

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting ("4th AGM") of the Company will be held at Platinum 2, Level 2, Novotel Kuala Lumpur City Centre, 2, Jalan Kia Peng, 50450 Kuala Lumpur on **Tuesday, 23 June 2026, at 11.00 a.m.** to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' fees of up to RM300,000 for the period from 24 June 2026 until the next Annual General Meeting of the Company to be held in 2027. **Ordinary Resolution 1** (Please refer to Explanatory Note 2)
- To approve the payment of Directors' benefits of up to RM100,000 for the period from 24 June 2026 until the next Annual General Meeting of the Company to be held in 2027. **Ordinary Resolution 2** (Please refer to Explanatory Note 2)
- To re-elect the following Directors who are retiring by rotation in accordance with Clause 77(3) of the Constitution of the Company and, being eligible, offer themselves for re-election: (Please refer to Explanatory Note 3)
 - Puan Fazidah Bt Zakaria **Ordinary Resolution 3**
 - Ms Yang Shing Sing **Ordinary Resolution 4**
- To note YM Tengku Dato' Seri Abu Bakar Ahmad Bin Tengku Tan Sri Abdullah who is retiring by rotation in accordance with Clause 77(3) of the Constitution of the Company and not seeking for re-election. (Please refer to Explanatory Note 4)
- To re-appoint Messrs BDO PLT as External Auditors of the Company for the financial year ending 31 December 2026 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5** (Please refer to Explanatory Note 5)

AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION** **Ordinary Resolution 6**
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (Please refer to Explanatory Note 6)
 "THAT subject always to the Companies Act 2016 ("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 empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company from time to time at such price, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being **AND THAT** the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities **AND FURTHER THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."
 8. To transact any other business for which due notice has 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
 21 April 2026

NOTES:-

1. APPOINTMENT OF PROXY

- 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 16 June 2026. 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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:
 - In hard copy form
 In the case of an appointment made in hard copy form, the proxy form must be deposited at 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, Malaysia. Alternatively, the proxy form can be deposited in the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - By electronic means
 In the case of an appointment made via the online lodgement facility, please login to Vistra Share Registry and IPO (MY) portal at <https://srmy.vistra.com> and select "e-Services" to login. Please refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of proxy form via Vistra Share Registry and IPO (MY) portal.
- 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, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, 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.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is on **Sunday, 21 June 2026 at 11.00 a.m.**
- Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - Identity card (NRIC) (Malaysian), or
 - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - Passport (Foreigner).
- For 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, Malaysia, or alternatively, in the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
 - 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.

- 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:-
 - at least two (2) authorised officers, of whom one shall be a director; or
 - 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

- Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2025**
 The item is for discussion only, as Sections 248(2) and 340(1)(a) of the Companies Act 2016 ("the Act") do not require formal shareholder approval for the Audited Financial Statements. Hence, this item is **not subject to voting** by shareholders of the Company.
- Ordinary Resolutions 1 to 2 – 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 must be approved at a general meeting.
 On 15 April 2026, the Nominating and Remuneration Committee ("NRC") reviewed the Directors' fees and benefits for the Independent Non-Executive Directors for the upcoming period, taking into consideration market trends for similar positions, the time commitment and the responsibilities of the respective Directors.
 The proposed Ordinary Resolution 1, if passed, will authorise the Company to pay the Directors' fees for the period from 24 June 2026 until the next Annual General Meeting ("AGM") of the Company to be held in 2027, as and when their services are rendered. The Directors' fees for this period are based on the following fee structure:

Type of Fees	Amount
Independent Non-Executive Chairman	RM5,000.00 per month
Independent Non-Executive Director	RM4,000.00 per month

The proposed Ordinary Resolution 2 will facilitate the payment of Directors' benefits for the period from 24 June 2026 until the next AGM of the Company to be held in 2027.

The proposed structure of the Directors' benefits for this period is as follows:

Type of Benefits	Description	Amount
Meeting Attendance Allowance		
Board Meeting Allowances	Chairman of the Board Members of the Board	RM3,000.00 per meeting RM2,000.00 per member per meeting
Board Committee Meeting Allowance	Members of the Committee	RM1,500.00 per member per meeting
Directors' & Officers' Liability Insurance	-	RM10,000.00

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred, should the proposed Ordinary Resolution 2 be passed by shareholders at the 4th AGM.

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

3. Ordinary Resolutions 3 to 4 – Re-election of Directors who retire in accordance with Clause 77(3) of the Constitution of the Company

Puan Fazidah Bt Zakaria and Ms Yang Shing Sing are retiring at the 4th AGM in accordance with Clause 77(3) of the Company's Constitution and, being eligible, have offered themselves for re-election.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance ("MCCG"), the profiles of the aforementioned Directors are provided in the Directors' profiles section on pages 16 to 17 of the Annual Report 2025.

For the purpose of determining their eligibility for re-election at the 4th AGM, the Board, through the NRC, has assessed the retiring Directors against the fit and proper criteria prescribed under the Company's Fit and Proper Policy, to ensure that their quality and integrity comply with Rule 2.20A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("ACE Market Listing Requirements"). The assessment covered character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The Board is satisfied that the Directors meet the required criteria. Based on the NRC's recommendation, the Board supports their re-election with the following justifications:

Ordinary Resolution 3: Re-election of Puan Fazidah Bt Zakaria as Independent Non-Executive Director

Puan Fazidah Bt Zakaria fulfils the independence requirements under the ACE Market Listing Requirements. She has consistently demonstrated objectivity and independence in expressing her views and participating in Board deliberations and decision-making. Puan Fazidah has more than 30 years of experience across capital markets, Islamic banking, utilities and infrastructure, chemicals, automotive, plantation and sustainability consultancy. Her extensive expertise and well-rounded perspective enable her to provide valuable guidance and support to the Board in its decision-making.

The Board is satisfied with her performance and contribution, as she has diligently carried out her duties, demonstrating her commitment to her roles, and adhering to the fit and proper criteria as set out in the Directors' Fit and Proper Policy.

Ordinary Resolution 4: Re-election of Ms Yang Shing Sing as Independent Non-Executive Director

Ms Yang Shing Sing fulfils the independence requirements under the ACE Market Listing Requirements. She has consistently demonstrated objectivity and independence in expressing her views and participating in Board deliberations and decision-making. Ms Yang possesses more than 10 years of experience in business consultation and management services on the ISO standards, allowing her to offer valuable perspectives and enhance the Board's deliberations and decision-making.

The Board is satisfied with her performance and contribution. She has diligently carried out her duties, demonstrating her commitment to her roles, and adhering to the fit and proper criteria as set out in the Directors' Fit and Proper Policy.

Based on the above, the Board collectively agrees to recommend that the aforementioned Directors be re-elected at the 4th AGM of the Company.

4. Retirement of YM Tengku Dato' Seri Abu Bakar Ahmad Bin Tengku Tan Sri Abdullah from office of the Board

YM Tengku Dato' Seri Abu Bakar Ahmad Bin Tengku Tan Sri Abdullah who is subject to retirement by rotation in accordance with Clause 77(3) of the Constitution of the Company, has expressed his intention not to seek re-election and shall be retiring as Director at the conclusion of this AGM.

5. Ordinary Resolution 5 – Re-appointment of External Auditors

The Audit Committee ("AC"), at its meeting held on 15 April 2026, assessed the suitability and independence of the External Auditors and recommended the re-appointment of BDO PLT as the External Auditors of the Company for the financial year ending 31 December 2026, with the following justifications:

The AC was satisfied with the suitability of BDO PLT, having considered its quality of audit, performance, competency, independence and objectivity.

The AC was also satisfied that the provisions of non-audit services by BDO PLT to the Company for the financial year ended 31 December 2025 did not in any way impair their objectivity and independence as External Auditors of the Company.

The Board has reviewed the AC's recommendation and endorses the same for tabling to the shareholders for approval at the 4th AGM of the Company.

EXPLANATORY NOTES ON SPECIAL BUSINESS

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

The proposed Ordinary Resolution 6, if passed, will renew the mandate granted to the Directors of the Company at the 3rd Annual General Meeting held on 10 June 2025 ("3rd AGM"). This mandates empowers the Directors to issue and allot ordinary shares of the Company from time to time, grant rights to subscribe for shares, convert securities into shares, 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 (excluding treasury shares) of the Company at the time of issuance ("**Proposed General Mandate**").

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

The Proposed General Mandate is intended to provide the Company with flexibility to issue new securities without convening a separate general meeting, thereby avoiding incurring additional costs and administrative time.

If approved, the mandate will allow the Directors to take timely action should the Company require new shares issuance for fund raising exercise, including but not limited to private placements to fund current and/or future investment projects, working capital, acquisitions, and/or for issuance of shares as consideration for corporate exercises. It also accommodates circumstances involving grant of rights to subscribe for shares, conversion of securities into shares, or share allotments under agreements, options or offers, or other applications deemed in the best interest of the Company.

As at the date of this Notice, the Company has not made any decision to issue new shares nor implemented any allotment of shares under the mandate granted by shareholders at the 3rd AGM. Should a decision be made after the renewal of this mandate, the Company will announce the intended purpose and utilisation of proceeds arising from such issuance, and will provide quarterly updates on the status of their utilisation.

Statement Accompanying Notice of 4th Annual General Meeting

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

There are no individuals standing for election as Director (excluding Directors standing for re-election) as required under Appendix 8A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.



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

ADMINISTRATIVE GUIDE FOR THE FOURTH ANNUAL GENERAL MEETING (“4th AGM”)

Day & Date : Tuesday, 23 June 2026
Time : 11.00 a.m.
Venue : Platinum 2, Level 2, Novotel Kuala Lumpur City Centre, 2, Jalan Kia Peng, 50450 Kuala Lumpur

1. ELIGIBILITY TO ATTEND BASED ON THE RECORD OF DEPOSITORS

Only a shareholder whose name appears on the Record of Depositor as at 16 June 2026 shall be entitled to attend or appoint proxy(ies) to attend and/or vote on his/her behalf.

3. REGISTRATION ON THE DAY OF THE 4TH AGM

Registration will start at 9.00 a.m. at the foyer.

Original MyKad or passport is required to be presented during registration for verification. You will not be allowed to register on behalf of another person even with the original MyKad or passport of that person.

Upon verification of your NRIC or passport and signing of attendance list, you will be given an identification wristband to enter the meeting room. There will be no replacement of wristband in the event that it is lost or misplaced.

Please note that you will only be allowed to enter the meeting hall if you are wearing the identification wristband.

Please vacate the registration area immediately after registration to prevent congestion.

4. POLL VOTING

The voting at the 4th AGM will be conducted on a poll pursuant to Rules 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”). The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as the Poll Administrator and verify by the Independent Scrutineer.

The attendees at the Meeting will be briefed and guided by the Poll Administrator before the commencement of the voting process.

Shareholders or proxies or corporate representatives or attorneys can proceed to vote on the resolutions upon the announcement by the Chairman of the meeting.

Upon completion of the voting session for the 4th AGM, the Scrutineers will verify the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

5. APPOINTMENT OF PROXY

If you wish to participate in the AGM yourself, please do not submit any Proxy Form for the AGM. You will not be allowed to participate in the AGM together with a proxy appointed by you.

Accordingly, proxy forms and/or documents relating to the appointment of proxy/corporate representative/attorney for the AGM whether in hard copy or by electronic must be deposited or received by the Share Registrar in the following manner **not later than Sunday, 21 June 2026 at 11.00 a.m.:**

(i) In Hard copy:

By hand or post to the office of the Share Registrar, 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 to be deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;

(ii) By Electronic form:

All shareholders can have the option to submit proxy forms electronically via Vistra Share Registry and IPO (MY) portal ("Vistra SRMY portal") and the steps to submit are summarised below:

Procedure	Action
i. Steps for Individual Shareholders	
Register as a User with Vistra SRMY portal	<ol style="list-style-type: none"> 1. Visit the Portal at https://srmy.vistra.com. 2. Click "Register" and select "Individual Holder" and complete the New User Registration Form. 3. For guidance, you may refer to the tutorial guide available on the homepage. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approved within one (1) working day. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. <p><i>If you are an existing user with the Portal or the TIIH Online portal previously, you are not required to register again.</i></p>
Proceed with submission of form of proxy	<ol style="list-style-type: none"> 1. After the release of the Notice of Meeting by the Company, login with your email address and password. 2. Select the corporate event: WELLSPIRE HOLDINGS BERHAD 4TH AGM. 3. Navigate to the 3 dots at the end of the corporate event and choose SUBMISSION OF PROXY FORM. 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Indicate the total number of shares assigned to your proxy(s) to vote on your behalf. 6. Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint the Chairman as your proxy. 7. Indicate your voting instructions FOR or AGAINST or ABSTAIN. 8. Print the proxy form for your record.

ii. Steps for Corporate or Institutional shareholders	
Register as a User with Vistra SRMY portal	<ol style="list-style-type: none"> 1. Visit the portal at https://srmy.vistra.com. 2. Click "Register" and select "Representative of Corporate Holder" and complete the New User Registration Form. 3. Complete the registration form with your personal details. 4. Once registration is completed, you will receive an email notification to verify your registered email address. 5. After verification, your registration will be reviewed and approval within two (2) working days. A confirmation email will be sent once approved. 6. Once you receive the confirmation, activate your account by creating your password. <p><i>(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 Tricor if you need clarifications on the user registration.)</i></p>
Proceed with submission of form of proxy	<ol style="list-style-type: none"> 1. Login to https://srmy.vistra.com with your email address and password. 2. Select the corporate event: WELLSPIRE HOLDINGS BERHAD 4TH AGM. 3. Navigate to the icon ">" at the end of the corporate event. 4. Read and agree to the Terms and Conditions and confirm the Declaration. 5. Select the corporate holder's name. 6. Proceed to download the submission file. 7. Prepare the file for the appointment of proxy(ies) by inserting the required data. 8. Proceed to upload the duly completed proxy appointment file. 9. Select "Confirm" to complete your submission. 10. Print the confirmation report of your submission for your record.

6. RESULTS OF THE VOTING

The resolutions proposed at the AGM and the results of the voting will be announced at the AGM and subsequently via an announcement made by the Company through Bursa Malaysia at www.bursamalaysia.com.

7. NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the 4th AGM

8. ENQUIRY

If you have any enquiry prior to the meeting, please call our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at +603-2783 9299 or email to is.enquiry@vistra.com during office hours i.e. from 8.30 a.m. to 5.30 p.m. (Monday to Friday, except on public holidays).