



W T K HOLDINGS BERHAD

(Registration No. 197001000863 (10141-M))

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“**EGM**”) of W T K Holdings Berhad (“**WTK**” or the “**Company**”) will be conducted on a fully virtual basis through an online meeting platform via TIH Online website at <https://tih.online> or <https://tih.com.my> (Domain registration number with MYNIC: DIA282781) by Tricor Investor & Issuing House Services Sdn. Bhd. (“**Tricor**”) in Malaysia on Thursday, 2 February 2023 at 10.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN B.H.B. SDN. BHD. (“B.H.B”), A PLANTATION COMPANY, FOR A TOTAL CASH CONSIDERATION OF RM237,500,000 (“PROPOSED B.H.B ACQUISITION”)

“**THAT** subject to the passing of ordinary resolution 2 and relevant approvals being obtained, approval be and is hereby given to WTK to undertake the Proposed B.H.B Acquisition (details of which are set out in the circular to the shareholders of WTK dated 18 January 2023 (“**Circular**”)) in accordance with the terms and conditions as stipulated in the conditional share sale agreement entered into between Harvard Master Sdn. Bhd. (In Liquidation) (“**HMSB**”) and WTK Alpha Sdn. Bhd. (“**WTK Alpha**”) dated 27 October 2022 (salient terms of which are set out in **Appendix IV** of the Circular);

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed B.H.B Acquisition and all agreements entered into pursuant to the Proposed B.H.B Acquisition with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed B.H.B Acquisition, and to assent to any condition, modification, variation and/or amendment relating to the Proposed B.H.B Acquisition as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit.”

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF A PALM OIL MILL TOGETHER WITH THE RELEVANT PLANT AND MACHINERY FOR A TOTAL CASH CONSIDERATION OF RM12,500,000 (“PROPOSED PALM OIL MILL ACQUISITION”)

“**THAT** subject to the passing of ordinary resolution 1 and relevant approvals being obtained, approval be and is hereby given to WTK to undertake the Proposed Palm Oil Mill Acquisition (details of which are set out in the Circular) in accordance with the terms and conditions as stipulated in the conditional sale and purchase agreement entered into between HMSB and WTK Alpha dated 27 October 2022 (salient terms of which are set out in **Appendix V** of the Circular);

AND THAT the Board be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Palm Oil Mill Acquisition and all agreements entered into pursuant to the Proposed Palm Oil Mill Acquisition with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Palm Oil Mill Acquisition, and to assent to any condition, modification, variation and/or amendment relating to the Proposed Palm Oil Mill Acquisition as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit.”

By order of the Board
W T K HOLDINGS BERHAD

LAI SOON ONG
SSM PC No. 202008004416
MIA 30519
COMPANY SECRETARY

SIBU
18 January 2023

Notes:-

1. *The EGM of the Company will be conducted on a fully virtual basis by using the Remote Participation and Voting (“RPV”) facilities provided by Tricor via its TIIH Online website at <https://tiih.online> or <https://tiih.com.my>. Please follow the procedures as set out in the Administrative Guide for the EGM in order to register, participate and vote remotely via RPV.*
2. *According to the Revised Guidance Note and FAQs on the Conduct of General Meeting for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.*
3. *Only depositors whose names appear in the Record of Depositors as at 26 January 2023 shall be regarded as members and entitled to participate and vote remotely at the EGM.*
4. *A member entitled to participate and vote remotely at the EGM is entitled to appoint proxy(ies) to participate and vote remotely in his/ her 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 participate and vote remotely at the EGM shall have the same right as the member to speak at the EGM.*
5. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
6. *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 SICDA which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.*
7. *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.*
8. *The instrument appointing a proxy must be deposited in a hard copy form at the office of Tricor at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereat.*
9. *Completed instrument appointing a proxy sent through facsimile transmission shall not be accepted.*
10. *A member who has appointed a proxy or attorney or authorised representative to participate at the EGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIIH Online website at <https://tiih.online> or <https://tiih.com.my> not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereat.*