

THIS CIRCULAR 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, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“Bursa Securities”) has not perused this Circular prior to its issuance as it is an exempt document pursuant to Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

Bursa Securities 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.

Wentel Engineering Holdings Berhad was listed on the ACE Market of Bursa Securities on 6 February 2024. The admission of Wentel Engineering Holdings Berhad to the ACE Market of Bursa Securities was sponsored by TA Securities Holdings Berhad (“TA Securities”). This Circular has been reviewed by TA Securities, being the Sponsor to Wentel Engineering Holdings Berhad, prior to its issuance pursuant to Rule 4.27 of the ACE Market Listing Requirements of Bursa Securities.



Engineering

WENTEL ENGINEERING HOLDINGS BERHAD

Registration No. 202301007290 (1501211-T)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE”)

The ordinary resolution in respect of the Proposed Renewal of Shareholders’ Mandate will be tabled as Special Business at the Third Annual General Meeting of Wentel Engineering Holdings Berhad (“Wentel” or “the Company”) (“3rd AGM”). The Notice of the 3rd AGM together with the Proxy Form are set out in the Annual Report 2025 of the Company and available at the Company’s website at www.wenteleng.com or Bursa Securities’ website at <https://www.bursamalaysia.com/>.

Date and time of the 3rd AGM : Monday, 25 May 2026 at 2:00 p.m.
Venue of the 3rd AGM : Trading Post (Hall) of Ponderosa Golf & Country Resort Berhad, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor
Last date and time for lodging the Proxy Form : Saturday, 23 May 2026 at 2.00 p.m. or at any adjournment thereof

If you are unable to attend the 3rd AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form or by electronic form in the following manner and must be received by the Company not less than forty-eight (48) hours before the time for holding the 3rd AGM or at any adjournment thereof 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 at the office of 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, Wilayah Persekutuan or the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.

(ii) By electronic form

The proxy form can be electronically lodged via Vistra Share Registry and IPO (MY) portal (“the Portal”) at <https://srmy.vistra.com>. Please refer to the Administrative Guide for the 3rd AGM on the procedure for electronic lodgement of the proxy form via the Portal.

The lodging of the Proxy Form for the 3rd AGM will not preclude you from attending and voting in person at the 3rd AGM should you subsequently decide to do so.

This Circular is dated 24 April 2026

DEFINITIONS

In this Circular/Statement, unless otherwise indicated, the following words and abbreviations shall have the following meanings:-

- “Act” : The Companies Act 2016 as amended from time to time and any re-enactment thereof
- “AGM” : Annual General Meeting
- “Annual Report 2025” : Annual Report of Wentel issued for the FYE 2025
- “ARMC” : Audit and Risk Management Committee of Wentel
- “Board” : Board of Directors of Wentel
- “Bursa Securities” : Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
- “Circular” : This circular dated 24 April 2026 to the shareholders of the Company in relation to the Proposal
- “Director(s)” : A director has the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the respective RRPTs were agreed upon, a director of the Company or any other company which is a subsidiary or holding company of the Company, or a chief executive officer of the Company or its subsidiary or holding company
- “FYE” : Financial year ended 31 December
- “Listing Requirements” : ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
- “LPD” : 10 April 2026, being the latest practicable date prior to the printing of this Circular
- “Major Shareholder(s)” : A person who has an interest or interests in one or more voting shares in the Company and the number or aggregate number of those shares, is:
- (a) 10% or more of the total number of voting shares in the Company; or
 - (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act.

For the purposes of the Proposed Renewal of Shareholders’ Mandate, 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 corporation which is its subsidiary or holding company.

