



**WCT Holdings Berhad**

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

**AMENDMENTS TO THE NOTICE OF SIXTH ANNUAL GENERAL MEETING AND FORM OF PROXY**

Dear Shareholders of WCT Holdings Berhad,

Reference is made to the Notice of Sixth Annual General Meeting ("6<sup>th</sup> AGM") and the Form of Proxy contained in our Abridged Annual Report 2016 despatched to you on 27 April 2017. On behalf of the Board of Directors, we wish to inform that Agenda 6 of the Notice of 6<sup>th</sup> AGM and the explanatory note to Resolution 10 have been amended as follows:

**AGENDA**

**As Special Business**

6. To approve the following payments to the Directors of the Company:-

- (i) Directors' fees amounting to RM216,000.00 paid for the financial year ended 31 December 2016. Resolution 10(a)
- (ii) Directors' fees and benefits paid/payable from 1 January 2017 until the conclusion of the next AGM in 2018. Resolution 10(b)

**Explanatory notes to Resolution 10(a) and 10(b):-**

**Resolution 10(a)**

The proposed Ordinary Resolution 10(a), if passed, will approve the payment of the Directors' Fees to the Directors of the Company amounting to RM216,000.00 for the financial year ended 31 December 2016.

**Resolution 10(b)**

The proposed Ordinary Resolution 10(b), if passed, will facilitate the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiaries for the period commencing from 1 January 2017 until the conclusion of the next AGM of the Company to be held in 2018, in accordance with the payment structure as set out below:-

	The Company		Subsidiary Company
	Executive Director	Non-Executive Director	Director
Director's Fee (per month)	RM1,000	RM5,000	RM1,000
Board Meeting Attendance Fee (per meeting attended)	-	RM1,000	-
Board Committee Meeting Attendance Fee (per meeting attended)	-	RM2,000 (Chairman) RM1,000 (Member)	-
Other benefits	-	Insurance premium on Group Personal Insurance & Group Hospitalization Scheme and other claimable expenses incurred in the course of carrying out their duties.	-

The abovementioned Director's fees and benefits which are subject to the approval of the shareholders of the Company at the forthcoming AGM do not include salaries, benefits and emoluments of the Executive Directors of the Company and the directors of the Company's subsidiary companies which they receive by virtue of and pursuant to their contracts of service or employment.

**Accordingly, please find enclosed the amended Notice of 6<sup>th</sup> AGM and Form of Proxy for your kind attention and further action.**

Loh Chee Mun  
Chong Kian Fah  
Company Secretaries

Selangor Darul Ehsan  
9 May 2017



**WCT Holdings Berhad**  
(Company No : 930464-M)  
(Incorporated in Malaysia)

**NOTICE OF SIXTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Sixth Annual General Meeting (“6<sup>th</sup> 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 Thursday, 1 June 2017 at 10.00 a.m. for the following purposes:-

**AGENDA**

**As Ordinary Business**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon.
2. To declare and approve a final single tier share dividend on the basis of one (1) treasury share for every one hundred and sixty five (165) existing ordinary shares held in the Company in respect of the financial year ended 31 December 2016. Resolution 1
3. To re-elect Mr. Goh Chin Liong who retires in accordance with Article 70 of the Company’s Articles of Association and being eligible, offered himself for re-election. Resolution 2
4. To re-elect the following Directors who retire in accordance with Article 75 of the Company’s Articles of Association and being eligible, offered themselves for re-election:
  - (a) Tan Sri Lim Siew Choon Resolution 3
  - (b) Dato’ Lee Tuck Fook Resolution 4
  - (c) Tan Sri Marzuki bin Mohd Noor Resolution 5
  - (d) Datuk Ab Wahab bin Khalil Resolution 6
  - (e) Mr. Ng Soon Lai @ Ng Siek Chuan Resolution 7
  - (f) Dato’ Ng Sooi Lin Resolution 8
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 9

**As Special Business**

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

6. To approve the following payments to the Directors of the Company:
  - (i) Directors’ fees amounting to RM216,000.00 paid for the financial year ended 31 December 2016. Resolution 10(a)
  - (ii) Directors’ fees and benefits paid/payable from 1 January 2017 until the conclusion of the next AGM in 2018. Resolution 10(b)

**7. Authority to allot and issue shares**

“THAT pursuant to Section 75 and 76 of the Companies Act, 2016, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby empowered to allot and issue new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Resolution 11

**8. Proposed Renewal of Share Buy-Back Authority**

“THAT subject to the Companies Act, 2016 (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 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 total issued ordinary shares in the Company for the time being;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the retained profits of the Company. The audited retained profits of the Company as at 31 December 2016 amounted to RM301,707,315.00;
- (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 12

