

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Bursa Malaysia Securities Berhad has not perused this Circular prior to its issuance and takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



WMG HOLDINGS BHD.

Registration No. 201501041664 (1166985-X)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

in relation to

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE
FOR RECURRENT RELATED PARTIES TRANSACTIONS
OF A REVENUE OR TRADING NATURE**

The above proposal will be tabled as Special Business at our 5th Annual General Meeting (“AGM”). In view of the COVID-19 outbreak and as part of our safety measures, the 5th AGM will be conducted entirely through live streaming from the broadcast venue at Tricor Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“**Broadcast Venue**”) on Tuesday, 30 June 2020 at 5.00 p.m. using the Remote Participation and Voting facilities (“**RPV**”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and shareholders **will not be allowed** to attend the 5th AGM in person at the Broadcast Venue on the day of the meeting. For further information, please refer to the Notice of the 5th AGM and Administrative Details for the 5th AGM.

The Notice of the 5th AGM and the Form of Proxy are set out in our 2019 Annual Report and can be downloaded at <https://www.wmgmb.com.my>.

The Form of Proxy should be completed and returned in accordance with the instructions therein as soon as possible and should reach our Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on or before the date and time indicated below or any adjournment thereof. You also have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> before the Form of Proxy lodgement cut-off time stated below.

Last day and time for lodging the Form of Proxy : Sunday, 28 June 2020 at 5.00 p.m.

Date and time of the Annual General Meeting : Tuesday, 30 June 2020 at 5.00 p.m.

DEFINITIONS

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

- “Act”** : The Companies Act 2016 as amended from time to time and any re-enactment thereof
- “AGM”** : Annual General Meeting
- “Board”** : **Board of Directors of WMG**
- “Bursa Securities”** : Bursa Malaysia Securities Berhad
- “Director”** : Shall have the same meaning given in Section 2 of the Act and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company or a Chief Executive Officer of the Company, its subsidiary or holding company
- “EPS”** : Earnings per share
- “Listing Requirements”** : Listing Requirements of Bursa Securities
- “LPD”** : 30 April 2020, being the latest practicable date prior to the issuance of this Circular
- “Major Shareholder”** : A person who has an interest or interests in one or more voting shares in a company and the number, or the aggregate number of such shares, is :-
(a) equal to or more than 10% of the total number of all the voting shares in the company; or
(b) equal to or more than 5% of the total number of all the voting shares in the company where such person is the largest shareholder of the company.

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act. A Major Shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company or any other company which is its subsidiary or holding company.

- “NA”** : Net assets

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DEFINITIONS (cont'd)

- “Person Connected”** : In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories :-
- (a) a member of the Director’s or Major Shareholder’s family, which family shall have the meaning given in Section 197 of the Act;
 - (b) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a member of the Director’s or Major Shareholder’s family is the sole beneficiary;
 - (c) a partner of the Director, Major Shareholder or a partner of a person connected with that Director or major shareholder;
 - (d) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - (e) a person in accordance with whose directions, instructions or wishes the Director or major shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - (f) a body corporate or its Directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
 - (g) a body corporate or its Directors whose directions, instructions or wishes the Director or major shareholder is accustomed or under an obligation, whether formal or informal, to act;
 - (h) a body corporate in which the Director, Major Shareholder and/or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (i) a body corporate which is a related corporation

DEFINITIONS (*cont'd*)

- “Proposed RRPT Mandate”** : Proposed renewal of shareholders’ mandate for Recurrent Related Party Transactions of a revenue or trading nature
- “Recurrent Related Party Transactions” or “RRPT”** : Transactions entered into by the Company and/or its subsidiary companies involving the interest, direct or indirect, of related parties involving recurrent transactions of a revenue or trading nature which are necessary for the day-to-day operations and are in the ordinary course of business of the Group
- “Related Party (ies)”** : A Director, Chief Executive Officer (CEO), Major Shareholder or person connected with such Director, CEO or Major Shareholder. For the purpose of this definition, “Director”, “CEO” and “Major Shareholder” shall have the meaning given in paragraph 10.02 of the Listing Requirements.
- “RM” or “Sen”** : Ringgit Malaysia and sen, respectively
- “Share(s)” or “WMG Share(s)”** : Ordinary Shares of WMG
- “WMG” or “Company”** : WMG HOLDINGS BHD.
Registration No. 201501041664 (1166985-X)
- “WMG Group” or the “Group”** : WMG and its group of subsidiaries

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

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

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WMG HOLDINGS BHD.
Registration No. 201501041664 (1166985-X)
(Incorporated in Malaysia)

Registered Office:-

Wisma WMG, Lot 1 & 2
Jalan Indah Jaya
Taman Indah Jaya
Jalan Lintas Selatan
90000 Sandakan, Sabah

5 June 2020

Directors:-

Datuk Eric Usip Juin - Chairman / Senior Independent Non-Executive Director
Datuk Quek Siew Hau - Managing Director
Fong Kin Wui – Deputy Managing Director
Lim Ted Hing - Executive Director
Seah Sen Onn @ David Seah - Executive Director
Chan Ka Tsung - Executive Director
Tan Kung Ming - Independent Non-Executive Director
Hajah Shakinur Ain Binti Hj Karama - Independent Non-Executive Director

To: The Shareholders of WMG

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTIES TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the 4th AGM held on 19 June 2019, the Shareholders of the Company had approved the renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature to allow WMG Group to enter into RRPT as set out in the Circular to Shareholders dated 30 April 2019. The said mandate, in accordance with the Listing Requirements, will expire at the conclusion of the forthcoming 5th AGM of the Company, unless such authority is renewed by a resolution passed at the forthcoming 5th AGM.

On 28 May 2020, the Board of Directors of the Company announced that WMG proposes to seek approval for the proposed renewal of shareholders' mandate for RRPT at the forthcoming AGM to be convened ("Proposed RRPT Mandate").

The purpose of this Circular is to provide you with the relevant details of the Proposed RRPT Mandate and to seek your approval for the ordinary resolution to be tabled at the forthcoming AGM.

SHAREHOLDERS OF WMG ARE ADVISED TO READ AND CONSIDER THE CONTENTS OF THIS CIRCULAR CAREFULLY BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RRPT MANDATE AT THE FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED RRPT MANDATE

2.1 Provision under the Listing Requirements

Paragraph 10.09 of the Listing Requirements allows the Company to seek a shareholders' mandate in respect of RRPT subject to the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of minority shareholders;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year.
- (c) the issuance of a circular to shareholders by the listed issuer containing information as specified in the Listing Requirements; and
- (d) in a meeting to obtain the shareholders' mandate, the interested Director(s), interested Major Shareholder(s) and interested person(s) connected with the Director(s) or Major Shareholder(s); and where it involves the interest of an interested person connected with the Director or Major Shareholders, such Director or Major Shareholder, must not vote on the resolution approving the transactions. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.

Accordingly, your Board proposes to seek the shareholders' approval for the Proposed RRPT Mandate that will allow the WMG Group, in the normal course of business, to enter into the RRPT referred to in Section 2.3 with the Related Parties, provided that such transactions are made at arm's length, on the WMG Group's normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and employees of the WMG Group which will not be to the detriment of the minority shareholders. The RRPT will also be subject to the review procedures set out in Section 2.4 below.

The Proposed RRPT Mandate will, if approved by shareholders at the forthcoming AGM, be subject to annual renewal. In this respect, any authority conferred by the Proposed RRPT Mandate shall only continue to be in force until:-

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

whichever is earlier.

