

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES

Terms defined in the Abridged Prospectus dated 7 July 2015 ("Abridged Prospectus") shall have the same meanings when used in this Notice of Provisional Allotment ("NPA") unless stated otherwise.

The provisional allotted Rights Shares as contained in this NPA are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991, as amended from time to time ("SICDA"). Therefore, all dealings in the provisional allotted Rights Shares will be subject to the SICDA and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository").



WCT Holdings Berhad

(930464-M)

(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 143,226,391 NEW ORDINARY SHARES OF RM0.50 EACH IN WCT HOLDINGS BERHAD ("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 AS AT 5.00 P.M. ON TUESDAY, 7 JULY 2015 AT AN ISSUE PRICE OF RM1.00 PER RIGHTS SHARE ("RIGHTS ISSUE OF SHARES")

Principal Adviser, Managing Underwriter and Joint Underwriter

Joint Underwriters



RHB Investment Bank Berhad

(Company No. 19663-P)

(A Participating Organisation of Bursa Malaysia Securities Berhad)



AmInvestment Bank

AmInvestment Bank Berhad

(Company No. 23742-V)

(A Participating Organisation of Bursa Malaysia Securities Berhad)



Maybank Investment Bank Berhad (19998-H)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: The Shareholders of WCT

Dear Sir/ Madam,

Our Board of Directors ("Board") has provisionally allotted to you the number of Rights Shares as indicated below ("Provisional Rights Shares"), in accordance with the approval of the Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 20 April 2015 and the ordinary resolutions passed by our shareholders at the Extraordinary General Meeting held on 19 May 2015 in relation to the Rights Issue of Shares.

We wish to advise that the following number of Provisional Rights Shares in respect of the Rights Issue of Shares have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("CDS") account subject to the terms and conditions stated in the Abridged Prospectus and the Rights Subscription Form ("RSF") issued by our Company.

The provisional allotment is made subject to the provisions in the Abridged Prospectus issued by our Company. Bursa Securities has already prescribed the securities of our Company listed on the Main Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Rights Shares are prescribed securities and as such, all dealings in the Provisional Rights Shares will be by book entries through CDS Accounts and will be governed by the SICDA and the Rules of Bursa Depository.

ALL THE RIGHTS SHARES TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE OF SHARES WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/ OR THEIR RENOUNCEE(S) AND/ OR TRANSFEREE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATE WILL BE ISSUED.

It is the intention of our Board to allocate the Excess Rights Shares, if any, in a fair and equitable manner in the following priority:-

- (i) Firstly, to minimise the incidence of odd lots;
- (ii) Secondly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on their respective shareholdings in our Company as at the Entitlement Date;
- (iii) Thirdly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares applied for; and
- (iv) Finally, for allocation to renounee(s) and/ or transferee(s) who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares applied for.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares applied for under Part I(B) of the RSF in such manner as our Board deems fit and expedient and in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis and that the intention of our Board as set out in (i), (ii), (iii) and (iv) above is achieved.

Our Board also reserves the right not to accept any Excess Rights Shares application, in full or in part, without assigning any reason.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER		

NUMBER OF WCT SHARES HELD AT 5.00 P.M. ON TUESDAY, 7 JULY 2015	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM1.00 PER RIGHTS SHARE (RM)

IMPORTANT DATES AND TIMES:	
Entitlement date	: Tuesday, 7 July 2015 at 5.00 p.m.
LAST DATE AND TIME FOR:	
Sale of provisional allotment of rights	: Wednesday, 15 July 2015 at 5.00 p.m.
Transfer of provisional allotment of rights	: Tuesday, 21 July 2015 at 4.00 p.m.
Acceptance and payment	: Friday, 24 July 2015 at 5.00 p.m. *
Excess application and payment	: Friday, 24 July 2015 at 5.00 p.m. *
* or such later date and time as our Board may determine and announce, after consultation with the Joint Underwriters, not less than two (2) market days before the stipulated date and time.	

By order of the Board
LOH CHEE MUN (MAICSA 7025198)
CHONG KIAN FAH (MIA 17238)
 Company Secretaries

Share Registrar
Symphony Share Registrars Sdn Bhd (378993-D)
 Level 6, Symphony House, Pusat Dagangan Dana 1
 Jalan PJU 1A/46, 47301 Petaling Jaya
 Selangor Darul Ehsan
 Tel: (603) – 7841 8000
 Helpdesk: (603) – 7849 0777
 Fax: (603) – 7841 8151/8152

THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 7 JULY 2015

RIGHTS SUBSCRIPTION FORM

TERMS DEFINED IN THE ABRIDGED PROSPECTUS DATED 7 JULY 2015 ("ABRIDGED PROSPECTUS") SHALL HAVE THE SAME MEANINGS WHEN USED IN THIS RIGHTS SUBSCRIPTION FORM ("RSF") AND THE NOTES AND INSTRUCTIONS FOR COMPLETING THIS RSF UNLESS STATED OTHERWISE.

THIS RSF RELATES TO THE ABRIDGED PROSPECTUS AND IS ISSUED FOR THE PURPOSE OF ACCEPTING THE RIGHTS SHARES PROVISIONALLY ALLOTTED AND APPLYING FOR EXCESS RIGHTS SHARES PURSUANT TO THE RIGHTS ISSUE OF SHARES (AS DEFINED HEREIN) OF WCT HOLDINGS BERHAD ("WCT" OR THE "COMPANY"). THE LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT IS 5.00 P.M. ON FRIDAY, 24 JULY 2015 OR SUCH LATER DATE AND TIME AS THE BOARD OF DIRECTORS OF WCT MAY DETERMINE AND ANNOUNCE, AFTER CONSULTATION WITH THE JOINT UNDERWRITERS, NOT LESS THAN TWO (2) MARKET DAYS BEFORE THE STIPULATED DATE AND TIME. THIS RSF IS ONLY APPLICABLE TO PERSONS WHO HAVE PROVISIONAL RIGHTS SHARES STANDING TO THE CREDIT OF HIS/ HER/ THEIR RESPECTIVE CENTRAL DEPOSITORY SYSTEM ("CDS") ACCOUNTS.



WCT Holdings Berhad

(930464-M)

(Incorporated in Malaysia under the Companies Act, 1965)

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 AS AT 5.00 P.M. ON TUESDAY, 7 JULY 2015 AT AN ISSUE PRICE OF RM1.00 PER RIGHTS SHARE ("RIGHTS ISSUE OF SHARES")

NAME AND ADDRESS
(in block letters as per the record of Bursa Depository)

Large empty rectangular box for Name and Address.

NRIC NO./ PASSPORT NO. (STATE COUNTRY)/ COMPANY NO.:

Horizontal line for NRIC/Passport/Company No.

CDS A/C NO.:

Table grid for CDS A/C No. with dashes in some cells.

To: The Board of Directors of WCT

PART I - ACCEPTANCE OF RIGHTS SHARES AND APPLICATION FOR EXCESS RIGHTS SHARES

In accordance with the terms of this RSF and the Abridged Prospectus, I*/ we* hereby irrevocably:

- (A) accept the number of Rights Shares as stated below which were provisionally allotted/ renounced/ transferred to me*/ us*;
(B) apply the number of Excess Rights Shares as stated below in addition to my*/ our* acceptance of (A) above;

in accordance with and subject to the Memorandum and Articles of Association of WCT.

I*/ We* enclose herewith the appropriate remittance(s)/ reference(s) for payment as stated below being the full and exact amount payable for the Rights Shares accepted/ applied and hereby request for the said Rights Shares to be credited into my*/ our* CDS account as stated above:

Table with 4 columns: NUMBER OF RIGHTS SHARES ACCEPTED/ EXCESS RIGHTS SHARES APPLIED, AMOUNT PAYABLE AT RM1.00 PER RIGHTS SHARE (RM), BANKER'S DRAFT/ CASHIER'S ORDER/ MONEY ORDER/ POSTAL ORDER NO., PAYABLE TO. Rows for (A) ACCEPTANCE and (B) EXCESS.