- “Person(s) Connected” : In relation to a Director or a Major Shareholder (collectively referred to as the “said Person”), means such a person who falls under any one of the following categories:-
- (i) A family member of the said Person, which means such person who falls within any one of the following categories:-
 - (i) spouse;
 - (ii) parent;
 - (iii) child including an adopted child and step-child;
 - (iv) brother or sister; and
 - (v) spouse of the person referred to in items (iii) and (iv) above

DEFINITIONS (CONT'D)

- (ii) A trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person or a family member of the said Person is the sole beneficiary;
 - (iii) A partner of the said Person, which means such person who falls within any one of the following categories:-
 - (i) a person with whom the said Person, is in or proposes to enter into partnership with. “Partnership” for this purpose refers to a “partnership” as defined in Section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in Section 2 of the Limited Liability Partnerships Act 2012, as the case may be; or
 - (ii) a person with whom the said Person has entered or proposes to enter into a joint venture, whether incorporated or not.
 - (iv) A person, or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said Person;
 - (v) A person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under obligation, whether formal or informal, to act;
 - (vi) A body corporate in which the said Person, or persons connected with the said Person 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
 - (vii) A body corporate which is a related corporation of the said Person.
- “Proposal” or “Proposed Renewal of Shareholders’ Mandate” : Proposed renewal of existing shareholders’ mandate for Wentel Group to enter into the RRPT(s)
- “Related Party(ies)” : A Director, Major Shareholder or Person Connected with such Director or Major Shareholder, and “Related Parties” shall be construed accordingly
- “RRPT(s)” : Recurrent related party transaction(s) which is/are recurrent, of a revenue and/or trading nature and which is/are necessary for the day-to-day operations and within the ordinary course of business of the Group
- “RM” : Ringgit Malaysia and sen respectively
- “Share(s)” : Ordinary share(s) in Wentel
- “Wencor” : Wencor (M) Sdn. Bhd. [Registration No. 200201019470 (587133-V)]
- “Wentel” or “the Company” : Wentel Engineering Holdings Berhad [Registration No. 202301007290 (1501211-T)]
- “Wentel Group” or “the Group” : Wentel, its subsidiaries and all future subsidiaries which are acquired/incorporated by Wentel Group before the next AGM of the Company
- “WESB” : Wentel Engineering Sdn. Bhd. [Registration No. 200001029819 (532426-A)]
- “WEPL” : Wentel Engineering Pte Ltd [Registration No. 200808791E]

All references to “we”, “us”, “our” and “ourselves” are to Wentel or Wentel Group. All references to “you” in this Circular are to the shareholders of Wentel.

DEFINITIONS (CONT'D)

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

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

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

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Engineering

WENTEL ENGINEERING HOLDINGS BERHAD

Registration No. 202301007290 (1501211-T)

(Incorporated in Malaysia)

REGISTERED OFFICE:

Third Floor, No. 77, 79 & 81
Jalan SS21/60
Damansara Utama
47400 Petaling Jaya
Selangor

24 April 2026

BOARD OF DIRECTORS

Ban Kim Wah	<i>(Non-Independent Non-Executive Chairman)</i>
Wong Chun Wei	<i>(Executive Director)</i>
Siow Chin How	<i>(Independent Non-Executive Director)</i>
Soo Wee Loon	<i>(Independent Non-Executive Director)</i>
Wang Sze Min	<i>(Independent Non-Executive Director)</i>

To: The Shareholders of Wentel

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

1. INTRODUCTION

At the AGM of our Company held on 30 May 2025, our Company had sought and obtained from our shareholders the general mandate for our Group to enter into the RRPTs of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for our Group's day-to-day operations. The existing authority shall lapse at the conclusion of the forthcoming AGM, unless authority for its renewal is obtained from our shareholders at the forthcoming AGM.

On 17 April 2026, our Board announced that our Company intends to seek our shareholders' approval at the forthcoming 3rd AGM in respect of the Proposed Renewal of Shareholders' Mandate.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate and to seek your approval on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 3rd AGM. The Notice of the 3rd AGM together with the Proxy Form are enclosed in the Annual Report 2025, the extract of which is enclosed with this Circular.

