Chin Teck **Ordinary Resolution 8**
 - (e) Mr Tang Yuen Kin **Ordinary Resolution 9**
 - (f) Puan Fazidah Bt Zakaria **Ordinary Resolution 10**
 - (g) Ms Yang Shing Sing **Ordinary Resolution 11**

7. To re-appoint Messrs BDO PLT as External Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration.
- Ordinary Resolution 12**
(Please refer to Explanatory Note 4)

AS SPECIAL BUSINESS

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

8. **SPECIAL RESOLUTION**
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016
- Special Resolution**
(Please refer to Explanatory Note 5)

“THAT pursuant to Section 85 of the Companies Act 2016 (“**the Act**”) read together with Clause 12(3) of the Constitution of the Company and subject to passing Ordinary Resolution 13 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine.”

9. **ORDINARY RESOLUTION**
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016
- Ordinary Resolution 13**
(Please refer to Explanatory Note 6)

“THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 (“**the Act**”) and subject always to the Act, the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“**New Shares**”) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such New Shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being (“**Proposed General Mandate**”).

THAT such approval on the Proposed General Mandate shall continue to be in force until:

- a. the conclusion of the next Annual General Meeting (“**AGM**”) of the Company held after the approval was given;
- b. the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
- c. revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

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

THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”

10. **ORDINARY RESOLUTION
PROPOSED NEW SHAREHOLDERS’ MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE
OR TRADING NATURE**

Ordinary Resolution 14
(Please refer to
Explanatory Note 7)

"THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**ACE Listing Requirements**”), the Company and its subsidiaries (“**the Group**”) be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party(ies) as set out in Section 2.5 of the Circular to Shareholders dated 28 April 2023 provided that such transactions and/or arrangements are:

- (a) necessary for the day-to-day operations for the Group;
- (b) undertaken in the ordinary course of business at arm’s length basis and on normal commercial terms and transaction price which are not more favourable to the related party(ies) than those generally available to the public; and
- (c) not detrimental to the minority shareholders of the Company,

(collectively known as the “**Shareholders’ Mandate**”).

THAT authority conferred by this Shareholders’ Mandate shall commence upon passing of this resolution and continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, at which this Shareholders’ Mandate was passed, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or

- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“**the Act**”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and 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 Shareholders’ Mandate.”

- 11. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

BY ORDER OF THE BOARD

TAN BEE HWEE (SSM PC NO. 202008001497) (MAICSA 7021024)

LIM YOU JING (SSM PC NO. 202108000369) (MAICSA 7075638)

Company Secretaries

Kuala Lumpur

28 April 2023

NOTES:-

1. IMPORTANT NOTICE FOR VIRTUAL MEETING

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016**, which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders **WILL NOT BE ALLOWED** to attend the 1st AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "**participate**") remotely at the 1st AGM using the Remote Participation and Voting ("**RPV**") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIIH Online website at <https://tiih.online>.

Please read these Notes carefully and follow the procedures set out in the Administrative Guide for the 1st AGM in order to participate remotely via RPV facilities.

2. APPOINTMENT OF PROXY

- (a) For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 2 June 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- (b) A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
- (c) A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
- (d) If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
- (e) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- (f) Where a member of the Company 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- (g) Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (h) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(ii) Online

In the case of an appointment made via online lodgement facility, please login to the link website at <https://tiih.online> and select "e-Services" to login. Please refer to the Administrative Guide on how to register to TIIH Online and submit your Form of Proxy electronically.

- (i) Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- (j) Last date and time for lodging this proxy form is on **Wednesday, 7 June 2023 at 10.00 a.m.**
- (k) Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Unit 30-01, Level 30, Tower A, The Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- (l) A corporate member who has appointed a representative, please deposit the **ORIGINAL** or **DULY CERTIFIED** certificate of appointment with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, its Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment should be executed in the following manner:
- (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:-
- (a) at least two (2) authorised officers, of whom one shall be a director; or
- (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. **Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2022**

The Audited Financial Statements is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 (“the Act”) does not require a formal approval from the shareholders. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.

2. **Ordinary Resolutions 1 to 4 – Payment of Directors’ Fees and Benefits**

Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

On 19 April 2023, the Nominating and Remuneration Committee had reviewed the Directors’ fees and benefits for the Independent Non-Executive Directors for the following period, taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Directors.