2.2 Principal Activities

WMG is principally an investment holding company and is also engaged in the provision of administrative and management services to its subsidiaries. The principal activities of its active subsidiaries (engaging in the Group's core business) are as follows:-

Subsidiary Companies	Principal Activities	Effective Equity interest (%)
Ritai Sdn Bhd	Investment holding	100
Wah Mie Realty Sdn Bhd	Property development and investment holding	100
Asterasia Sdn Bhd	Property development	100
Wilakaya Sdn Bhd	Property development	100
Ramindah Sdn Bhd	Property development	100
Wah Mie Trading Sdn Bhd	Wholesaling and retailing of hardware, building materials and related goods	100
Prosper Entity Sdn Bhd	Property development	100
WM Property Management Sdn Bhd	Provision of business management services	100
Tekala Corporation Sdn Bhd	Investment holding	100
Syarikat Tekala Sdn Bhd	Provision of corporate services	100
Syarikat Far East Development Sdn Bhd	Property development	100
Velda Development Sdn Bhd	Property development	100
H. W. E. Sdn Bhd	Property development	100

2.3 Classes and Nature of RRPT

2.3.1 Classes of Related Parties

The Proposed RRPT mandate would apply to transactions with related parties comprising Directors, CEO and/or Major Shareholders of WMG and/or persons connected with such Directors, CEO and/or Major Shareholders and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Director, CEO or Major Shareholder of WMG or any other company which is its subsidiary.

The details of the direct and indirect interests of the interested Directors and Major Shareholders and Persons Connected with them are indicated in Section 7 below.

2.3.2 Nature of Recurrent Related Parties Transactions

The types of Recurrent Related Parties Transactions which are to be covered by the Proposed RRPT Mandate and the estimated value of the Recurrent Related Parties Transactions are disclosed in the following table:-

Company in WMG Group	Transacting Parties	Nature of relationship of related parties	Nature of Transaction	Preceding year Mandate ⁽¹⁾	Preceding year actual value ⁽²⁾	Deviation of actual against preceding year mandate ⁽³⁾	Current year estimated value ⁽⁴⁾
				(RM'000)	(RM'000)	(RM'000)	(RM'000)
Wah Mie Realty Sdn Bhd	Chan Ka Fatt	Chan Ka Fatt is brother of WMG Director, Chan Ka Tsung.	Sale of residential properties by Wah Mie Realty Sdn Bhd	1,882	439	(1,443)	1,904
Ramindah Sdn Bhd	Fong Kin Wui	Fong Kin Wui is a director of WMG	Sale of residential properties by Ramindah Sdn Bhd	-	477	(477)	1,910

Notes :

* Not applicable as Sale and Purchase Agreements were signed after previous year's Circular to Shareholders dated 30 April 2019.

(1) Extracted from previous year's Circular to Shareholders dated 30 April 2019.

(2) Actual value is for period from 20 June 2019 to 30 April 2020, being the latest practicable date prior to printing of this Circular.

(3) The deviations are due to the proportionate sales value determined based on the actual stage of completion of the properties which differ from the estimates in the preceding year mandate.

(4) Current year estimated value is for the period from 1 July 2020 (one day after date of 5th AGM) to 30 June 2021, representing the proportionate sales value based on the stage of completion of the properties.

The types of Recurrent Related Parties Transactions contemplated under the Proposed RRPT Mandate and the estimated value of the Recurrent Related Parties Transactions are as follows:-

Transacting company within the Group	Transacting Related Party	Nature of transaction	Interested Director, Major Shareholder and/or Persons Connected with them	Estimated aggregate value of transaction from 1 July 2020 to next AGM
The Group	Interested Executive Directors and/or Major Shareholders of the Group and Persons Connected with them ⁽ⁱ⁾	Purchase of development properties and land or land-based properties from the Group in the ordinary course of business of not more than 10% of any one of the percentage ratios as defined in the Listing Requirements	Executive Directors and/or Major Shareholders of the Group and Persons Connected with them ⁽ⁱ⁾	(ii)

Notes:

- (i) *The Executive Directors, Major Shareholders and/or Persons Connected with them who would be purchasing the properties from the Group could not be ascertained as at the date of this Circular.*
- (ii) *Estimates of the value of this category of transactions cannot be ascertained given the various types of properties sold by the Group in the ordinary course of business, the prices of which vary from project to project. However, in accordance with Paragraph 3.3(a) of Practice Note 12 of the Listing Requirements, the value of such transactions shall not exceed 10% of any one of the applicable percentage ratios.*

