

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Fifth Annual General Meeting of the Company will be held at Igan Room, Level 1, Tanahmas Hotel, Lot 277, Block 5, Jalan Kampong Nyabor, 96000 Sibul, Sarawak, Malaysia on Friday, 26 May 2017 at 10.00 a.m. for the following business:-

### AGENDA

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. **Please see Note 7**
2. To approve the declaration of a final single-tier dividend of 2.00 sen net per share in respect of the financial year ended 31 December 2016. **Resolution 1**
3. To approve payment of Directors' fees amounting to RM540,000 for the financial year ended 31 December 2016. **Resolution 2**
4. To approve payment of Directors' benefits up to RM150,000 for the financial period from 1 January 2017 to 30 June 2018. **Resolution 3**
5. To re-elect the following Directors who retire by rotation in accordance with Article 96 of the Company's Articles of Association:-
  - (a) Dato' Sri Patrick Wong Haw Yeong **Resolution 4**
  - (b) Dr Loh Leong Hua **Resolution 5**
6. To re-appoint the following Directors who retire in accordance with Article 95(f) of the Company's Articles of Association:-
  - (a) Lt. General Datuk Seri Panglima Abdul Manap Ibrahim (rtd) **Resolution 6**
  - (b) Pemanca Datuk Wong Kie Yik **Resolution 7**
7. To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

As Special Business

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

8. **Ordinary Resolution**

**Retention of Lt. General Datuk Seri Panglima Abdul Manap Ibrahim (rtd) as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012** **Resolution 9**

“**THAT** Lt. General Datuk Seri Panglima Abdul Manap Ibrahim (rtd) who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine years be and is hereby retained as an Independent Non-Executive Director of the Company.”

9. **Ordinary Resolution**

**Retention of Ms Tham Sau Kien as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012** **Resolution 10**

“**THAT** Ms Tham Sau Kien who has served the Board as an Independent Non-Executive Director of the Company for a term of more than nine years be and is hereby retained as an Independent Non-Executive Director of the Company.”

10. **Ordinary Resolution**

**Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016** **Resolution 11**

“**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016, authority be and is hereby given to the Directors to issue shares in the capital of the Company from time to time at such price upon such terms and conditions for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, subject to the Companies Act, 2016, the Articles of Association of the Company and the approval from Bursa Malaysia Securities Berhad and other relevant authorities where such approval is necessary **AND THAT** such authority shall continue to be in force until :-

- (i) the conclusion of the next Annual General Meeting of the Company ; or
- (ii) at the expiry of the period within which the next Annual General Meeting is required to be held,

whichever is the earlier.”

**11. Ordinary Resolution**

**Proposed Renewal of Share Buy-Back Mandate**

**Resolution 12**

“**THAT** subject to the Companies Act, 2016, the Company’s Memorandum and Articles of Association and all applicable laws, regulations and guidelines, and the approval of the relevant authorities, a renewal of mandate be and is hereby granted to the Company to purchase and hold such amount of ordinary shares (“Shares”) in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad (“Bursa Securities”) upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of Shares purchased and held as treasury shares does not exceed ten per centum (10%) of the total number of issued shares of the Company at any given point in time and that the amount to be utilised for the Proposed Purchases, which will be financed via internally-generated funds of the Group will not exceed the retained profits of the Company. The audited retained profits of the Company as at 31 December 2016 was RM313,075,000 and stood at RM312,715,000 based on the Management Accounts as at 31 March 2017;

**AND THAT** the Shares of the Company to be purchased will not be cancelled and are proposed to be retained as treasury shares or distributed as dividends or re-sold on the Bursa Securities **AND THAT** the Directors of the Company be and are hereby empowered generally to do all acts and things to give effect to the Proposed Purchases **AND FURTHER THAT** such authority shall commence immediately upon the passing of this ordinary resolution until:

- (i) the conclusion of the next Annual General Meeting of the Company at which time the authority shall lapse unless by resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authorities.”