The payment of the Directors’ fees and benefits from 15 March 2022 (date of appointment) until 31 December 2022 will only be made if the relevant proposed Ordinary Resolutions 1 and 3 are passed at the 1st AGM.

The proposed Ordinary Resolution 2, if passed, will give authority to the Company to pay the Directors’ fees from 1 January 2023 until the next Annual General Meeting (“AGM”) of the Company to be held in 2024 as and when their services are rendered.

The proposed Ordinary Resolution 4 is to facilitate the payment of Directors’ benefits for the period from 1 January 2023 until the next AGM of the Company to be held in 2024.

The proposed structure of the Directors’ benefits from 15 March 2022 (date of appointment) until 31 December 2022 and for the period from 1 January 2023 until the next AGM of the Company to be held in 2024 are as follows:

Type of Benefits	Description	Amount
Meeting Attendance Allowance		
Board Committees and Board Meeting Allowances	Chairman of the Board	RM2,000.00 per meeting
	Members of the Board	RM1,500.00 per meeting

Payment of the Directors’ benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolutions 3 and 4 are passed by the shareholders at the 1st AGM.

In the event the Directors’ fees and benefits proposed are insufficient, approval will be sought at the next AGM for additional fees to meet the shortfall.

3. **Ordinary Resolutions 5 to 11 – Re-election of Directors who retire in accordance with Clause 77(2) and (5) of the Constitution of the Company**

The following Directors are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 1st AGM:

- (a) YHM Tengku Dato' Indera Abu Bakar Ahmad Bin Almarhum Tengku Tan Sri Abdullah;
- (b) Mr Mo Guopiao;
- (c) Madam Saranjit Wang;
- (d) Mr Kua Chin Teck;
- (e) Mr Tang Yuen Kin;
- (f) Puan Fazidah Bt Zakaria; and
- (g) Ms Yang Shing Sing.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance 2021 (“MCCG”), the profiles of the aforementioned Directors are set out in the Directors’ profile on pages 12 to 22 of the Annual Report 2022. For the purpose of determining the eligibility of the Directors to stand for re-election at the 1st AGM, the Board has, through the NRC, considered the assessment on the fit and proper of the retiring Directors and agreed that they meet the criteria as prescribed by Rule 2.20A of the ACE Market Listing Requirements (“ACE Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. Based on the recommendation of NRC, the Board supports the re-election of the abovementioned Directors with the following justifications:

Ordinary Resolution 5: Re-election of YHM Tengku Dato' Indera Abu Bakar Ahmad Bin Almarhum Tengku Tan Sri Abdullah as Independent Non-Executive Chairman

YHM Tengku Dato' Indera Abu Bakar Ahmad Bin Almarhum Tengku Tan Sri Abdullah fulfils the requirements of independence as set out in Guidance Note 9 of the Listing Requirements. He remains objective and independent in expressing his view and participating in Board deliberations and decision-making.

His well-rounded business experience is able to provide guidance and insights to the Board in decision-making.

He has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Chairman of the Company.

Ordinary Resolution 6: Re-election of Mr Mo Guopiao as Chief Executive Officer and Executive Director

Mr Mo Guopiao has over 12 years of experience in business management and investment field. With his exceptional business experience, expertise and business networks garnered over the years, Mr Mo spearheads the Group’s e-commerce and online sales initiatives and monitored trends in the distribution of consumer-packaged foods to grow the presence of the Group’s brands. He has guided the Company to strategically expand the Group’s product offerings and strengthening the Group’s revenue sources.

Ordinary Resolution 7: Re-election of Madam Saranjit Wang as Executive Director

With 20 years of experience in the consumer-packaged goods industry, Madam Saranjit Wang’s experience allows her to oversee the Group’s overall management effectively and enhance the business growth direction in Thailand. She has the competency to provide effective guidance and direction to the Group’s in making decision.

Ordinary Resolution 8: Re-election of Mr Kua Chin Teck as Executive Director

Mr Kua Chin Teck has more than 18 years of experience in the areas of audit, financial reporting, corporate finance and corporate development. His vast experience enables him to make competent and effective corporate strategy and corporate development of the Group.