2.4 Review Methods or Procedures of RRPT

2.4.1 Review Methods or Procedures

WMG has adopted various methods to ensure that RRPTs are conducted on normal commercial terms, which are consistent with WMG Group's normal business practices and policies, and are undertaken on transaction prices and terms not more favourable to the related parties than those generally available to the public and are not to the detriment of our minority shareholders. Such methods include our review and disclosure procedures as follows:

- (a) A list of companies connected to the related parties is circulated within the Group and all related parties are notified that all Related Parties transactions are required to be undertaken on arm's length basis and on normal commercial terms and are on terms not more favourable to the Related Parties than those generally available to the public and are not detrimental to our minority shareholders;
- (b) Records are maintained by the Company to capture all Related Parties transactions;
- (c) The annual internal audit plan incorporates a review of all Related Parties transactions entered into to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- (d) The Audit Committee reviews the annual internal audit reports to ascertain that the procedures established to monitor Related Parties transactions have been complied with;
- (e) Our Board and Audit Committee have the overall responsibility of determining whether the procedures for reviewing all Related Parties transactions are appropriate. If a member of our Board or Audit Committee has an interest, as the case may be, he will abstain from any decision making by our Board or Audit Committee in respect of the said transaction; and
- (f) The thresholds for the approval of RRPT are:
 - a) Mandated RRPT

Individual transactions are approved by the Executive Director who is not connected to the Related Parties

- b) New RRPT
 - i) Transactions (singly or in aggregation) up to RM1.5 million per annum will be reviewed and approved by the Executive Director who is not connected to the Related Parties.
 - ii) Transactions (singly or in aggregation) exceeding RM1.5 million per annum will be reviewed by the Audit Committee and approved by the Board of Directors.
- (g) Whenever practicable and/or possible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities, will be used as comparison to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties, for the same or substantially similar type of products/services and/or quantities. Nonetheless, in the event that such quotation or comparative pricing from unrelated third parties cannot be obtained, the transactions prices will be based on the usual business practices of the Group to ensure that the RRPTs are not detrimental to the WMG Group;
- (h) Disclosure will be made in the annual report of the Company in respect of the breakdown of the annual aggregate value of RRPTs conducted based on the type of RRPTs made, the names of the related parties involved in each type of RRPT and the nature of relationship with them during the financial year and for subsequent financial years.

The Board and the Audit Committee have reviewed the procedures and shall continue to review the procedures as and when required, with the authority to sub-delegate the review process to individuals or committees within the WMG Group as they deem appropriate.

2.4.2 Abstention From Voting

Categories of persons who will abstain from voting are as follows:-

- (a) Any interested Director(s) or CEO;
- (b) Any interested Major Shareholder(s);
- (c) Any person(s) connected to the interested Director(s), CEO or interested Major Shareholder(s).
- (d) Any Director(s) or Major Shareholder(s) whose person(s) connected is/are interested in the RRPT.

2.4.3 Amount owing by Related Parties

There are no sums due and owing by the Related Parties which have exceeded the credit term as at the year ended 31 December 2019.

3. AUDIT COMMITTEE STATEMENT

The Audit Committee of the Company has seen and reviewed the procedures set out in Section 2.4 above and is of the view that the said procedures are sufficient to ensure that RRPT are not more favourable to the Related Parties than those generally available to the public and will be made at arm's length and in accordance with the Group's normal commercial terms, and hence, will not be detrimental to minority shareholders or disadvantageous to the Group.

The Audit Committee further affirms that the Group has in place adequate processes and procedures to identify, evaluate, monitor, track, report, approve and disclose recurrent Related Parties transactions accurately and completely, in a timely and orderly manner. Such processes and procedures are reviewed by the Audit Committee on a quarterly basis. Prior to WMG or its subsidiary companies entering into such transactions, all RRPTs are reviewed by the Audit Committee after taking into consideration of Management's representation on the terms, pricing and other criteria of the RRPTs. Reviews and recommendations by the Audit Committee are reported to the WMG's Board.