Note: If you have subsequently purchased additional Provisional Rights Shares from the open market, you should indicate your acceptance of the total Provisional Allotments that you have standing to the credit in your CDS Account under Part I(A).

PART II - DECLARATION

I*/ We* hereby confirm and declare that:-

- (i) All information provided by me*/ us* is true and correct;
(ii) All information is identical with the information in the records of Bursa Depository and further agree and confirm that in the event the said information differs from Bursa Depository's record as mentioned earlier, the exercise of my*/ our* rights may be rejected; and
- I am 18 years of age or over.
- I am/ We* are resident(s) of Malaysia.
- I am/ We* are resident(s) of (country) and having citizenship.
- I am/ We* are nominee(s) of a person who is a *Bumiputera/ *Non-Bumiputera/ *Non Citizen resident in (country) and having citizenship.

I*/ We* consent to the Company and the Share Registrar for the Rights Issue of Shares to collect my*/ our* information and personal data (collectively "Data") required herein, to process and disclose such Data to any person for purposes of implementing the Rights Issue of Shares and storing such Data in any servers located in Malaysia or outside Malaysia in accordance with the relevant laws and regulations.

I*/ We* hereby accept all the terms and conditions set out in this RSF and the Abridged Prospectus and further confirm compliance with all the requirements for acceptance as set out therein.



Date

Signature / Authorised Signatory(ies)
(Corporate bodies must affix their Common Seal)

Contact number

Table with 2 columns: LAST DATE AND TIME FOR: and times. Rows for Acceptance and payment, Excess application and payment. Footnote: ^ or such later date and time as our Board may determine and announce, after consultation with the Joint Underwriters, not less than two (2) market days before the stipulated date and time.

* Please delete whichever is not applicable.

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS AND SERVICES ACT, 2007, AS AMENDED FROM TIME TO TIME, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 7 JULY 2015 ("ABRIDGED PROSPECTUS").

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY. All enquiries concerning the procedures for acceptance, payment and excess application for the Rights Issue of Shares should be addressed to our Share Registrar, Symphony Share Registrars Sdn Bhd (378993-D) ("Share Registrar") at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan. INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

The Abridged Prospectus is issued in compliance with the laws of Malaysia only. This RSF together with the Abridged Prospectus and the Notice of Provisional Allotment ("NPA") is not intended to be (and will not be) issued, circulated or distributed, and the Rights Issue of Shares will not be made or offered or deemed to be made or offered for purchase or subscription, in countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of countries or jurisdictions other than the laws of Malaysia. No action has been or will be taken to ensure that the Rights Issue of Shares and the Abridged Prospectus, together with the NPA and the RSF comply with the laws of any countries or jurisdictions other than the laws of Malaysia. The Rights Issue of Shares to which the Abridged Prospectus, together with the NPA and the RSF relates, is only available to persons receiving these documents within Malaysia. Accordingly, these documents will not be despatched to entitled shareholders who do not have a registered address in Malaysia as stated in the Record of Depositors of our Company on the Entitlement Date. Any entitled shareholders and/ or their renounee(s) and/ or transferee(s) (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their legal advisers and/ or other professional advisers as to whether the acceptance and/ or renunciation and/ or transfer (as the case may be) of all or any part of their entitlements to the Rights Shares would result in the contravention of any laws of such countries or jurisdictions. Such entitled shareholders and/ or their renounee(s) and/ or transferee(s) (if applicable) should note the additional terms and restrictions as set out in Section 10.9 of the Abridged Prospectus. Neither our Company, RHB Investment Bank Berhad ("RHBIB") nor any other professional advisers shall accept any responsibility or liability whatsoever in the event that any acceptance and/ or renunciation and/ or transfer made by the entitled shareholders and/ or their renounee(s) and/ or transferee(s) (if applicable) is or shall become unlawful, unenforceable, voidable or void in any such jurisdictions.

A copy of the Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). A copy of the same, together with the NPA and this RSF, have also been lodged with the Registrar of Companies, who takes no responsibility for the contents of these documents.

