



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Forty-Seventh 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, 14 June 2019 at 10.00 a.m. for the following business:-

### A G E N D A

#### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **Please see Note 8**
2. To approve the declaration of a final single-tier dividend of 1.50 sen net per share in respect of the financial year ended 31 December 2018. **Resolution 1**
3. To approve payment of Directors' fees amounting to RM624,771 for the financial year ended 31 December 2018. **Resolution 2**
4. To approve payment of Directors' benefits up to RM84,000 for the financial period from 1 July 2019 to 30 June 2020. **Resolution 3**
5. To re-elect Ms. Tham Sau Kien who retires by rotation in accordance with Article 96 of the Company's Articles of Association. **Resolution 4**
6. To re-elect Tan Sri Datuk Seri Panglima Sulong Bin Matjeraie who retires in accordance with Article 90 of the Company's Articles of Association. **Resolution 5**
7. To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

#### As Special Business

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

8. **Ordinary Resolution**  
**Retention of Ms. Tham Sau Kien as Independent Non-Executive Director in accordance with Practice 4.2 of the Malaysian Code on Corporate Governance 2017** **Resolution 7**

“**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.”

9. **Ordinary Resolution** **Resolution 8**  
**Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016**

“**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 Constitution of the Company being adopted upon passing of the Special Resolution in Resolution 11 below) 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.”

10. **Ordinary Resolution** **Resolution 9**  
**Proposed Renewal of Share Buy-Back Mandate**

“**THAT** subject to the Companies Act, 2016, the Company’s Memorandum and Articles of Association (and the Constitution of the Company being adopted upon passing of the Special Resolution in Resolution 11 below) 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 2018 was RM199,415,000 and the unaudited retained profits of the Company as at 31 March 2019 was RM198,235,000;

**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.”

**11. Ordinary Resolution**

**Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Resolution 10**

“**THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the 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 29 April 2019 (“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.”

12. **Special Resolution**

**Proposed Adoption of new Constitution of the Company**

**Resolution 11**

“**THAT** the proposed new Constitution as set out in Appendix I of the Circular to Shareholders dated 29 April 2019 be and is hereby adopted as the Constitution of the Company in place of the existing Memorandum and Articles of Association of the Company;

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts and things that are necessary to give effect to the foregoing adoption of the Constitution of the Company with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities.”

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

**BY ORDER OF THE BOARD**

David Ting Kah Soon, MIA 13844  
Tan Mee Lian, MAICSA 0869665  
Company Secretaries

Kuala Lumpur  
29 April 2019

**W T K Holdings Berhad (10141-M)**  
**Notice of 47th Annual General Meeting**

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**Notes:**

1. Only depositors whose names appear in the Record of Depositors as at 7 June 2019 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 proxy(ies) to attend and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy. 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 proxy(ies) 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.
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. Completed instrument appointing a proxy sent through facsimile transmission shall not be accepted.
8. The Audited Financial Statements for the financial year ended 31 December 2018 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.
9. Lt. General Datuk Seri Panglima Abdul Manap Ibrahim (rtd), who is subject to retire in accordance with Article 96 of the Company’s Articles of Association, had indicated to the Company that he does not wish to seek for re-election at the 47th Annual General Meeting of the Company.

**Explanatory Notes on Ordinary Business**

- (i) The proposed Ordinary Resolution No. 2 is to seek shareholders’ approval on payment of Directors’ fees for the financial year ended 31 December 2018, details as follows :-
  - RM564,000 for W T K Holdings Berhad
  - RM60,771 for subsidiaries of W T K Holdings Berhad

- (ii) The proposed Ordinary Resolution No. 3 is to seek shareholders' approval on payment of Directors' benefits for the financial period from 1 July 2019 to 30 June 2020. The Directors' benefits comprise meeting allowance payable by W T K Holdings Berhad to its members of the Board and Board Committees. There is no benefit payable by the subsidiaries of W T K Holdings Berhad.

#### **Explanatory Notes on Special Business**

- (a) In respect of the proposed Ordinary Resolution No. 7, the Board proposed to retain the status of Ms. Tham Sau Kien as an Independent Non-Executive Director of the Company. The Board agreed with the assessment of the Nomination Committee that Ms. Tham Sau Kien who has served on the Board for 11 years, has remained 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. She has exercised due care in the interest of the Company and the shareholders without being subjected to undue influence, and she has devoted sufficient time and attention to her responsibilities as an Independent Non-Executive Director.
- (b) The proposed Ordinary Resolution No. 8, 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.

- (c) The proposed Ordinary Resolution No. 9, 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.
- (d) The proposed Ordinary Resolution No. 10, 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.
- (e) The proposed Special Resolution No. 11, if passed, will align the Company's Constitution with the Companies Act, 2016 which came into force on 31 January 2017, the updated Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the prevailing statutory and regulatory requirements as well as to enhance administrative efficiency.

The details of the proposed Ordinary Resolutions No. 9 and 10 and Special Resolution No. 11 are contained in the Statement/Circular to Shareholders dated 29 April 2019 accompanying the Company's Annual Report 2018.