

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting of WCT Engineering Berhad will be held at Ground Floor, No. 12, Jalan Majistret U/26, Seksyen U/1, Lot 44, Hickm-Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 26 May 2005 at 11.00 a.m. for the following purposes:-

AGENDA

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2004 and the Reports of the Directors and Auditors thereon. (RESOLUTION 1)
2. To approve the following dividends for the year ended 31 December 2004:- (RESOLUTION 2)
 - (a) A Special Dividend of 12 sen per ordinary share (tax exempt);
 - (b) A Special Dividend of 10 sen per ordinary share (less Malaysian Income Tax of 28%); and
 - (c) A Final Dividend of 7.5 sen per ordinary share (less Malaysian Income Tax of 28%).
3. To re-elect Y.Bhg. Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid who retires as a Director of the Company pursuant to Article 65 of the Company's Articles of Association. (RESOLUTION 3)
4. To re-elect Mr. Tiong Kim Hwa who retires as a Director of the Company pursuant to Article 65 of the Company's Articles of Association. (RESOLUTION 4)
5. To re-elect Mr. Goh Chin Liang who retires as a Director of the Company pursuant to Article 65 of the Company's Articles of Association. (RESOLUTION 5)
6. To re-appoint Messrs Ernst & Young as Auditor of the Company and to authorise the Directors to fix their remuneration. (RESOLUTION 6)
7. As Special Business:-

To consider and, if thought fit, pass the following Ordinary Resolutions:-

- (a) Authority to allot shares (RESOLUTION 7)

THAT, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued share capital of the Company and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

- (b) Proposed renewal of existing shareholders' mandate for WCTE Group to enter into recurrent related party transactions of a revenue or trading nature with related parties ("Proposal" or referred to as "Proposed Shareholders' Mandate") (RESOLUTION 8)

THAT the shareholders' mandate granted by the shareholders of the Company on 20 May 2004 pursuant to paragraph 10.09 of the Bursa Malaysia Securities Berhad ("BMSB") Listing Requirements, authorising the Company and its subsidiaries (the "WCTE Group"), to enter into the Recurrent Related Party Transactions of a revenue or trading nature which are necessary for the WCTE Group's day-to-day operations as set out in paragraph 4.3 of the Circular to Shareholders dated 3 May 2005 ("Circular") with the related parties mentioned therein, be and is hereby renewed.

AND THAT the authority conferred by such renewed and granted mandate shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposal is approved at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed; or
 - (ii) the expiration of the period within the next AGM after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965; or
 - (iii) revoked or varied by resolution passed by the shareholders in general meeting
- whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution.

- (c) Proposed Share Buy-Back by the Company (RESOLUTION 9)

THAT subject to the Companies Act, 1965 (the "Act"), rules, regulations and orders made pursuant to the Act (as may be amended, modified or re-enacted from time to time), the provisions of the Company's Memorandum and Articles of Association and the Listing Requirements of the Bursa Malaysia Securities Berhad ("BMSB") and any other relevant authority, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital as may be determined by the Directors of the Company from time to time through the BMSB subject further to the following:-

- (i) the number of ordinary shares of RM1.00 each in the Company ("Shares") which may be purchased or held by the Company shall not exceed 10 percent of the issued and paid-up share capital for the time being of the Company, subject to a restriction that the issued and paid-up share capital of the Company does not fall below the applicable minimum share capital requirements of the Listing Requirements of the BMSB;
- (ii) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the total retained earnings and share premium account of the Company. The audited retained earnings and share premium account of the Company as at 31 December 2004 amounted to RM174,743,000.
- (iii) the authority conferred by this resolution will commence immediately upon the passing of this ordinary resolution and will continue to be in force until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it shall lapse unless by ordinary resolution passed at that meeting the authority is renewed, either unconditionally or subject to conditions;
 - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by the BMSB and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and

- (iv) upon completion of each purchase of Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the Shares so purchased or to retain the Shares so purchased as treasury shares which may be distributed as dividend to shareholders or resold on the BMSB or subsequently cancelled or to retain part of the Shares so purchased as treasury shares and cancel the remainder and/or to deal with the Shares in any other manner as may be allowed or prescribed by the Act or any other rules, regulations and/or orders made pursuant to the Act and the Listing Requirements of the BMSB and any other relevant authorities for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) of Shares with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.

- (d) Proposed Allocation of Options to Mr. Liang Kai Chong, an Executive Director of the Company (RESOLUTION 10)

THAT the Company and the Board of Directors of Company be and are hereby authorised to offer and grant to Mr. Liang Kai Chong, an Executive Director of the Company, options to subscribe for up to 500,000 new ordinary shares of RM1.00 each in the Company ("WCTE Shares") subject to the provisions of Clause 6 of the By-Laws of the Company's Employees' Share Option Scheme ("ESOS") and to allot and issue from time to time new WCTE Shares pursuant to the acceptance to the Offer (as defined in the By-Laws) and to the exercise of such options, subject always to such terms and conditions of and/or to any adjustments which may be made in accordance with the provisions of the By-Laws governing and constituting the Company's ESOS.

- (e) To transact any other business of which due notice shall have been given in accordance with the Articles of Association of the Company and the Companies Act, 1965.

NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN that the following dividends, if approved by the shareholders at the forthcoming Annual General Meeting, will be payable on 20 June 2005:-

- (a) A Special Dividend of 12 sen per ordinary share (tax exempt);
- (b) A Special Dividend of 10 sen per ordinary share (less Malaysian Income Tax of 28%); and
- (c) A Final Dividend of 7.5 sen per ordinary share (less Malaysian Income Tax of 28%).

The entitlement date shall be fixed on 31 May 2005 and a Depositor shall qualify for entitlement only in respect of

- (a) Shares transferred into the Depositor's Securities Account before 4.00 pm, on 31 May 2005 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

WONG POOI CH BONG
CHAI WAH TECK
Secretaries

Selangor Darul Ehsan
3 May 2005

NOTES: APPOINTMENT OF PROXY

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on his behalf and such proxy may but need not be a member of the Company.
2. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy must be under seal or under the hand of an officer or attorney duly authorised. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 12, Jalan Majistret U/26, Seksyen U/1, Lot 44, Hickm-Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting or any adjourned meeting thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Resolution 7 is proposed pursuant to Section 132D of the Companies Act, 1965 and, if passed, will empower the Directors, from the date of the above Annual General Meeting to issue and allot shares from the unissued share capital of the Company not exceeding 10% of the issued share capital of the Company for such purposes as the Directors would consider to be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
2. Resolution 8, if passed, will renew the Shareholders' Mandate on Recurrent Related Party Transactions and will allow the Company and its subsidiaries to enter into recurrent related party transactions with related parties in the ordinary course of business based on commercial terms which are not more favourable to the related parties than those generally available to the public which are necessary for the Group's day-to-day operations.
3. Resolution 9, if passed, will give the Directors of the Company the authority to purchase through Bursa Malaysia Securities Berhad up to 10% of the issued and paid-up share capital of the Company by utilising the funds allocated out of the retained earnings and/or the share premium account of the Company. This authority will be effective upon the passing of this Ordinary Resolution and, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.
4. Resolution 10, if passed, will authorise the Directors to offer and grant options to Mr. Liang Kai Chong, an Executive Director, to subscribe for up to 500,000 new ordinary shares of RM1.00 each in the Company subject to provisions of the By-Laws of the Company's Employees' Share Option Scheme.

Further information on the Proposed Shareholders' Mandate and Proposed Share Buy-Back are set out in the Circular to Shareholders dated 3 May 2005, despatched together with the Company's Annual Report 2004.