



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 the "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 on Wednesday, 21 November 2012 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED BONUS ISSUE OF UP TO 180,255,280 NEW ORDINARY SHARES OF RM0.50 EACH IN THE COMPANY ("WCT SHARE(S)" OR "SHARE(S)") ("BONUS SHARE(S)") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF THREE (3) BONUS SHARES FOR EVERY TWENTY (20) EXISTING WCT SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF SHARES")

"THAT subject to the passing of Ordinary Resolution 2, Special Resolution 1, Special Resolution 2 and the approvals of all relevant authorities or parties (where required) having been obtained, the Board of Directors of WCT ("Board") be and is hereby authorised to capitalise a total sum of up to RM90,127,640 from the Company's share premium account for the purpose of the Proposed Bonus Issue of Shares;

THAT the Board be and is hereby authorised to apply such capitalisation sum and to allot and issue up to 180,255,280 Bonus Shares, to be credited as fully paid-up at par to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date, on the basis of three (3) Bonus Shares for every twenty (20) existing WCT Shares held in the Company on the Entitlement Date;

THAT the fractional entitlements arising from the Proposed Bonus Issue of Shares, if any, shall be dealt with by the Board in such manner as its absolute discretion as it may deem fit or expedient or in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing WCT Shares, save and except that the Bonus Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the Bonus Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts and things as may be required to give effect to the Proposed Bonus Issue of Shares with full power to assent to any conditions, modifications, variations, termination and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Shares."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 240,340,373 FREE WARRANTS IN WCT ("WARRANT(S) D") ON THE BASIS OF ONE (1) WARRANT D FOR EVERY FIVE (5) EXISTING WCT SHARES HELD ON THE ENTITLEMENT DATE ("PROPOSED BONUS ISSUE OF WARRANTS")

"THAT subject to the passing of Ordinary Resolution 1, Special Resolution 1, Special Resolution 2 and the approvals of all relevant authorities or parties (where required) having been obtained, the Board be and is hereby authorised to issue up to 240,340,373 Warrants D to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date, on the basis of one (1) Warrant D for every five (5) existing WCT Shares held;

THAT the Board be and is hereby authorised to:-

- sign and execute the deed poll constituting the Warrants D ("Deed Poll") and with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or permitted by the relevant authorities or deemed necessary by the Board, and with full powers to implement, finalise and give full effect to the terms and conditions of the Deed Poll;
- allot and issue such appropriate number of Warrants D in accordance with the provisions of the Deed Poll, including any additional Warrants D as may be required or permitted to be issued as a consequence of the adjustment in accordance with the provisions of the Deed Poll and to adjust from time to time the exercise price and/or number of the Warrants D to which the holder(s) of the Warrants D are entitled to be issued as a consequence of the adjustments under the provisions of the Deed Poll; and
- allot and issue appropriate number of new WCT Shares, credited as fully paid-up, to the holders of the Warrants D arising from the exercise of the Warrants D by the holders of the Warrants D of their rights in accordance with the provisions of the Deed Poll, including such appropriate number of new WCT Shares arising from the exercise of the subscription rights represented by the additional Warrants D;

THAT the fractional entitlements arising from the Proposed Bonus Issue of Warrants, if any, shall be dealt with by the Board in such manner as its absolute discretion as it may deem fit or expedient or in the best interest of the Company;

THAT the new WCT Shares to be issued arising from the exercise of the Warrants D shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing WCT Shares, save and except that the new WCT Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of the new WCT Shares;

THAT the proceeds arising from the exercise of the Warrants D, if any, be utilised for the purposes set out in the Circular to shareholders of the Company dated 30 October 2012, and the Board be authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approvals of the relevant authorities;

THAT the Board be and is hereby authorised to sign and execute all documents, and do all acts and things as may be required for or in connection with and to give effect to and implement the Proposed Bonus Issue of Warrants with full power to assent to any conditions, modifications, variations, termination and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants;

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Warrants D, additional Warrants D (if any) and new WCT Shares to be issued pursuant to or in connection with the Proposed Bonus Issue of Warrants have been duly allotted and issued in accordance with the terms of the Proposed Bonus Issue of Warrants."

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF WCT FROM RM800,000,000 COMPRISING 1,400,000,000 WCT SHARES AND 1,000,000,000 PREFERENCE SHARES OF RM0.10 EACH IN WCT ("WCT PREFERENCE SHARE(S)") TO RM1,100,000,000 COMPRISING 2,000,000,000 WCT SHARES AND 1,000,000,000 WCT PREFERENCE SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Special Resolution 2 and the approvals of all relevant authorities or parties (where required) having been obtained, the authorised share capital of the Company be and is hereby increased from RM800,000,000 comprising 1,400,000,000 WCT Shares and 1,000,000,000 WCT Preference Shares to RM1,100,000,000 comprising 2,000,000,000 WCT Shares and 1,000,000,000 WCT Preference Shares;

AND THAT the Board be and is hereby authorised to give effect to the aforesaid increase in authorised share capital of the Company."

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF WCT ("PROPOSED AMENDMENT")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Special Resolution 1 and the approvals of all relevant authorities or parties (where required) having been obtained, the existing Clause 5 of the Memorandum of Association of the Company be and is hereby deleted and replaced in its entirety as follows:-

Existing

The capital of the Company is Ringgit Malaysia Eight Hundred Million Only (RM800,000,000-00) divided into One Billion Four Hundred Million (1,400,000,000) ordinary shares of RM0.50 each and One Billion (1,000,000,000) preference shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

AND THAT the Board be and is hereby authorised to give effect to the Proposed Amendment and to take all steps and do all acts and things in any manner as it may deem necessary to complete, finalise, implement and give full effect to the Proposed Amendment."

By Order of the Board
WCT Berhad

Loh Chee Mun (MAICSA 7025198)
Chong Kian Fah (MIA 17238)
Company Secretaries

Selangor Darul Ehsan
Date: 30 October 2012

Notes:-

- Only members whose names appear in the Record of Depositors as at 12 November 2012 will be entitled to attend and vote at the meeting or appoint a proxy to attend and vote in his/her stead. 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.
- 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.
- 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.
- 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.
- 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, Malaysia not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof.

New

The capital of the Company is Ringgit Malaysia One Billion One Hundred Million Only (RM1,100,000,000-00) divided into Two Billion (2,000,000,000) ordinary shares of RM0.50 each and One Billion (1,000,000,000) preference shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.