



WCT Berhad (66538-K)
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF COURT CONVENED MEETING
IN THE HIGH COURT OF MALAYA AT SHAH ALAM
SELANGOR DARUL EHSAN
ORIGINATING SUMMONS NO. 24-317-03/2013**

In the matter of WCT Berhad (Company No.: 66538-K);
And

In the matter of the Proposed Scheme of Arrangement
between WCT Berhad and its Shareholders and Warrant
holders involving WCT Holdings Berhad (formerly
known as WCT Holdings Sdn Bhd.) (Company No.:
930464-M)

And

In the matter of Section 176 and other sections of the
Companies Act, 1965

And

In the matter of Order 88 of the Rules of Court, 2012

WCT BERHAD (Company No.: 66538-K)

... **First Applicant**

WCT HOLDINGS BERHAD (Company No.: 930464-M)
(formerly known as WCT Holdings Sdn Bhd) ("**WCTH**")

... **Second Applicant**

NOTICE OF COURT CONVENED MEETING
(For Shareholders of the First Applicant)

NOTICE IS HEREBY GIVEN that by an Order of the High Court of Malaya ("**Court**") dated 26 March 2013 in respect of the above matter ("**Order**"), the High Court has directed separate meetings to be convened for the shareholders and warrant holders of the abovenamed First Applicant, WCT Berhad ("**WCTB**" or "**Company**"), be convened for the purpose of considering and, if thought fit, approving (with or without modification or addition) a scheme of arrangement proposed to be made between WCTB and its shareholders and warrant holders ("**Court Convened Meeting(s)**") pursuant to Section 176(1) of the Companies Act, 1965 ("**Act**").

The following resolution is proposed to be voted upon and approved in the Court Convened Meeting for WCTB's shareholders:

"THAT subject to the sanction of the High Court of Malaya of the proposed scheme of arrangement and approval of the warrant holders for the Proposed Warrants Exchange and Proposed Transfer Listing as set out in the Notices of Court Convened Meetings dated 2 April 2013, approval be and is hereby given for the implementation under Section 176(1) of the Act of a scheme of arrangement of WCTB with the shareholders and warrant holders of WCTB ("**Proposed Scheme of Arrangement**"), details of which are set out in Sections 2.1 to 2.5 of the Explanatory Statement to Shareholders and Warrant Holders and Circular to Shareholders of WCTB dated 2 April 2013, which entails amongst others, the following proposals:

- Proposed exchange of the entire issued and paid-up ordinary shares of RM0.50 each in WCTB ("**WCTB Shares**") for ordinary shares of RM0.50 each in WCTH ("**WCTH Shares**") on the basis of one (1) new WCTH Share for every one (1) WCTB Share held ("**Proposed Shares Exchange**"); and
- Proposed assumption of the listing status of WCTB by WCTH and the admission of WCTH to, and withdrawal of WCTB, and the WCTB Shares and all outstanding warrants as at Entitlement Date in WCTB ("**Existing Warrant(s)**") which comprise the outstanding 2011/2016 Warrants C ("**Existing Warrants C**") and 2012/2017 Warrants D ("**Existing Warrants D**") from, the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**") with the listing and quotation for the new WCTH Shares and WCTH Warrants on the Main Market of Bursa Securities ("**Proposed Transfer Listing**");

(collectively referred to as the "**Proposed Shares Exchange and Proposed Transfer Listing**")

AND THAT the Board be and is hereby authorised to complete and give effect to the Proposed Shares Exchange and Proposed Transfer Listing 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:

- execute any other agreements in relation to the Proposed Shares Exchange and Proposed Transfer Listing 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 Shares Exchange and Proposed Transfer Listing; and
- assent to any conditions, modifications, variations and/or amendments as may be imposed or permitted by Bursa Securities 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 Shares Exchange and Proposed Transfer Listing,

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

The Court Convened Meeting for Shareholders will be held at Premiere Hotel, Bandar Bukit Tinggi 1/ KS6, Jalan Langat 41200 Klang, Selangor Darul Ehsan, Malaysia on 26 April 2013 at 10.00 a.m. or at any adjournment thereof (as the case may be) at which place and time all the aforesaid shareholders are requested to attend.

A copy of the Explanatory Statement to Shareholders and Warrant Holders and Circular to Shareholders of WCTB detailing the Proposed Scheme of Arrangement and containing the Form of Proxy required to be furnished pursuant to Section 177 of the Act is enclosed herewith ("**Document**"). Additional copies of the Document can be obtained from 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 on any day from the date of the Document to the date of the Court Convened Meeting for Shareholders, from 9.00 a.m. to 5.00 p.m. from Mondays to Fridays (except public holidays).

The Shareholders may vote in person at the Court Convened Meeting for Shareholders or they may appoint another person or proxy to attend and vote in their stead. A proxy may but need not be a member of the Company. A Form of Proxy for Court Convened Meeting for Shareholders is enclosed in the Document.

The Form of 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 no later than 48 hours before the time appointed for the Court Convened Meeting for Shareholders or any adjourned meeting thereof or in the case of a poll, not less than 24 hours before the time appointed for taking of the poll.

By the Order of the Court, the Court has appointed Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid (NRIC No.: 490630-06-5103) being a director of WCTB or failing him, one Taing Kim Hwa (NRIC No.: 530604-10-5005), being a director of WCTB, to act as the Chairman of the Court Convened Meeting for Shareholders and that the results of the Court Convened Meeting for Shareholders be reported to the Court after the Court Convened Meeting for Shareholders.

The Proposed Scheme of Arrangement will be subject to the subsequent sanction of the High Court.

Date: 2 April 2013

Messrs Annan Sundra & Low
Solicitors for WCT Berhad
Level 11, Menara Olympia,
No. 8, Jalan Raja Chulan,
50200, Kuala Lumpur,
Malaysia.

Notes:

- Only members whose names appear in the Record of Depositors as at 19 April 2013 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, and 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 or in the case of a poll, not less than 24 hours before the time appointed for taking of the poll.