



WCE HOLDINGS BERHAD

(Registration No. 200001031761 (534368-A))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of WCE Holdings Berhad ("WCEHB" or "Company") will be held on a virtual basis through live streaming from the broadcast venue at Unit 7-21, Wisma Conlay, No. 1, Jalan USJ 10/1, Taipan Business Centre, 47620 Subang Jaya, Selangor Darul Ehsan using Remote Participation and Voting Facilities ("RPV Facilities") provided by the Company's Share Registrar, Metra Management Sdn Bhd via its website at www.metramanagement.com.my on Monday, 20 February 2023 at 2.30 p.m. for the purpose of considering and, if thought fit, passing the following resolution by way of poll:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF THE ENTIRE 40% EQUITY INTEREST IN RADIANT PILLAR SDN BHD ("RPSB") HELD BY WCEHB AND ITS SUBSIDIARIES TO IJM PROPERTIES SDN BHD ("IJMP") FOR A TOTAL CASH CONSIDERATION OF RM494.00 MILLION ("PROPOSED DISPOSAL")

"**THAT** subject to the approvals of all relevant authorities and/or parties being obtained (if required) and the conditions precedent in the conditional share sale agreement dated 25 November 2022 entered into between KEB Management Sdn Bhd ("KEBM"), a wholly-owned subsidiary of the Company, and KEB Builders Sdn Bhd ("KEBB"), a wholly-owned subsidiary of KEB Plantations Holdings Sdn Bhd, which in turn is a wholly-owned subsidiary of the Company, with IJMP for the Proposed Disposal ("SSA") being fulfilled and waived (as the case may be), approval be and is hereby given to KEBM and KEBB to dispose of a total of 400,000 ordinary shares in RPSB, representing their entire 40% equity interest in RPSB to IJMP for a total cash consideration of RM494,000,000 ("**Disposal Consideration**") upon the terms and conditions contained in the SSA.

AND THAT the Board of Directors of the Company ("**Board**") (save for Lee Chun Fai) be and is hereby empowered and authorised to do all acts, deeds and things (including all applications and submissions to the relevant regulatory authorities and bodies) and take all such decisions as they may in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company and to take all such steps and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Disposal under the terms and conditions of the SSA with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities including to enter into any supplemental agreement(s), if any, in connection with the Proposed Disposal, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner or as the Board (save for Lee Chun Fai) may deem necessary or expedient in the best interest of the Company."

By Order of the Board

Raw Koon Beng (MIA 8521) (SSM PC No. 202008000251)
Wong Wai Foong (MAICSA 7001358) (SSM PC No. 202008001472)
Fong Seah Lih (MAICSA 7062297) (SSM PC No. 202008000973)
Company Secretaries

Kuala Lumpur
31 January 2023

Notes:

1. **IMPORTANT NOTICE**

No members/proxies/corporate representatives from the public will be allowed to be physically present at the broadcast venue on the day of the EGM.

Members are to participate, speak (in the form of real time submission of typed texts) and vote remotely at this EGM using RPV Facilities provided by Metra Management Sdn Bhd via its website at www.metramanagement.com.my.

Please read these Notes carefully and follow the procedures in the Administrative Guide for the EGM in order to participate remotely via RPV Facilities.

- For the purpose of determining who shall be entitled to participate, speak and vote remotely at this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at **13 February 2023**. Only a member whose name appears on this Record of Depositors shall be entitled to participate, speak and vote remotely at this EGM or appoint not more than two (2) proxies to participate, speak and vote remotely on his/her/its behalf at this EGM.
- A member entitled to participate, speak and vote remotely at this EGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate, speak and vote remotely in his place at this EGM. A proxy may but need not be a member of the Company.
- Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- A member who has appointed a proxy or attorney or authorised representative to participate, speak and vote remotely at this EGM via RPV Facilities **must request his/her proxy or attorney or authorised representative to register himself/herself for RPV Facilities** via www.metramanagement.com.my. Procedures for RPV Facilities can be found in the Administrative Guide for the EGM.
- The appointment of a proxy may be made in hard copy form or by electronic means in the following manner and must be received by the Company/Share Registrar (where applicable) not less than forty-eight (48) hours before the time appointed for holding the EGM:
 - In hard copy form**
The Form of Proxy must be deposited at the registered office of the Company situated at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
 - By electronic means via email**
The Form of Proxy must be received via email to Kar.Mun.Thong@my.tricorglobal.com and/or Shirley.Fong@my.tricorglobal.com.
 - By electronic means via online**
The Form of Proxy must be electronically lodged with the Company's Share Registrar via its website at www.metramanagement.com.my. Please refer to the Procedure for Electronic Submission of Form of Proxy in the Administrative Guide for the EGM.For options (i) and (iii), the Company may request any member to deposit the original executed Form of Proxy to its registered office before or on the day of the EGM for verification purpose.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the EGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in the Form of Proxy are completed, signed and dated accordingly.
- Last date and time for lodging the Form of Proxy is Saturday, 18 February 2023 at 2.30 p.m.
- For a corporate member who has appointed a representative instead of a proxy to participate, speak and vote remotely at this meeting, please deposit the **ORIGINAL** certificate of appointment of authorised representative at the registered office of the Company situated at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
The certificate of appointment of authorised representative should be executed in the following manner:
 - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - at least two (2) authorised officers, of whom one shall be a director; or
 - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- It is important that you read the Administrative Guide for the conduct of this EGM.**
- Members are advised to check the Company's website at www.wcehb.com.my and announcements from time to time for any changes to the administration of this EGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.