



WCT Berhad

(Company No: 66538-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of WCT Berhad ("**WCT**" or "**Company**") will be held at No.12, Jalan Majistret U1/26, Seksyen U1, Lot 44 Hicom Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 14 August 2012 at 10.30 a.m. to consider and if thought fit, to pass the following resolution with or without modifications:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION BY IRIS GREEN SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF WCT LAND SDN BHD, WHICH IN TURN IS A WHOLLY-OWNED SUBSIDIARY OF WCT, OF THE ENTIRE EQUITY INTEREST IN TIMOR BARAT PROPERTIES SDN BHD FROM ENG LIAN ENTERPRISE SDN BHD, SHEN & SONS SDN BHD AND AMC SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM450,000,000 ("PROPOSED ACQUISITION")

"THAT, subject to the approvals of the relevant authorities and/or parties being obtained (where required), approval be and is hereby given to the Board of Directors of the Company ("Board") to approve the acquisition of 100% equity interest in Timor Barat Properties Sdn Bhd ("Timor Barat") comprising 1,850,000 ordinary shares of RM1.00 each in Timor Barat, by Iris Green Sdn Bhd ("Iris Green"), a wholly-owned subsidiary of WCT Land Sdn Bhd, which in turn is a wholly-owned subsidiary of WCT from Eng Lian Enterprise Sdn Bhd, Shen & Sons Sdn Bhd and AMC Sdn Bhd (collectively referred to as "Vendors"), free from all liens, pledges, charges, encumbrances and with all rights attached thereto for a total cash consideration of RM450,000,000 and upon the terms and conditions as set out in the conditional Share Sales Agreement dated 14 March 2012 and the supplemental letter dated 26 June 2012 entered in between the Vendors and Iris Green.

THAT the Board be and is hereby authorised to complete and give effect to the Proposed Acquisition and to do all acts and things for and on behalf of the Company as the Directors may consider necessary or expedient with full power to:-

- (a) execute any other agreements in relation to the Proposed Acquisition and such other agreements, deeds, instruments, undertakings, declarations and/or arrangements including any supplementary or variation agreements and documents in connection therewith and to give full effect to and complete the Proposed Acquisition; and
- (b) assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by Bursa Malaysia Securities Berhad and any other relevant authorities or as may be deemed necessary by the Directors in the best interest of the Company and to take all steps and do all acts and things in any manner as they may deem necessary and/or expedient to finalise, implement, to give full effect to and complete the Proposed Acquisition.

AND THAT all previous actions taken by the Directors of the Company for the purpose of or in connection with the Proposed Acquisition be and are hereby adopted, approved and ratified."

By Order of the Board
WCT Berhad

LOH CHEE MUN (MAICSA 7025198)
CHONG KIAN FAH (MIA 17238)
Company Secretaries

Selangor Darul Ehsan
27 July 2012

Notes:-

1. A member entitled to attend and vote at the meeting may appoint one (1) proxy to attend and vote on his/her behalf. A proxy may but need not be a member of the Company and if not a member, he/she need not be a qualified legal practitioner, an approved company auditor or a person approved by the Registrar.
2. The instrument appointing a proxy shall be signed by (a) the individual member or (b) the individual member's attorney duly supported by a certified true copy of the power of attorney.
3. For a corporate member, the instrument appointing a proxy shall be executed under (a) its common seal or (b) the hand of a duly authorised officer or attorney. In the case of (b), it shall be supported by a certified true copy of (i) the resolution appointing such officer, or (ii) the relevant power of attorney.
4. In the case of a member who is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit as to the number of proxies it may appoint. If more than one (1) proxy is appointed, the Exempt Authorised Nominee shall specify the number of shares to be represented by each proxy.
5. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 12, Jalan Majistret U1/26, Seksyen U1, Lot 44, Hicom-Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan, not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof.