



WCT HOLDINGS BERHAD
(Company No. 930464-M)
(Incorporated in Malaysia)

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting ("4th AGM") of WCT Holdings Berhad ("WCT" or "the Company") will be held at Ballroom 1, Ground Floor, Première Hotel, Bandar Bukit Tinggi 1/KS6 Jalan Langat, 41200 Klang, Selangor Darul Ehsan, Malaysia, on Tuesday, 19 May 2015 at 10.30 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive and adopt the Audited Financial Statements for the year ended 31 December 2014 and the Reports of the Directors and Auditors thereon. **Resolution 1**
- To declare a final single tier dividend comprising the following for the financial year ended 31 December 2014:
(i) cash dividend of 1.0 sen per ordinary share of RM0.50 each; and
(ii) share dividend on the basis of one (1) treasury share for every one hundred (100) existing ordinary shares of RM0.50 each held in the Company ("Share Dividend"). Any fractions arising from the distribution of Share Dividend will be disregarded. **Resolution 2**
- To re-elect the following Directors who retire in accordance with Article 70 of the Company's Articles of Association and being eligible, have offered themselves for re-election:
(a) Mr. Taing Kim Hwa
(b) Mr. Goh Chin Liong
(c) Mr. Wong Yik Kae **Resolution 3**
Resolution 4
Resolution 5
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

As Special Business

To consider and, if thought fit, to pass the following Ordinary Resolutions:

- Payment of Directors' Fees**
"THAT the Directors' Fees amounting to RM204,000 for the financial year ended 31 December 2014 be and is hereby approved for payment." **Resolution 7**
- Retention of Independent Non-Executive Directors**
"THAT approval be and is hereby given to retain the following Directors, who have served as Independent Non-Executive Directors for WCT Group for more than nine (9) years, in compliance with the Malaysian Code on Corporate Governance 2012:
(a) Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid
(b) Mr. Choo Tak Woh" **Resolution 8**
Resolution 9
- Proposed Renewal of Share Buy-Back Authority**
"THAT subject to the Companies Act, 1965 (the "Act"), rules, regulations and orders made pursuant to the Act (as may be amended, modified or re-enacted from time to time), the provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.50 each in the Company ("Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:
(i) the aggregate number of Shares which may be purchased by the Company shall not exceed ten percent (10%) of the issued and paid-up ordinary share capital for the time being of the Company;
(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the total of retained profits and share premium account of the Company. The audited retained profits and share premium account of the Company as at 31 December 2014 amounted to RM273,976,328.00 and RM2,174,150,688.00 respectively;
(iii) the authority conferred by this resolution will commence immediately upon the passing of this ordinary resolution and will continue to be in force until:
(a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
(b) the expiration of the period within which the next AGM is required by law to be held; or
(c) revoked or varied by ordinary resolution passed by the shareholders in general meeting; whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and
(iv) upon completion of each purchase of Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the Shares so purchased or to retain the Shares so purchased as treasury shares which may be distributed as dividend to shareholders or resold on Bursa Securities or subsequently cancelled or to retain part of the Shares so purchased as treasury shares and cancel the remainder and/or to deal with the Shares in any other manner as may be allowed or prescribed by the Act or any other rules, regulations and/or orders made pursuant to the Act and the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.
AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) of Shares with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company in relation to such purchase(s) of Shares." **Resolution 10**

GENERAL MEETING RECORD OF DEPOSITORS

FURTHER NOTICE IS HEREBY GIVEN THAT, for the purpose of determining a member's eligibility to attend and vote at the 4th AGM, the Company shall obtain a General Meeting Record of Depositors as at 13 May 2015 from Bursa Malaysia Depository Sdn Bhd in accordance with Article 46(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991. Only depositors whose names appear therein shall be entitled to attend in person or appoint proxies to attend and/or vote on their behalf at the 4th AGM of the Company.

NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN that a final single tier dividend comprising the following for the financial year ended 31 December 2014, if approved at the Fourth Annual General Meeting of the Company, will be payable and credited into the entitled Depositors' Securities Account on 16 June 2015:

- cash dividend of 1.0 sen per ordinary share of RM0.50 each; and
- share dividend on the basis of one (1) treasury share for every one hundred (100) existing ordinary shares of RM0.50 each held in the Company ("Share Dividend"). Any fractions arising from the distribution of Share Dividend will be disregarded.

The entitlement date shall be fixed on 26 May 2015 and a Depositor shall qualify for entitlement only in respect of:

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 26 May 2015 in respect of ordinary transfers; and
 - Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.
- Subject to the approval of the Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") for the transfer of treasury shares under the Share Buy-back Account by bulk transfer method of debiting and crediting, the treasury shares to be distributed under the Share Dividend will be credited into the entitled Depositors' Securities Account maintained with Bursa Depository on 16 June 2015.

By Order of the Board

LOH CHEE MUN
CHONG KIAN FAH
Company Secretaries
Selangor Darul Ehsan
27 April 2015

NOTICE TO HOLDERS OF WARRANTS 2013/2016 ("WARRANTS C") AND WARRANTS 2013/2017 ("WARRANTS D")

Subject to the approval being obtained from the Company's Shareholders at the Fourth Annual General Meeting, holders of Warrants C and Warrants D must exercise their warrants and subscribe for ordinary shares in the Company in order to be entitled to the abovementioned final dividend. All duly executed and completed Warrants Subscription Forms received by the Company's Share Registrar up to 5.00 p.m. on Thursday, 14 May 2015 shall be entitled to the said final dividend.

NOTES:

A. PROXY

- 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, not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjourned meeting thereof.

B. EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 7

The proposed Ordinary Resolution 7, if passed, will authorise the payment of Directors' Fees for the financial year ended 31 December 2014 pursuant to the Company's Articles of Association.

Resolution 8 and 9

The proposed Ordinary Resolutions 8 and 9, if passed, will enable Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid ("Dato' Sufian") and Mr Choo Tak Woh ("Mr Choo") to continue serving as the Independent Non-Executive Directors of the Company, in compliance with the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"). Dato' Sufian and Mr Choo were appointed as the Independent Non-Executive Directors of the Company on 30 May 2013, however, as at the date of the notice of 4th AGM, both directors have served WCT Group in the same capacity for a cumulative term of more than nine (9) years.

An assessment of the independence of all Independent Directors was undertaken as part of the Board's assessment in 2014. The Board of Directors has considered the results of the independence assessment of Dato' Sufian and Mr Choo, which was undertaken pursuant to the guidelines as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and MCCG 2012, and are satisfied that they meet the guidelines for independence and their ability to exercise independent judgement. Therefore, the Board recommends that Dato' Sufian and Mr Choo should be retained as the Independent Non-Executive Directors of the Company.

Resolution 10

The proposed Ordinary Resolution 10, if passed, is to give authority to the Company to purchase its own shares up to a maximum of 10% of the Company's issued and paid-up share capital at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Please refer to the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority dated 27 April 2015 which despatched together with the Company's 2014 Annual Report for further information.

A copy of this Notice is also available for download from the Company's website at www.wct.com.my.