Ordinary Resolution 9: Re-election of Mr Tang Yuen Kin as Independent Non-Executive Director

Mr Tang Yuen Kin fulfils the requirements of independence as set out in Guidance Note 9 of the Listing Requirements. He remains objective and independent in expressing his view and participating in Board deliberations and decision-making.

He possesses more than 23 years of experience in the areas of audit, accounting and finance, corporate finance and corporate planning. His enormous knowledge and experience allow him to provide a diverse set of proficiency and views to the Board.

He has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

Ordinary Resolution 10: Re-election of Puan Fazidah Bt Zakaria as Independent Non-Executive Director

Puan Fazidah fulfills the requirements of independence as set out in Guidance Note 9 of the Listing Requirements. She remains objective and independent in expressing her view and participating in Board deliberations and decision-making.

With over 27 years of experience in capital market, corporate finance, Islamic banking, corporate strategy, project management, strategic planning and communications, Puan Fazidah is able to provide valuable advice and support to the Board in decision-making with her expertise and diverse perspective.

She has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.

Ordinary Resolution 11: Re-election of Ms Yang Shing Sing as Independent Non-Executive Director

Ms Yang Shing Sing fulfills the requirements of independence as set out in Guidance Note 9 of the Listing Requirements. She remains objective and independent in expressing her view and participating in Board deliberations and decision-making.

She has approximately 10 years of experience in the field of business consultation and management services on the ISO standards, which could provide useful deliberation and effective insights to the Board in making decisions effectively.

She has exercised her due care and carried out her professional duties proficiently during her tenure as Independent Non-Executive Director of the Company.

Based on the above, the Board collectively agreed and recommended the said Directors be re-elected as Directors of the Company at the 1st AGM. The Board was also satisfied with the fit and proper assessment completed by the retiring Directors.

4. Ordinary Resolution 12 – Re-appointment of Auditors

The Audit Committee (“AC”) had at its meeting held on 19 April 2023 assessed the suitability and independence of the External Auditors and recommended the re-appointment of BDO PLT as External Auditors of the Company for the financial year ending 31 December 2023.

The Board has reviewed the recommendation of the AC and recommended the same to be tabled to the shareholders for approval at the 1st AGM.

EXPLANATORY NOTES ON SPECIAL BUSINESS

5. Special Resolution – Waiver of Pre-emptive Rights

The Special Resolution is pertaining to the waiver of pre-emptive rights pursuant to Section 85 of the Act. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive rights. The Special Resolution, if passed, would allow the Directors to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

6. Ordinary Resolution 13 - Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

Subject to the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Act, the proposed Ordinary Resolution 13, if passed, would empower the Directors of the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of the issued shares of the Company for the time being (“**Proposed General Mandate**”).

The authority for the Proposed General Mandate will, unless revoked by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.

The proposed resolution is to seek a new mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene a separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

7. Ordinary Resolution 14 - Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 14, if passed, will allow the Company and/or its subsidiaries to enter into recurrent transactions involving the interest of Related Party(ies), which are necessary for the Group's day-to-day operations and undertaken at arm's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 28 April 2023 for further information.

Statement Accompanying Notice of 1st Annual General Meeting

(pursuant to Rule 8.29 of ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

[Ordinary Resolution 5 to 11]

The Directors who retire in accordance with Clause 77(2) and (5) of the Constitution of the Company and being eligible to offer themselves for re-election at the 1st AGM are:

- (a) YHM Tengku Dato' Indera Abu Bakar Ahmad Bin Almarhum Tengku Tan Sri Abdullah;
- (b) Mr Mo Guopiao;
- (c) Madam Saranjit Wang;
- (d) Mr Kua Chin Teck;
- (e) Mr Tang Yuen Kin;
- (f) Puan Fazidah Bt Zakaria; and
- (g) Ms Yang Shing Sing.