**12. Ordinary Resolution**

**Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

**Resolution 13**

“**THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the

**W T K Holdings Berhad (10141-M)**  
**Notice of 45<sup>th</sup> Annual General Meeting**

---

Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.4 of Part B of the Circular to Shareholders dated 27 April 2017 ("Proposed Mandate") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company **AND THAT** such approval shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of CA); or
- (iii) revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is the earlier;

**AND FURTHER THAT** authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

**13. Special Resolution**

**Proposed Amendment to the Articles of Association of the Company**

**Resolution 14**

"**THAT** paragraph (f) of Article 95 of the Company's Articles of Association which reads as follows be deleted in its entirety:-

*"At the conclusion of the Annual General Meeting commencing next after he attains the age of seventy years unless re-appointed as a director to hold office until the next Annual General Meeting of the Company.";*

**AND THAT** consequent upon the above deletion, Article 95 of the Company's Articles of Association shall read as follows:-

*"Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated:-*

- (a) *If he becomes bankrupt or a receiving order is made against him or he makes any arrangement or composition with his creditors during his term of office;*

**W T K Holdings Berhad (10141-M)**  
**Notice of 45<sup>th</sup> Annual General Meeting**

---

- (b) *If he becomes of unsound mind during his term of office;*
- (c) *If he is removed by a resolution of the Company in General Meeting of which special notice has been given;*
- (d) *If he is prohibited from being a Director by any order made under any provision of the Act;*
- (e) *If by notice in writing given to the Company he resigns his office.”;*

**AND FURTHER THAT** the Directors and Secretary of the Company be and are hereby authorised to carry out all necessary steps to give effect to the above amendment to the Articles of Association of the Company.”

14. To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

Tan Mee Lian  
Company Secretary  
(MAICSA 0869665)

Kuala Lumpur  
27 April 2017

**Notes:**

1. Only depositors whose names appear in the Record of Depositors as at 19 May 2017 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint not more than one proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same right as the member to speak at the Meeting.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint not more than one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 Securities Industry (Central Depositories) Act, 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation under its common seal or the hand of its attorney.

**W T K Holdings Berhad (10141-M)**  
**Notice of 45<sup>th</sup> Annual General Meeting**

---

6. The instrument appointing a proxy must be deposited at the Company's Registered Office at Lot No. 25(AB), 25th Floor, UBN Tower, No. 10, Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereat.
7. The Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon, are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 for discussion only and do not required shareholders' approval. Hence, this item will not be put forward to the shareholders for voting.

**Explanatory Notes on Special Business**

- (a) In respect of the proposed Ordinary Resolution No. 9, the Board proposed to retain the status of Lt. General Datuk Seri Panglima Abdul Manap Ibrahim (rtd) as an Independent Non-Executive Director of the Company. The Board has assessed and determined that Lt. General Datuk Seri Panglima Abdul Manap Ibrahim (rtd) who has served on the Board for 21 years, remain independent and objective in deliberations and decision making of the Board and Board Committees. Further, his position on the Board has not been compromised by his familiarity and long relationships with other Board members.
- (b) In respect of the proposed Ordinary Resolution No. 10, the Board proposed to retain the status of Ms Tham Sau Kien as an Independent Non-Executive Director of the Company. The Board has assessed and determined that Ms Tham Sau Kien who has served on the Board for 9 years, remain independent and objective in deliberations and decision making of the Board and Board Committees. Further, her position on the Board has not been compromised by her familiarity and long relationships with other Board members.
- (c) The proposed Ordinary Resolution No. 11, if passed, will give authority to the Directors of the Company to issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting.

The renewal of mandate pursuant to Sections 75 and 76 of the Companies Act, 2016 will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions, which the Directors deem necessary and feasible.

- (d) The proposed Ordinary Resolution No. 12, if passed, will give the Directors of the Company the continuing authority to purchase the Company's own shares up to an amount not exceeding 10% of the total number of issued shares of the Company at any point in time upon such terms and conditions as the Directors may deem fit in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.
- (e) The proposed Ordinary Resolution No. 13, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature in compliance with Paragraph 10.09, Part E of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The details of the proposed Ordinary Resolutions No. 12 and 13 are contained in the Statement/Circular to Shareholders dated 27 April 2017 accompanying the Company's Annual Report 2016.

- (f) The proposed Special Resolution No. 14, if passed, will align the Company's Articles of Association with the Companies Act, 2016 which does not have provision on the maximum age limit of 70 years for a director.