4. RATIONALE AND BENEFITS OF THE PROPOSED RRPT MANDATE

The RRPT entered into by the WMG Group with the Related Parties are in the ordinary course of business and are necessary for its day-to-day operations. The RRPT are recurring transactions of a revenue or trading nature which are likely to occur with some degree of frequency and arise at any time and from time to time.

With the approval on the Proposed RRPT Mandate and the renewal of the same on an annual basis, it would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential RRPT with Related Parties arise; thereby reducing substantially administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Group or adversely affecting the business opportunities available to the Group. With the Proposed RRPT Mandate, WMG will be able to enter into (or amend the terms of existing) transactions which are deemed as RRPT without prior approval of the shareholders of the Company.

5. APPROVALS REQUIRED

The Proposed RRPT Mandate is subject to the approval being obtained from the shareholders of the Company at the forthcoming AGM to be convened.

6. FINANCIAL EFFECTS

The Proposed RRPT Mandate, if obtained at the AGM, will not have any effect on the EPS and NA per share at the WMG Group level, issued share capital, substantial shareholding and dividend rate of the Company. The recurrent Related Parties transactions are nonetheless, anticipated to contribute positively to the future earnings of WMG Group.

7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The direct and indirect interests of the interested Executive Directors, interested Major Shareholders and interested Persons Connected with them as at 30 April 2020 are as follows:-

Name	<---Direct interest--->		<----Indirect Interest-->	
	No. of Shares	%	No. of Shares	%
Interested Executive Directors				
Datuk Quek Siew Hau	411,620	0.10	251,296,273 ¹	58.97
Lim Ted Hing	2,275,763	0.53	240,000,020 ²	56.32
Fong Kin Wui	2,255,406	0.53	241,289,553 ³	56.62
Seah Sen Onn @ David Seah	3,709,104	0.87	240,000,020 ²	56.32
Chan Ka Tsung	-	-	240,000,020 ²	56.32
Interested Major Shareholder				
Syarikat Kretam (Far East) Holdings Sdn Bhd	240,000,020	56.32	-	-
Real Paradigm Sdn Bhd	-	-	240,000,020 ⁴	56.32
Quek Chiow Yong Holdings Sdn Bhd	11,296,253	2.65	240,000,020	56.32
Datuk Quek Siew Hau	411,620	0.10	251,296,273	58.97
Lim Ted Hing	2,275,763	0.53	240,000,020	56.32
Fong Kin Wui	2,255,406	0.53	241,289,553	56.62
Seah Sen Onn @ David Seah	3,709,104	0.87	240,000,020	56.32
Chan Ka Tsung	-	-	240,000,020	56.32

Notes:-

- 1 Deemed interested through Real Paradigm Sdn Bhd and Quek Chiow Yong Holdings Sdn Bhd.
- 2 Deemed interested through Real Paradigm Sdn Bhd.
- 3 Deemed interested through Real Paradigm Sdn Bhd and Fong Tham Hing Enterprise Sdn Bhd.
- 4 Deemed interested through Syarikat Kretam (Far East) Holdings Sdn Bhd. Real Paradigm is equally owned by the 5 Executive Directors at 20% each namely Datuk Quek Siew Hau via Quek Chiow Yong Holdings Sdn Bhd, Lim Ted Hing, Fong Kin Wui, Seah Sen Onn @ David Seah and Chan Ka Tsung.

Person connected to Interested Major Shareholder

Quek Siew Wah (brother of Datuk Quek Siew Hau, Interested Executive Director and Major Shareholder)	280,630	0.07	-	-
Chan Ka Fatt (brother of Chan Ka Tsung, Interested Executive Director and Major Shareholder)	51,205	0.01	-	-
Quek Chiow Yong Sdn Bhd (Company controlled by Datuk Quek Siew Hau, Interested Executive Director and Major Shareholder)	-	-	-	-
Intracell Sdn Bhd (Company controlled by Datuk Quek Siew Hau, Interested Executive Director and Major Shareholder)	-	-	-	-
Fong Tham Hing Enterprise Sdn Bhd (Company controlled by Fong Kin Wui, Interested Executive Director and Major Shareholder)	1,289,533	0.30	-	-
Syarikat Kretam Sdn Bhd (Company controlled by Seah Sen Onn @ David Seah, Interested Executive Director and Major Shareholder)	-	-	-	-

The interested Directors named above, have abstained and will continue to abstain from deliberation and voting at the board meeting of WMG on the resolution which they are interested.