(collectively known as “Retiring Directors”)

The profile of the Retiring Directors who are standing for re-election as per Agenda item 6 of the Notice of 1st AGM are as follows:

A. YHM Tengku Dato' Indera Abu Bakar Ahmad Bin Almarhum Tengku Tan Sri Abdullah (Independent Non-Executive Chairman)

Nationality	: Malaysian
Age	: 38
Gender	: Male
Date of Appointment	: 15 March 2022
Length of Tenure (as at 31 December 2022)	: 9 months

QUALIFICATION AND EXPERIENCE HIGHLIGHTS

- Bachelor of Business (Accounting) degree, Swinburne University of Technology, Melbourne, Australia
- Non-Executive Director, Eduspec Holdings Berhad (2014 – 2017)
- Non-Executive Chairman, Wellspire (2022 – present)
- Has a background in strategic planning, specialising in health-related, e-commerce and information technology businesses

OTHER DIRECTORSHIPS IN PUBLIC COMPANIES AND LISTED ISSUERS (OTHER THAN WELLSPIRE HOLDINGS BERHAD)

- Central Global Berhad
- Bookdoc Holdings Berhad

NUMBER OF SHARES HELD IN THE COMPANY

- 700,00 Ordinary Shares (direct interest)

He has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. He acts in the best interest of the Company.

The Board hereby recommends the re-election of YHM Tengku Dato' Indera Abu Bakar Ahmad Bin Almarhum Tengku Tan Sri Abdullah as the Independent Non-Executive Chairman of the Company for the shareholders' approval.

B. Mr Mo Guopiao
(Chief Executive Officer and Executive Director)

Nationality	: Singaporean
Age	: 42
Gender	: Male
Date of Appointment	: 6 August 2021
Length of Tenure (as at 31 December 2022)	: 1 year and 4 months

QUALIFICATION AND EXPERIENCE HIGHLIGHTS

- Bachelor of Science (major in Applied Chemistry – Modern Merchandise Testing Technology, Urban Environmental Testing) degree, Shantou University, China
- Marketing Management Programme, NUS Business School, Singapore
- Master of Science in Technopreneurship & Innovation, Nanyang Technological University, Singapore
- Chief Executive Officer and Executive Director, Wellspire (2021 – present)
- Has more than 12 years of experience in business management and investment field
- Involves in the operations of Wellspire Group by providing strategic, financial and operational leadership to Wellspire Group
- Providing strategic input on major corporate decision-making matters, including, but not limited to, potential mergers and acquisitions, or joint venture partnerships
- Providing oversight and management on the overall operational and finance and performance of Wellspire Group

OTHER DIRECTORSHIPS IN PUBLIC COMPANIES AND LISTED ISSUERS (OTHER THAN WELLSPIRE HOLDINGS BERHAD)

- Nil

NUMBER OF SHARES HELD IN THE COMPANY

- 200,562,500 Ordinary Shares (direct interest)
- 121,250,000 Ordinary Shares (indirect interest by virtue of his shareholdings in Silver Line Capital Sdn Bhd)

He has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. He acts in the best interest of the Company.

The Board hereby recommends the re-election of Mr Mo Guopiao as the Chief Executive Officer and Executive Director of the Company for the shareholders' approval.

C. Madam Saranjit Wang
(Executive Director)

Nationality	: Thailand
Age	: 43
Gender	: Female
Date of Appointment	: 1 March 2022
Length of Tenure (as at 31 December 2022)	: 10 months

QUALIFICATION AND EXPERIENCE HIGHLIGHTS

- Secondary education at Bangkok Non-Formal Education Center 4, Thailand
- Higher Vocational Certificate (major in Accounting) from the Inter Asia Technologies College, Thailand
- Started her career as an entrepreneur where she was involved in food service by selling food seasoning and food paste to the local restaurants, retail business of fashion garments and local trading of dried fruits and dried fish businesses in March 2001
- Has approximately 20 years of experience in the consumer-packaged goods industry
- Founder and Managing Director, Bai Li Enterprise (2017 – present)
- Executive Director, Wellspire (2022 – present)

OTHER DIRECTORSHIPS IN PUBLIC COMPANIES AND LISTED ISSUERS (OTHER THAN WELLSPIRE HOLDINGS BERHAD)

- Nil

NUMBER OF SHARES HELD IN THE COMPANY

- 5,750,000 Ordinary Shares (direct interest)
- 1,000,000 Ordinary Shares (indirect interest through the subscription of shares by her spouse, Mr Wang Zheng, the Group's Chief Operation Officer)

She has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of her judgement in the Company. She acts in the best interest of the Company.

The Board hereby recommends the re-election of Madam Saranjit Wang as Executive Director of the Company for the shareholders' approval.