SHAREHOLDERS ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE ORDINARY RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AT THE FORTHCOMING 3RD AGM.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, our Company may seek our shareholders' mandate in respect of RRPTs which are necessary for our day-to-day operations subject to, among others, the following:-

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (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 where the aggregate value is equal to or more than the prescribed threshold as follows:-

“in relation to a listed corporation with a share capital of RM60 million and above:-

- (i) the consideration, value of the assets, capital outlay or costs of the RRPTs is RM1 million or more; or
- (ii) the percentage ratio of such RRPTs is 1% or more,

whichever is the higher”;

- (c) our Company's Circular includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;
- (d) in a meeting to obtain a shareholders' mandate, the interested Directors, interested Major Shareholders, interested persons connected with a Director or Major Shareholder, and where the interest of an interested Person Connected with a Director or Major Shareholder is involved, such Director or Major Shareholder, must not vote on the resolution in respect of the RRPTs. An interested Director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution in respect of the RRPTs; and
- (e) our Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by our Company, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and must include the information as may be prescribed by Bursa Securities in our announcement.

2.2 Wentel Group has, in the ordinary course of its business, entered into certain RRPTs and is anticipated to continue to enter into such transactions with the Related Parties, the details of which as set out in Section 2.7 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

2.3 These RRPTs which are necessary for the day-to-day operations of Wentel Group, in the ordinary course of business will be based on normal commercial terms, at arms' length, and will be transacted on terms that are not more favourable to the Related Parties than those generally available to the public.

2.4 Validity Period of the Proposed Renewal of Shareholders' Mandate

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders of our Company at the forthcoming 3rd AGM, will take effect from the date of the passing of the ordinary resolution at the forthcoming 3rd AGM and shall continue to be in force until:-

- (a) the conclusion of the next AGM of our Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM;

- (b) the expiration of the period within which the next AGM of our Company after the date is required by law 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 an ordinary resolution passed by our shareholders at a general meeting, whichever is earlier.

2.5 Principal Activities of the Group

The principal activity of our Company is investment holding. As at LPD, the principal activities of our subsidiaries are as follows:-

Company	Effective equity interest (%)	Principal activities
Subsidiaries		
WESB	100.00	<ul style="list-style-type: none"> Fabrication of semifinished metal products, fabrication of metal parts and assembly of finished products.
WEPL	100.00	<ul style="list-style-type: none"> Sales, marketing and after sales support.

2.6 Classes of Related Parties

The classes of Related Parties relevant to the Proposed Renewal of Shareholders' Mandate are as follows:

No.	Related Parties	Principal Activity of the Related Parties	Relationship with Wentel Group
1.	Wencor	Principally involved in supply chain management of vacuum cleaner spare parts and manufacturing of plastic injection moulding.	<p><u>Wencor</u></p> <ul style="list-style-type: none"> A major shareholder of Wentel. <p><u>Wong Kim Fatt ("WKF")</u></p> <ul style="list-style-type: none"> A major shareholder of Wentel. A director and major shareholder of Wencor. Spouse of Loo Sok Ching ("LSC"), brother of Ban Kim Wah ("BKW") and father of Wong Chun Wei ("WCW"), Wong Ying Jia ("WYJ") and Wong Ying Wei ("WYW"). <p><u>LSC</u></p> <ul style="list-style-type: none"> Indirect major shareholder of Wentel. A director and major shareholder of Wencor. Spouse of WKF, sister-in-law of BKW and mother of WCW, WYJ and WYW. <p><u>BKW</u></p> <ul style="list-style-type: none"> A major shareholder and Non-Independent Non-Executive Chairman of Wentel. Brother of WKF, brother-in-law of LSC and uncle of WCW, WYJ and WYW.

No.	Related Parties	Principal Activity of the Related Parties	Relationship with Wentel Group
			<p><u>WCW</u></p> <ul style="list-style-type: none"> • An Executive Director of Wentel. • Son of WKF and LSC, nephew of BKW and brother of WYJ and WYW. <p><u>WYJ</u></p> <ul style="list-style-type: none"> • A director of WESB. • Daughter of WKF and LSC, niece of BKW and sister of WCW and WYW. <p><u>WYW</u></p> <ul style="list-style-type: none"> • A director of Wencor. • Daughter of WKF and LSC, niece of BKW and sister of WCW and WYJ.