The abovenamed interested Directors and the interested Major Shareholders will abstain from voting in respect of their direct and indirect shareholdings on the resolution which they are interested, and which is to be tabled at the forthcoming AGM. They have also undertaken to ensure that Persons Connected with them will also abstain from voting in respect of their direct and indirect shareholdings on the resolution which they are interested, and which is to be tabled at the forthcoming AGM.

Save as disclosed above, none of the other Directors and/or Major Shareholders of WMG or Persons Connected with them has any interest, directly or indirectly, in the Proposed RRPT Mandate.

8. DIRECTORS' RECOMMENDATION

The Board, save and except for the interested Directors named above, who have abstained from deliberation and voting on the resolution pertaining to the Proposed RRPT Mandate at the forthcoming AGM, having considered all aspects of the Proposed RRPT Mandate, is of the opinion that the Proposed RRPT Mandate is in the best interest of the Company and its shareholders.

Accordingly, the Directors, save and except for the interested Directors named above recommend that you vote in favour of the ordinary resolution pertaining to the Proposed RRPT Mandate to be tabled at the forthcoming AGM.

9. AGM

In view of the COVID-19 outbreak and as part of our safety measures, the 5th AGM will be conducted entirely through live streaming from the broadcast venue at Tricor Leadership Room, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia (“**Broadcast Venue**”) on Tuesday, 30 June 2020 at 5.00 p.m. to consider and if thought fit, pass the resolution to give effect to the Proposed Renewal of Shareholders’ Mandate, amongst others.

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Act**. Shareholders **will not be allowed** to attend the 5th 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 5th AGM using the Remote Participation and Voting facilities (“**RPV**”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its TIIH Online website at <https://tiih.online>. For further information, please refer to the Notice of the 5th AGM and Administrative Details for the 5th AGM.

The Notice of the 5th AGM and the Form of Proxy are set out in our 2019 Annual Report and can be downloaded at www.wmghb.com.my.

If you are unable to participate at our forthcoming AGM, you may complete, sign and return the Form of Proxy enclosed in the 2019 Annual Report in accordance with the instructions therein as soon as possible so as to arrive at our Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time set for our 5th AGM or any adjournment thereof. You also have the option to lodge the proxy appointment electronically via TIIH Online at <https://tiih.online> before the Form of Proxy lodgement cut-off time stated on the cover of this Circular.

10. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of Directors of
WMG HOLDINGS BHD

Datuk Eric Usip Juin
Chairman/Senior Independent Non-Executive Director

APPENDIX I: FURTHER INFORMATION

1. RESPONSIBILITY STATEMENT

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

2. MATERIAL CONTRACTS

There are no material contracts (including contracts not reduced into writing), not being contracts entered into the ordinary course of business which have been entered into by WMG and or/subsidiary companies during the two (2) years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION

The Company and/or its subsidiaries are not presently engaged in any material litigation, material claim and arbitration either as plaintiff or defendant and the Directors do not have any knowledge of any proceedings pending or threatened against the Company and/or its subsidiaries or of any facts likely to give rise to any proceedings which may materially affect the financial position or business of the Company and/or its subsidiaries.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Registered Office of the Company at Wisma WMG, Lot 1 & 2, Jalan Indah Jaya, Taman Indah Jaya, Jalan Lintas Selatan, 90000 Sandakan, Sabah during normal business hours from the date of this Circular up to and including the date of the AGM:-

- (a) the Constitution of the Company;
- (b) the statutory audited financial statements of the Company for the two (2) years ended 31 December 2018 and 31 December 2019.