The approval from our shareholders for amongst others, the Rights Issue of Shares was obtained at our EGM held on 19 May 2015. The approval from Bursa Securities for amongst others, the listing of and quotation for the Rights Shares on the Main Market of Bursa Securities has also been obtained via its letters dated 20 April 2015. The listing of and quotation of the Rights Shares on the Bursa Securities are in no way reflective of the merits of the Rights Issue of Shares. The listing of and quotation for the Rights Shares will commence after, amongst others, receipt of confirmation from Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") that all the Central Depository System ("CDS") accounts of the successful applicants have been duly credited and notices of allotment have been despatched to them.

Neither the SC nor Bursa Securities takes any responsibility for the correctness or accuracy of any statements made or opinions expressed herein.

Our Board has seen and approved all documentations relating to the Rights Issue of Shares, including the Abridged Prospectus together with the NPA and RSF. They collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any information in these documents false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (or "RM" in abbreviation) and sen. Terms defined in the Abridged Prospectus shall have the same meanings when used in this RSF, unless they are otherwise defined here or other context otherwise requires.

INSTRUCTIONS:

(i) LAST TIME AND DATE FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance and payment until **5.00 p.m. on 24 July 2015** ("Closing Date"), or such later time and date as our Board may determine and announce, after consultation with the Joint Underwriters, not less than two (2) Market Days before the Closing Date.

(ii) FULL OR PART ACCEPTANCE OF THE PROVISIONAL RIGHTS SHARES

If you and/ or your renounee(s) and/ or transferee(s) (if applicable) wish to accept the Provisional Rights Shares, either in full or in part, please complete Parts I(A) and II of this RSF and return this RSF, together with the appropriate remittance made in Ringgit Malaysia (RM) for the full and exact amount in the form of banker's draft(s), cashier's order(s), money order(s) or postal order(s) drawn on a bank or post office in Malaysia crossed "**A/C PAYEE ONLY**" and made payable to "**WCT RIGHTS ISSUE ACCOUNT**" and endorsed on the reverse side with your name and address in block letters and CDS Account number, for the Rights Shares accepted, to be received by our Share Registrar at the following address before the Closing Date or such later time and date as our Board may determine and announce, after consultation with the Joint Underwriters, not less than two (2) Market Days before the Closing Date

(a)	by ORDINARY POST Symphony Share Registrars Sdn Bhd (Company No. 378993-D) Peti Surat 9150 Pejabat Pos Kelana Jaya 46785 Petaling Jaya Selangor Darul Ehsan	OR	(b)	by COURIER or DELIVERED BY HAND Symphony Share Registrars Sdn Bhd (Company No. 378993-D) Level 6, Symphony House Pusat Dagangan Dana 1 Jalan PJU 1A/46 47301 Petaling Jaya Selangor Darul Ehsan Helpdesk Tel: (603) 7849 0777 Fax: (603) 7841 8151 / 8152
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Cheques or any other mode of payments are not acceptable. If acceptance and payment for the Provisional Rights Shares provisionally allotted to you is not received by our Share Registrar by the Closing Date (or such later time and date as our Board may determine and announce, after consultation with the Joint Underwriters, not less than two (2) Market Days before the Closing Date), such Provisional Rights Shares will be deemed to have been declined and will be cancelled. Our Board will then have the right to allot such Rights Shares not taken up to applicants applying for Excess Rights Shares in a fair and equitable manner and in the best interest of the Company. The remittance must be made for the exact amount payable for the Rights Shares accepted (rounded up to the nearest sen). No acknowledgement will be issued but a notice of allotment will be despatched to you by ordinary post to the address shown in the Record of Depositors within eight (8) Market Days from the Closing Date or such other period as may be prescribed by Bursa Securities.