D. Mr Kua Chin Teck
(Executive Director)

Nationality	: Malaysian
Age	: 41
Gender	: Male
Date of Appointment	: 1 March 2022
Length of Tenure (as at 31 December 2022)	: 10 months

QUALIFICATION AND EXPERIENCE HIGHLIGHTS

- Bachelor of Business (Accountancy) degree, RMIT University, Australia
- Audit Associate, Ernst & Young (2004 – 2006)
- Audit Assistant, Deloitte & Touche (2006 – 2008)
- Finance Manager, Otto Marine Limited (2008 – 2012)
- Regional Finance Manager, Swiber Corporate Services Pte Ltd. (2012 – 2015)
- Associate Director, Corporate Finance, Swiber Corporate Services Pte Ltd. (2015 – 2016)
- Director of Treasury & Corporate Development Department, Vallianz Corporate Services Pte. Ltd. (2016 – 2019)
- Group Corporate Services Director, Widad Business Group Sdn Bhd (2019 – 2021)
- Head of Corporate, Wellspire (October 2021 – March 2022)
- Executive Director, Wellspire (2022 – present)
- Has more than 18 years of experience in the areas of audit, financial reporting, corporate finance and corporate development

OTHER DIRECTORSHIPS IN PUBLIC COMPANIES AND LISTED ISSUERS (OTHER THAN WELLSPIRE HOLDINGS BERHAD)

- Nil

NUMBER OF SHARES HELD IN THE COMPANY

- 700,000 Ordinary Shares (direct interest)

He has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. He acts in the best interest of the Company.

The Board hereby recommends the re-election of Mr Kua Chin Teck as Executive Director of the Company for the shareholders' approval.

E. Mr Tang Yuen Kin
(Independent Non-Executive Director)

Nationality	: Malaysian
Age	: 52
Gender	: Male
Date of Appointment	: 15 March 2022
Length of Tenure (as at 31 December 2022)	: 9 months

QUALIFICATION AND EXPERIENCE HIGHLIGHTS

- Bachelor of Accounting (First Class Honours) degree, University of Malaya, Malaysia
- Master of Business Administration (Banking & Finance), Nanyang Technological University, Singapore
- Master of Law Executive (Business Law), International Islamic University Malaysia, Malaysia
- Member of the Malaysian Institute of Accountants
- Member of the Malaysian Institute of Certified Public Accountants
- Audit Assistant, Price Waterhouse (now known as PricewaterhouseCoopers PLT) (1995 – 1997)
- Executive Officer in the Securities Issues Department, Securities Commission (1997 – 2004)
- Principal Consultant, KPMG Corporate Services Sdn Bhd (2004 – 2005)
- Director, Corporate Finance, KPMG Corporate Advisory Sdn Bhd (2005 – 2008)
- Executive Director, MainStreet Advisers Sdn Bhd
- Associate Director in Corporate Finance Department, AmlInvestment Bank Berhad (2010 – 2012)
- Vice President in its Capital Market – Origination Department, Alliance Investment Bank Berhad (2012 – 2013)
- Vice President, Head in the Capital Market – Equity Execution Department, Alliance Investment Bank Berhad (2013)
- Senior Vice President, Head in the Capital Market – Equity Execution Department, Alliance Investment Bank Berhad (2013)
- Possesses more than 23 years of experience in the areas of audit, accounting and finance, corporate finance and corporate planning

OTHER DIRECTORSHIPS IN PUBLIC COMPANIES AND LISTED ISSUERS (OTHER THAN WELLSPIRE HOLDINGS BERHAD)

- Powerwell Holdings Berhad
- Sasbadi Holdings Berhad
- Dancomech Holdings Berhad Group

NUMBER OF SHARES HELD IN THE COMPANY

- 100,000 Ordinary Shares (direct interest)

He has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. He acts in the best interest of the Company.

The Board hereby recommends the re-election of Mr Tang Yuen Kin as Independent Non-Executive Director of the Company for the shareholders' approval.