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2.7 Nature of the RRPT contemplated under the Proposed Renewal of Shareholders' Mandate

(i) Proposed Renewal of Shareholders' Mandate

The RRPT entered/to be entered into under the Proposed Renewal of Shareholders' Mandate are as follows:-

No.	Nature of RRPT	Transacting Parties	Transacting company within our Group	Interested Related Parties ⁽¹⁾	Previous estimated aggregate value as disclosed in the circular dated 30 April 2025 ⁽²⁾⁽³⁾	Actual value transacted from 30 May 2025 up to the LPD ⁽⁴⁾	Estimated aggregate value of RRPT from 25 May 2026 (date of 3 rd AGM) to the next AGM in the year 2027 ⁽⁵⁾
(i)	Rental expenses [#]	Wencor	WESB	1. WKF 2. LSC 3. BKW 4. WCW 5. WYJ 6. Wencor 7. WYW	2,887,254	1,764,433	2,887,254

Notes:

- (1) Please refer to Section 2.6 of this Circular for their interest in the RRPT.
- (2) Based on the previous estimated aggregate value as disclosed in the circular dated 30 April 2025.
- (3) At our 2nd AGM, shareholders' mandate was also sought and obtained for the provision of waste management services by 5E Resources Sdn Bhd to WESB based on estimated aggregate value of RM420,000. Actual value transacted for this RRPT from 30 May 2025 up to the LPD is RM149,996. Further details on this RRPT are set out in our Company's circular to shareholders dated 30 April 2025.

- (4) For the avoidance of doubt, renewal of shareholders' mandate will not be sought for this RRPT.
 - (5) Actual values transacted from 30 May 2025 (being the 2nd AGM date) up to the LPD respectively.
- (5) These figures were determined by our Group's management. The actual value of such RRPTs may differ from the estimated value disclosed above.

The details of the property/office rented by WESB are as follows of which the rental is payable on an equal pro-rated monthly basis:-

Description	Address	Purpose	Total Areas (square feet)	Rental value per month (RM)	Period of Tenancy	Ownership
<i>A leasehold land owned by Wencor consisting of a single storey detached factory with an annexed double storey office building</i>	<i>No. 11, Jalan Gagah, Kawasan Perindustrian Larkin, 80350 Johor Bahru, Johor held under title HSD 493793, PTB 21765, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor</i>	<i>For the manufacturing plant and office of our Company.</i>	<i>118,801</i>	<i>160,403</i>	<i>1 October 2024 to 30 September 2027 (option to renew for a further period of three (3) years at a revised rental based on the prevailing market rate)</i>	<i>Wencor</i>

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2.8 Amount owing by Related Party pursuant to the RRPT

As at LPD, there is no amount owing by the Related Party pursuant to the RRPT that has exceeded the credit terms.

2.9 Review Procedures for the RRPTs

Our Group had established various guidelines and procedures to ensure that the RRPTs are undertaken on an arm's length basis, on transaction prices and terms not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the minority shareholders of our Company.

Our Group shall review the RRPTs based on the following parameters/procedures:-

- (i) The definition of a related party, the list of related parties and the review procedures will be circulated and/or updated within our Group;
- (ii) The duties and roles of the ARMC include the review of RRPTs;
- (iii) Records will be maintained to record all RRPTs which are/will be entered into, which will be available for review by, among others, the auditors and ARMC, on a quarterly basis. Any member of the ARMC may as he/she deems fit, request for additional information pertaining to RRPTs from independent sources or advisers;
- (iv) The pricing for services and products to be provided/supplied and/or received arising from the RRPTs will be determined based on our Group's business practices and policies to ensure that prices and terms and conditions are based on competitive prices of similar products and services in the open market;
- (v) The pricing, terms and conditions of the RRPTs shall be consistent with our Group's usual business practice and determined with due consideration to, among others, the demand and supply of the products, quality, level of service, credit terms and reliability of supply, where relevant, practical and feasible. At least two (2) other contemporaneous transactions with unrelated third parties for similar products and/or services and/or quantities will be used as a comparison, wherever available or possible, to determine whether the price and terms offered to and/or 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 and/or services and/or quantities.