**9. Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a revenue or trading nature**

“THAT approval be and is hereby given to the Company and its subsidiaries (“WCT Group”) to enter into and give effect to the recurrent related party transactions of a revenue or trading nature and with all classes of related parties as set out in Section 2, Part A of the Circular to Shareholders dated 27 April 2017 which are necessary for the Group’s day-to-day operations, provided that:

- (i) the transactions are in the ordinary course of business and are carried out at arm’s length basis on normal commercial terms of WCT Group and on terms not more favourable to the related parties than those generally available to the public or third parties where applicable and not to the detriment of the minority shareholders of the Company; and
- (ii) the shareholders’ mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders’ mandate during the financial year based on the following information:-
  - (a) the type of the recurrent related party transactions made; and
  - (b) the names of the related parties involved in the recurrent related party transactions made and their relationship with WCT Group.

(iii) THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (“Act”) (but shall not extend to such extension as may allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

(iv) AND THAT the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

Resolution 13

#### **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 6<sup>th</sup> AGM, the Company shall obtain a General Meeting Record of Depositors as at 26 May 2017 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 proxy to attend and/or vote on their behalf at the 6<sup>th</sup> AGM of the Company.

#### **NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE**

**NOTICE IS ALSO HEREBY GIVEN** that a final single tier share dividend on the basis of one (1) treasury share for every one hundred and sixty five (165) existing ordinary shares held in the Company (“Share Dividend”), any fractions arising from the distribution of Share Dividend will be disregarded, in respect of the financial year ended 31 December 2016, if approved at the 6<sup>th</sup> AGM of the Company, will be credited into the entitled Depositors’ Securities Account on 22 June 2017.

The entitlement date shall be fixed on 8 June 2017 and a Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor’s Securities Account before 4.00 p.m. on 8 June 2017 in respect of ordinary transfers; and
- (b) 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 22 June 2017.

By Order of the Board

LOH CHEE MUN  
CHONG KIAN FAH  
Company Secretaries

Selangor Darul Ehsan  
27 April 2017

#### **NOTICE TO HOLDERS OF WARRANTS 2013/2017 (“WARRANTS D”) AND WARRANTS 2015/2020 (“WARRANTS E”)**

Subject to the approval being obtained from the Company’s shareholders at the 6<sup>th</sup> AGM, holders of Warrants D and Warrants E must exercise their warrants and subscribe for ordinary shares in the Company in order to be entitled to the abovementioned Share Dividend. All duly executed and completed Warrants Subscription Forms received by the Company’s Share Registrar up to 5.00 p.m. on Thursday, 25 May 2017 shall be entitled to the Share Dividend.

**NOTES:****A. PROXY**

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 B-30-01, The Ascent, Paradigm, No. 1, Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan before 11 a.m. on 31 May 2017 or not less than twenty-four (24) hours before the time appointed for the taking of the poll at this meeting, whichever is later.
6. The amended Form of Proxy despatched together with this amended Notice of 6<sup>th</sup> AGM shall supersede the Form of Proxy contained in the Abridged Annual Report 2016 despatched to you on 27 April 2017.
7. All resolutions set out in this Notice will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**B. Audited Financial Statements for financial year ended 31 December 2016**

The audited financial statements are for discussion only under Agenda 1, as they do not require shareholders' approval under the provisions of Section 340(1)(a) of the Act. Hence, this Agenda 1 is not put forward for voting.

**C. EXPLANATORY NOTES ON SPECIAL BUSINESS****Resolution 10(a)**

The proposed Ordinary Resolution 10(a), if passed, will approve the payment of the Directors' Fees to the Directors of the Company amounting to RM216,000.00 for the financial year ended 31 December 2016.

**Resolution 10(b)**

The proposed Ordinary Resolution 10(b), if passed, will facilitate the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiaries for the period commencing from 1 January 2017 until the conclusion of the next AGM of the Company to be held in 2018, in accordance with the payment structure as set out below:-

	The Company		Subsidiary Company
	Executive Director	Non-Executive Director	Director
Director's Fee (per month)	RM1,000	RM5,000	RM1,000
Board Meeting Attendance Fee (per meeting attended)	-	RM1,000	-
Board Committee Meeting Attendance Fee (per meeting attended)	-	RM2,000 (Chairman) RM1,000 (Member)	-
Other benefits	-	Insurance premium on Group Personal Insurance & Group Hospitalization Scheme and other claimable expenses incurred in the course of carrying out their duties.	-

The abovementioned Director's fees and benefits which are subject to the approval of the shareholders of the Company at the forthcoming AGM do not include salaries, benefits and emoluments of the Executive Directors of the Company and the directors of the Company's subsidiary companies which they receive by virtue of and pursuant to their contracts of service or employment.

**Resolution 11**

The proposed Ordinary Resolution 11, if passed, will empower the Directors to allot shares in the Company up to an amount not exceeding 10% of the total issued ordinary shares of the Company for the time being, for any possible fund raising activities, including but not limited to placement of shares, for the purposes of funding future investment projects, working capital, acquisition and/or so forth. The approval is a renewal of general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such allotment of shares. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting ("AGM") of the Company.

The Company had on 10 April 2017 issued and allotted a total of 100,456,000 new ordinary shares at RM1.77 per share under a private placement ("Placement") pursuant to the general mandate which was approved by the shareholders at the Company's 5<sup>th</sup> AGM held on 27 May 2016. A total proceeds of approximately RM178.0 million was raised from the Placement.

**Resolution 12**

The proposed Ordinary Resolution 12, if passed, is to give authority to the Company to purchase its own shares for up to 10% of the Company's total issued ordinary shares at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. Please refer to the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Authority as set out in Part B of the Circular to Shareholders dated 27 April 2017 which despatched together with the Company's Annual Report 2016 for further information.

**Resolution 13**

The proposed Ordinary Resolution 13, if passed, will enable the WCT Group to enter into any of the recurrent related party transactions of a revenue or trading nature set out in Part A of the Circular to Shareholders of the Company dated 27 April 2017 which are necessary for the Group's day-to-day operations. This authority, unless revoked or varied by resolution passed by the shareholders of the Company at a general meeting, will expire at the conclusion of the next AGM, or the expiration of the period within which the next AGM is required by law to be held, whichever is the earliest.

A copy of this Notice is also available for download from the Company's website at [www.wct.com.my](http://www.wct.com.my).

**WCT Holdings Berhad**(Company Number 930464-M)  
(Incorporated in Malaysia)**FORM OF PROXY  
(Amended)**I/We \_\_\_\_\_  
(Name in full)

I.C. or Company No. \_\_\_\_\_ CDS Account No. \_\_\_\_\_

of \_\_\_\_\_  
(Full address)being a member of **WCT Holdings Berhad**, hereby appoint \_\_\_\_\_\_\_\_\_\_ I.C. No. \_\_\_\_\_  
(Name in full)of \_\_\_\_\_  
(Full Address)

or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Sixth Annual General Meeting of the Company to be held at Ballroom 1, Ground Floor, Première Hotel, Bandar Bukit Tinggi 1/KS6 Jalan Langat, 41200 Klang, Selangor Darul Ehsan on Thursday, 1 June 2017 at 10.00 a.m. or at any adjournment thereof.

This proxy is to vote on the resolutions set out in the Notice of Sixth Annual General Meeting as indicated with an "X" in the appropriate spaces provided. If this form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain from voting at his/her discretion.

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To approve the final single tier share dividend for the year ended 31 December 2016.		
2	To re-elect Mr Goh Chin Liong as Director of the Company.		
3	To re-elect Tan Sri Lim Siew Choon as Director of the Company.		
4	To re-elect Dato' Lee Tuck Fook as Director of the Company.		
5	To re-elect Tan Sri Marzuki Bin Mohd Noor as Director of the Company.		
6	To re-elect Datuk Ab Wahab Bin Khalil as Director of the Company.		
7	To re-elect Mr Ng Soon Lai @ Ng Siek Chuan as Director of the Company.		
8	To re-elect Dato' Ng Sooi Lin as Director of the Company.		
9	To re-appoint Messrs Ernst & Young as Auditors of the Company.		
10(a)	To approve the payment of Directors' fees for the year ended 31 December 2016.		
10(b)	To approve the Directors' fees and benefits paid/payable from 1 January 2017 until the conclusion of the next AGM in 2018.		
11	To authorise the allotment of new shares.		
12	To approve the Proposed Renewal of Share Buy-Back Authority.		
13	To approved the Proposed Shareholders' Mandate for Recurrent Related Parties Transactions.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

No. of ordinary shares held

\_\_\_\_\_  
Signature(s)/Common Seal of member(s)

## Notes:

- 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 B-30-01, The Ascent, Paradigm, No. 1, Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan before 11 a.m. on 31 May 2017 or not less than twenty-four (24) hours before the time appointed for the taking of the poll at this meeting, whichever is later.
- The amended Form of Proxy despatched together with the amended Notice of 6<sup>th</sup> AGM shall supersede the Form of Proxy contained in the Abridged Annual Report 2016 despatched on 27 April 2017.
- All resolutions set out in this Notice will be put to vote by poll pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.



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AFFIX  
STAMP

THE COMPANY SECRETARY  
**WCT Holdings Berhad**  
B-30-01, The Ascent, Paradigm  
No. 1, Jalan SS7/26A, Kelana Jaya  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

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