



WCT HOLDINGS BERHAD

(Company No. 930464-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of WCT Holdings Berhad ("WCT" or the "Company") is scheduled to be held at Ballroom 1, Ground Floor, Première Hotel, Bandar Bukit Tinggi 1/KS6 Jalan Langat, 41200 Klang, Selangor Darul Ehsan on Tuesday, 19 May 2015 at 11.15 a.m. or immediately following the conclusion of the Fourth Annual General Meeting of WCT, whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 143,226,391 NEW ORDINARY SHARES OF RM0.50 EACH IN WCT ("WCT SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY 10 EXISTING WCT SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE OF SHARES")

THAT subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities or parties being obtained, where required, approval be and is hereby given to the Board of Directors of the Company ("Board") to provisionally allot and issue by way of a renounceable rights issue of up to 143,226,391 Rights Shares at an issue price of RM1.00 per Rights Share on the basis of one (1) Rights Share for every 10 existing WCT Shares held by the entitled shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board;

THAT fractional entitlements of the Rights Shares arising from the Proposed Rights Issue of Shares, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever shall first be made available for excess applications in such manner as the Board shall determine at its discretion;

THAT the proceeds of the Proposed Rights Issue of Shares be utilised for the purposes as set out in the circular to shareholders of the Company dated 30 April 2015 ("Circular"), 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 to the approvals of the relevant authorities, where required;

THAT the Rights Shares will upon allotment and issuance, rank *pari passu* in all respects with the existing WCT Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid prior to the relevant date of allotment and issuance of the said Rights Shares;

THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Rights Issue of Shares with full power to assent to any conditions, variations, modifications, 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 such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to 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 Rights Issue of Shares;

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 Rights Shares to be issued pursuant to or in connection with the Proposed Rights Issue of Shares have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue of Shares;

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 315,098,061 NEW WARRANTS IN WCT ("WARRANT(S) E") ON THE BASIS OF ONE (1) FREE WARRANT E FOR EVERY FIVE (5) EXISTING WCT SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER, AFTER THE COMPLETION OF THE PROPOSED RIGHTS ISSUE OF SHARES ("PROPOSED BONUS ISSUE OF WARRANTS")

THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities or parties being obtained, where required, the Board be and is hereby authorised to issue up to 315,098,061 free Warrants E with an exercise price of RM2.08 per Warrant E to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, on the basis of one (1) free Warrant E for every five (5) existing WCT Shares held.

THAT the Board be and is hereby authorised to enter into and execute the deed poll constituting the Warrants E ("Deed Poll") and with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and with full powers for the Board to implement, finalise and give effect to the aforesaid Deed Poll and that the Common Seal of the Company be affixed to the Deed Poll in accordance with the Articles of Association of the Company;

THAT the Board be and is hereby authorised to allot and issue such appropriate number of Warrants E in accordance with the provisions of the Deed Poll, including any additional Warrants E as may be required or permitted to be issued as a consequence of the adjustments 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 E to which the holder(s) of the Warrants E are entitled to be issued as a consequence of the adjustments under the provisions of Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new WCT Shares credited as fully paid-up, arising from the exercise of the Warrants E by the holders of the Warrants E of their rights in accordance with the provisions of the Deed Poll;

THAT the Board be and is hereby authorised to deal with any fractional entitlements of the Warrants E that may arise from the Proposed Bonus Issue of Warrants, if any, in such manner at its absolute discretion as the Board may deem fit and expedient and in the best interest of the Company;

THAT the new WCT Shares to be issued pursuant to the exercise of the Warrants E shall upon allotment and issuance, rank *pari passu* in all aspects with the existing WCT Shares, save and except that the new WCT Shares shall not be entitled to any distribution that may be declared, made or paid for which the entitlement date for the said distribution precedes the date of allotment and issuance of the new WCT Shares arising from the exercise of the Warrants E;

THAT the proceeds arising from the exercise of the Warrants E, if any, be utilised for the purposes set out in the Circular, and the Board be authorised with full power 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 to the approval of the relevant authorities, where required;

THAT the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue of Warrants with full powers to assent to any conditions, variations, modifications, termination and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider 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 E, additional Warrants E (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;

By Order of the Board

LOH CHEE MUN (MAICSA 7025198)

CHONG KIAN FAH (MIA 17238)

Company Secretaries

Selangor Darul Ehsan

30 April 2015

Notes:-

1. Only members whose names appear in the Record of Depositors as at 13 May 2015 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.
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, Malaysia not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting thereof.