In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed RRPTs, our management will rely on their usual business practices and their market knowledge of prevailing industry norms bearing in mind the urgency and efficiency of services to be provided or required to ensure that the RRPTs are not detrimental to our Company and/or our Group;

- (vi) The ARMC shall review procedures, and shall continue to review the established guidelines and procedures, as and when required, on an annual basis with the authority to subdelegate to individuals or committees within our Company as they deem appropriate;
- (vii) Where any Director or persons connected with him or the ARMC has an interest (direct or indirect) in any RRPTs, he will abstain from voting on any matter relating to any decision making by our Board or the ARMC in respect of such transactions;
- (viii) The said interested Director shall undertake that he/she will ensure that persons connected with him/her abstain from voting on the resolution deliberating or approving the RRPTs at a general meeting;
- (ix) The RRPT which is below RM1.0 million in value for each transaction is subject to the approval of our Executive Director or our Group Chief Executive Officer;

- (x) The RRPT which is RM1.0 million and above or 1% of any percentage ratios shall be reviewed and approved by the ARMC and our Board before the transaction is entered into; and
- (xi) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the general mandate.

2.10 Disclosure in Annual Report

Disclosure will be made in our Annual Report on the breakdown of the aggregate value of the RRPT made during the financial year, among others, based on the following information:-

- (i) The types of RRPT made; and
- (ii) The names of the Related Parties involved in each type of the RRPT and their relationship with our Group.

2.11 Statement by ARMC

The ARMC has seen and reviewed the guidelines and procedures set out in Section 2.9 above and is of the view that they are sufficient to ensure that the RRPTs will be carried out at arm's length and on normal commercial terms which are not more favourable to the Related Parties involved than those generally available to the public and not detrimental to the interest of our Company and our Company's minority shareholders.

The ARMC is of the view that our Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The ARMC shall review these procedures and processes once a year. This is to ensure that the RRPTs are not detrimental or prejudicial to the minority shareholders of our Company.

3. RATIONALE FOR AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate will enable our Group to enter into RRPTs which are necessary for the day-to-day operations and within the ordinary course of business of our Group and on terms not more favourable to the Related Parties than those generally available to and/or from the public, where applicable, and, in our Company's opinion, not detrimental to our Company's minority shareholders.

In addition, the Proposed Renewal of Shareholders' Mandate will eliminate the need for our Company to convene a separate general meeting to seek shareholders' approval for each RRPT and hence, reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow resources to be channelled towards attaining other corporate objectives.

4. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is not expected to have any material impact on the share capital, substantial shareholders' shareholdings, earnings, gearing and net assets of our Group.

5. APPROVAL REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of our Company at the forthcoming 3rd AGM.

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6. INTEREST OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save as disclosed below, none of the other Directors, Major Shareholders and/or Persons Connected, have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate:-

	Shareholdings as at the LPD			
	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Directors</u>				
Ban Kim Wah	152,399,500	13.25	-	-
Wong Chun Wei	-	-	-	-
<u>Interested Major Shareholders</u>				
Wencor	188,413,000	16.38	-	-
Wong Kim Fatt	423,120,000	36.79	195,280,000 ⁽¹⁾	16.98
Loo Sok Ching	6,867,000	0.60	611,533,000 ⁽¹⁾	53.18
<u>Interested director of WESB</u>				
Wong Ying Jia	-	-	-	-
<u>Interested Person Connected</u>				
Wong Ying Wei	-	-	-	-

Note:

(1) Deemed interested by virtue of his/her spouse's interest as well as his/her shareholding in Wencor pursuant to Section 8 of the Act.

The above-mentioned Interested Directors and Interested Major Shareholders are deemed interested in the Proposed Renewal of Shareholders' Mandate by virtue of the interests of such parties in the companies mentioned in Section 2.7 of this Circular, which are transacting with our Group.

The Interested Directors have and will continue to abstain from all Board deliberations and voting at all relevant Board meetings in relation to the Proposed Renewal of Shareholders' Mandate and RRPT in Section 2.7 above.

The Interested Directors and Interested Major Shareholders will also abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming 3rd AGM. In this regard, the Interested Directors and Interested Major Shareholders have undertaken to ensure that all persons connected with them will abstain from voting in respect of their direct and indirect shareholdings on the resolution approving the Proposed Renewal of Shareholders' Mandate at the forthcoming 3rd AGM.

7. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board (save for the Interested Directors as disclosed in Section 6 of this Circular), having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of our Group.

Accordingly, our Board (save for the Interested Directors as disclosed in Section 6 of this Circular) recommends that the shareholders of Wentel vote in favour of the resolution in relation to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming 3rd AGM.

8. 3RD AGM

The forthcoming 3rd AGM, the notice of which is enclosed in the Annual Report 2025 of our Company will be held at Trading Post (Hall) of Ponderosa Golf & Country Resort Berhad, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor on Monday, 25 May 2026 at 2:00 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing, inter alia, the ordinary resolution set out in the Notice of the 3rd AGM, to give effect to the Proposed Renewal of Shareholders' Mandate.

The Notice of the 3rd AGM together with the Proxy Form, Administrative Guide, and this Circular are available at our Company's website at www.wenteleng.com or Bursa Securities' website at <https://www.bursamalaysia.com/>.

If you are unable to attend the 3rd AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) may be made in a hard copy form or by electronic means in the following manner and must be received by our Company not less than forty-eight (48) hours before the time for holding the 3rd AGM or any adjournment thereof 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 at the office of 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, Wilayah Persekutuan or the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan.

(ii) By electronic form

The proxy form can be electronically lodged via Vistra Share Registry and IPO (MY) portal ("the Portal") at <https://srmy.vistra.com>. Please refer to the Administrative Guide for the 3rd AGM on the procedure for electronic lodgement of the proxy form via the Portal.

The lodging of the Proxy Form for the 3rd AGM will not preclude you from attending and voting in person at the 3rd AGM should you subsequently decide to do so, but if you do, your proxy shall be precluded from attending the 3rd AGM.

Shareholders are advised to refer to the Administrative Guide on the registration process for the 3rd AGM.

9. FURTHER INFORMATION

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

Yours faithfully
for and on behalf of the Board of
WENTEL ENGINEERING HOLDINGS BERHAD

SIOW CHIN HOW
Independent Non-Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board, and they, collectively and individually, accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries, 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

Save as disclosed below, there are no material contracts, not being contracts entered into in the ordinary course of business, which have been entered into by Wentel and/or its subsidiary companies during the two (2) years immediately preceding the date of this Circular:

- (i) Sale and purchase agreements dated 18 March 2026 entered into between WESB, a wholly-owned subsidiary of Wentel and Twin Galaxy Development Sdn Bhd for the acquisition of 2 units of medium industrial semi-detached factories to be erected on the master freehold land held under Title No. GRN 99403 Lot No. 813, Mukim Tebrau, District of Johor Bahru, State of Johor, forming part of a proposed industrial development project named "Galaxy Industrial Park" for a total cash consideration of RM29.58 million.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, our Group is not engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant, which may have a material effect on the financial position or business of our Group, and our Board is not aware of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of our Group.

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection during normal business hours (except public holidays) at our registered office located at Third Floor, No. 77, 79 & 81, Jalan SS21/60, Damansara Utama, 47400 Petaling Jaya, Selangor from the date of this Circular up to and including the date of the forthcoming 3rd AGM:-

- (a) the Constitution of our Company;
- (b) the Audited Financial Statements for FYE 2024 and FYE 2025; and
- (c) material contracts referred in Section 2 above.

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EXTRACT OF THE NOTICE OF THE 3RD ANNUAL GENERAL MEETING

ORDINARY RESOLUTION 6**PROPOSED RENEWAL OF THE EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

"THAT authority be and is hereby given in line with Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company and/or its subsidiaries ("the Group") to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.7 of the Circular to Shareholders dated 24 April 2026 in relation to the Proposed Renewal of Shareholders' Mandate which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, to be made on an arm's length basis and on normal commercial terms which are not more favourable than those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the Company's next Annual General Meeting ("AGM") following the general meeting at which the ordinary resolution for the Proposed Renewal of Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law 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
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may deem fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/ or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Shareholders' Mandate in the best interest of the Company."

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