(iii) APPLICATION FOR EXCESS RIGHTS SHARES

If you and/ or your renounee(s) and/ or transferee(s) (if applicable) wish to apply for Excess Rights Shares in addition to those provisionally allotted to you, please complete Part I(B) of this RSF (in addition to Parts I(A) and II) and forwarding it (together with a **separate remittance** for the full amount payable in respect of the Excess Rights Shares applied for) to the Share Registrar. Payment for the Excess Rights Shares applied for should be made in the same manner described in note (ii) above, with remittance in the form of banker's draft(s), cashier's order(s), money order(s) or postal order(s) drawn on a bank or post office in Malaysia and made payable to "**WCT EXCESS RIGHTS ISSUE ACCOUNT**" and crossed "**A/C PAYEE ONLY**" and endorsed on the reverse side with your name and address in block letters and CDS Account number to be received by our Share Registrar not later than the Closing Date (or such later date and time as our Board may determine and announce, after consultation with the Joint Underwriters, not less than two (2) Market Days before the Closing Date). No acknowledgement will be issued but a notice of allotment will be despatched to you by ordinary post to the address shown in the Record of Depositors within eight (8) Market Days from the Closing Date in respect of successful applications.

In respect of unsuccessful or partially successful Excess Rights Shares applications, the full amount or the surplus application monies (as the case may be) will be refunded without interest within 15 Market Days from the last date for application and payment for the Excess Rights Shares by ordinary post to the address shown in the Record of Depositors at the applicant's own risk.

It is the intention of our Board to allocate the Excess Rights Shares, if any, in a fair and equitable manner in the following priority:-

- (i) Firstly, to minimise the incidence of odd lots;
- (ii) Secondly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on their respective shareholdings in our Company as at the Entitlement Date;
- (iii) Thirdly, for allocation to Entitled Shareholders who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares applied for; and
- (iv) Finally, for allocation to renounee(s) and/ or transferee(s) who have applied for the Excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of Excess Rights Shares applied for.

Nevertheless, our Board reserves the right to allot any Excess Rights Shares applied for under Part I(B) of the RSF in such manner as our Board deems fit and expedient and in the best interest of our Company, subject always to such allocation being made on a fair and equitable basis and that the intention of our Board as set out in (i), (ii), (iii) and (iv) above is achieved.

Our Board also reserves the right not to accept any Excess Rights Shares application, in full or in part, without assigning any reason.

(iv) SALE/ TRANSFER OF THE PROVISIONAL RIGHTS SHARES

If you wish to sell or transfer all or part of your Provisional Rights Shares to one (1) or more persons, you may do so immediately through your stockbroker without first having to request for a split of the Provisional Rights Shares standing to the credit of your CDS Account. To sell or transfer all or part of your entitlement to the Provisional Rights Shares, you may sell such entitlement in the open market of Bursa Securities or transfer such Provisional Allotments to such person(s) as may be allowed pursuant to the Rules of Bursa Depository.

In selling or transferring all or part of your Provisional Rights Shares, you need not deliver the RSF or any document to the stockbroker. However, you must ensure that you have sufficient Provisional Rights Shares standing to the credit of your CDS Account(s) before selling or transferring.

The renounee(s) and/ or transferee(s) may obtain a copy of the Abridged Prospectus and this RSF from their stockbroker, our Share Registrar, our Registered Office or Bursa Securities's website at <http://www.bursamalaysia.com>.

If you have sold or transferred only part of the Provisional Rights Shares, you may still accept the balance of your Provisional Rights Shares by completing Part I(A) and II of this RSF.

(v) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- (b) Rights Shares subscribed by the entitled shareholders and/ or their renounee(s) and/ or transferee(s) (if applicable) will be credited into their respective CDS Accounts as stated in this RSF or the exact accounts appearing on Bursa Depository's Record of Depositors.
- (c) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of our Company and our Company shall not be under any obligation to account for such interest or other benefit to you and/ or your renounee(s) and/ or transferee(s) (if applicable).
- (d) The contract arising from the acceptance of the Provisional Rights Shares by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (e) Our Board reserves the right to accept or reject any acceptance and/ or application if the instructions herein stated are not strictly adhered to or which are illegible.
- (f) Entitled Shareholders and/ or their renounee(s) and/ or transferee(s) (if applicable) should note that the RSF and remittances so lodged with the Share Registrar shall be irrevocable and may not subsequently be withdrawn.
- (g) **Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on the RSF.**