F. Puan Fazidah Bt Zakaria
(Independent Non-Executive Director)

Nationality	: Malaysian
Age	: 55
Gender	: Female
Date of Appointment	: 15 March 2022
Length of Tenure (as at 31 December 2022)	: 9 months

QUALIFICATION AND EXPERIENCE HIGHLIGHTS

- Bachelor of Arts in Accounting and Financial Management degree, the University of Essex, United Kingdom
- Assistant Director of Unit Pengurusan Kewangan, Ministry of Finance (1991 – 1993)
- Corporate Affairs, Chairman's Office in the Issues & Investment Division, Securities Commission
- Senior Manager/ Acting Head of the Department, Kuwait Finance House (Malaysia) Berhad
- Head of Corporate Affairs Department, Aliran Ihsan Resources Berhad
- Senior Manager, MMC Corporation Berhad (the holding company of Aliran Ihsan Resources Berhad)
- Head, Corporate Strategy & Risk of Proton Parts Centre Sdn Bhd (2015 – 2016)
- Head of Corporate & Strategy Department, CCM Chemicals Sdn Bhd (2016 – 2021)
- Senior Manager of Corporate Communications, Kuala Lumpur Kepong Berhad (2021 – 2022)
- Has over 27 years of experience in capital market, corporate finance, Islamic banking, corporate strategy, project management, strategic planning and communications

OTHER DIRECTORSHIPS IN PUBLIC COMPANIES AND LISTED ISSUERS (OTHER THAN WELLSPIRE HOLDINGS BERHAD)

- Nil

NUMBER OF SHARES HELD IN THE COMPANY

- 480,000 Ordinary Shares (direct interest)

She has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of her judgement in the Company. She acts in the best interest of the Company.

The Board hereby recommends the re-election of Puan Fazidah Bt Zakaria as the Independent Non-Executive Director of the Company for the shareholders' approval.

G. Ms Yang Shing Sing
(Independent Non-Executive Director)

Nationality	: Malaysia
Age	: 35
Gender	: Female
Date of Appointment	: 15 March 2022
Length of Tenure (as at 31 December 2022)	: 9 months

QUALIFICATION AND EXPERIENCE HIGHLIGHTS

- Diploma in Business Administration from Southern College, Malaysia
- Certified internal auditor for the ISO 9001:2008
- Lead auditor for the ISO 9001:2015
- Internal auditor for the ISO 14001:2015
- General Manager, Loyal Reliance Sdn. Bhd. (2013 – 2016)
- Business Development Director, WBU International Sdn. Bhd.
- COO, IBC Assets Sdn. Bhd. (now known as IBC Assets Berhad)
- COO, International Business Capital Sdn Bhd (the holding company of IBC Assets Sdn Bhd)
- Executive Director, Newman Trust Investment Bank Ltd.
- Has approximately 10 years of experience in the field of business consultation and management services on the ISO standards

OTHER DIRECTORSHIPS IN PUBLIC COMPANIES AND LISTED ISSUERS (OTHER THAN WELLSPIRE HOLDINGS BERHAD)

- Nil

NUMBER OF SHARES HELD IN THE COMPANY

- 700,000 Ordinary Shares (direct interest)

She has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. She acts in the best interest of the Company.

The Board hereby recommends the re-election of Ms Yang Shing Sing as the Independent Non-Executive Director of the Company for the shareholders' approval.



WELLSPIRE HOLDINGS BERHAD
REGISTRATION NO. 202101026155 (1426455-A)
(Incorporated in Malaysia)

FIRST ANNUAL GENERAL MEETING (1st AGM)
ADMINISTRATIVE DETAILS

Meeting Date : Friday, 9 June 2023
Time : 10.00 a.m.
Broadcast Venue : Tricor Business Centre, Gemilang Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia

REMOTE PARTICIPATION AND VOTING (“RPV”) FACILITIES

- The Remote Participants and Voting (“RPV”) facilities are available on Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”)’s **TIIH Online** website at <https://tjih.online>.
- Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the 1st AGM using RPV facilities from Tricor.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 1st AGM using the RPV facilities:

	Procedure	Action
BEFORE THE DAY OF 1st AGM		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> • Using your computer, access the website at https://tjih.online. Register as a user under the “e-Services” select “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 to attend 1 st AGM remotely	<ul style="list-style-type: none"> • Registration is open from Friday, 28 April 2023 until the day of 1st AGM on Friday, 9 June 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 1st AGM to ascertain their eligibility to participate the 1st AGM using the RPV.

		<ul style="list-style-type: none"> Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) WELLSPIRE 1ST AGM”. 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 Record of Depositors as at 2 June 2023, the system will send you an e-mail after 7 June 2023 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new user of TIIH Online and registration for the RPV)</i></p>
ON THE DAY OF THE 1ST AGM (9 JUNE 2023)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the 1st AGM at any time from 9.00 a.m. i.e. One (1) hour before the commencement of meeting at 10.00 a.m. on Friday, 9 June 2023.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) WELLSPIRE 1ST AGM” to engage in the proceedings of the AGM 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 questions submitted by remote participants during the 1st AGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on Friday, 9 June 2023 until a time when the Chairman announces the completion of the voting session of the 1st AGM. Select the corporate event: “(REMOTE VOTING) WELLSPIRE 1ST AGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. 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	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 1st AGM, the live streaming will end.

Note to users of the RPV facilities:

- Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
- 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.
- In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

NO BREAKFAST / LUNCH PACK, DOOR GIFT OR FOOD VOUCHER

There will be **no distribution** of breakfast / lunch packs, door gifts or food vouchers during the 1st AGM.

We would like to thank our members for your kind co-operation and understanding in these challenging times.

GENERAL MEETING RECORD OF DEPOSITORS (“ROD”)

- Only a depositor whose name appears on the ROD as at **2 June 2023** shall be entitled to attend, speak and vote at the 1st AGM or appoint proxies to attend and/or vote on his/her behalf.

PROXY

- The 1st AGM will be conducted via virtual meeting, if you are unable to attend the meeting via RPV on 9 June 2023, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Proxy Form.
- You may submit the Proxy Form electronically via **TIIH Online** website at <https://tiih.online> no later than **Wednesday, 7 June 2023 at 10.00 a.m.** Please do read and follow the procedures to submit Proxy Form electronically below.
- You may also submit your Proxy Form to the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, please ensure that the **Original Proxy Form** is deposited at Tricor’s office at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or, alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the 1st AGM or any adjournment thereof, otherwise the Proxy Form shall not be treated as valid.

POLL VOTING

- The voting at the 1st AGM will be conducted by poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor Investor & Issuing House Services Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting and Asia Securities Sdn. Berhad as Scrutineers to verify the poll results.
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the 1st AGM 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 “Procedures to Remote Participation and Voting via RPV Facilities” for guidance on how to vote remotely via **TIIH Online**.
- Upon completion of the voting session for the 1st AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

ANNUAL REPORT 2022

- The Company’s Annual Report 2022 is available at the Company’s website at <https://wellspireholdings.com/> and Bursa Malaysia’s website at www.bursamalaysia.com under Company’s announcements.
- You may request for a printed copy of the Annual Report 2022 at <https://tiih.online> by selecting “Request for Annual Report / Circular” under the “Investor Services”.
- Kindly consider the environment before you decide to request for the printed copy of the Annual Report. The environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

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. <u>Steps for Individual Shareholders</u>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the "e-Services" select "Create Account by Individual Holder". 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	<ul style="list-style-type: none"> 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: "WELLSPIRE 1ST AGM – 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(s) to vote on your behalf. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy(s) appointment. Print the proxy form for your record.
ii. <u>Steps for Corporation or Institutional Shareholders</u>		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects "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. <p>Note: The representative of a corporation or institutional shareholder must register as a user first in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</p>
(b)	Proceed with submission of proxy form	<ul style="list-style-type: none"> Login to TIIH Online at https://tiih.online Select the corporate exercise name: "WELLSPIRE 1ST AGM – 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.

		<ul style="list-style-type: none"> • Login to TIIH Online, select corporate exercise name: “WELLSPIRE 1ST AGM – 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.
--	--	---

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

The Board recognises that the 1st AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 1st AGM, shareholders may in advance, before the 1st AGM, submit questions to the Board of Directors via Tricor’s TIIH Online website at <https://tiih.online>, by selecting “e-Services” to login, post your questions and submit it electronically no later than **Wednesday, 7 June 2023 at 10.00 a.m.** The Board of Directors will endeavor to address the questions received at the 1st AGM.

RECORDING OR PHOTOGRAPHY

Strictly **NO** unauthorised recording or photography of the proceedings of the 1st AGM is allowed.

ENQUIRY

If you have any enquiries on the above, please contact Tricor during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line : +603 2783 9299

Email : is.enquiry@my.tricorglobal.com