



WCT HOLDINGS BERHAD
Registration No. 201101002327 (930464-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of WCT Holdings Berhad (“WCTH” or the “Company”) will be held at Ballroom 2, Level 2, Le Méridien Petaling Jaya, Paradigm, No. 1, Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 9 April 2025 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications as shall be determined upon at such meeting:-

ORDINARY RESOLUTION 1

PROPOSED DISPOSALS BY (1) GEMILANG WARAS SDN BHD (“GWSB”), (2) JELAS PURI SDN BHD (“JPBS”) AND (3) WCT HARTANAH JAYA SDN BHD (“WCTHJ”) (COLLECTIVELY, THE “VENDORS”) OF (1) BUKIT TINGGI SHOPPING CENTRE, (2) PARADIGM MALL PETALING JAYA AND (3) PARADIGM MALL JOHOR BAHRU (“SUBJECT PROPERTIES”) TO PARADIGM REAL ESTATE INVESTMENT TRUST (“PARADIGM REIT”) FOR A TOTAL SALE AND PURCHASE CONSIDERATION OF RM2,437.00 MILLION TO BE SATISFIED VIA THE ISSUANCE OF 1,600,000,000 NEW UNDIVIDED INTEREST IN PARADIGM REIT (“CONSIDERATION UNITS”) AT AN ISSUE PRICE OF RM1.00 PER CONSIDERATION UNIT AND CASH CONSIDERATION OF RM837.00 million (“PROPOSED DISPOSALS”)

“THAT, subject to the passing of Ordinary Resolutions 2 and 4, the approvals of all relevant authorities and/or parties being obtained (if required) and the conditions precedent in the conditional sale and purchase agreements (“SPAs”) to be entered into by the respective Vendors with RHB Trustees Berhad (on behalf of Paradigm REIT) (“Trustee”) being fulfilled or waived (as the case may be), approval be and is hereby given to the Company, GWSB, JPBS and WCTHJ to dispose of the respective Subject Properties to the Trustee (on behalf of Paradigm REIT) for a total sale and purchase consideration of RM2,437.00 million, to be satisfied via the issuance of 1,600,000,000 Consideration Units at an issue price of RM1.00 per Consideration Unit and the payment of the cash consideration of RM837.00 million, upon the terms and conditions contained in the respective SPAs;

THAT the board of directors of the Company (“Board”) be and is hereby empowered and authorised to determine and at any time following determination, vary, if deemed fit, necessary and/or expedient, any adjustments to be made to the total sale and purchase consideration for any or all of the Subject Properties and the number of the Consideration Units and/or composition of cash or the Consideration Units to be received in connection with the Proposed Disposals, in such manner as the Board shall, in its absolute discretion, deem fit or expedient or in the best interests of the Company;

THAT the proceeds arising from the Proposed Disposals be utilised for the purposes set out in Section 4 of the circular to shareholders of the Company in relation to the Proposals dated 25 March 2025 (“Circular”), and the Board be authorised with full powers to vary the manner and/or purposes of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the approval of the relevant authorities (where required);

AND THAT the Board be and is hereby authorised and empowered to give full effect to the Proposed Disposals with full power to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications, adjustments and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board, to deal with all matters incidental, ancillary to and/or relating thereto, to take all such steps to execute and deliver and/or cause to be executed and delivered the SPAs, memorandum of transfer in favour of the Trustee, the application(s) for the approval of the state authority in respect of the restriction-in-interest for the disposals of the Subject Properties to the Trustee (if applicable), licensing and other arrangements in connection with the proposed listing of the Consideration Units and all such other agreements, arrangements, undertakings, indemnities, transfers, extensions, assignments, deeds, confirmations, declarations and/or guarantees to any party or parties as may be deemed necessary and to do all such acts and matters as it may consider necessary to implement, finalise and give full effect to and complete the Proposed Disposals.”

ORDINARY RESOLUTION 2

PROPOSED OFFERING OF 560,000,000 CONSIDERATION UNITS IN PARADIGM REIT (“OFFER UNITS”) BY WCTHJ COMPRISING:

A. PROPOSED RETAIL OFFERING OF UP TO 254,657,500 OFFER UNITS COMPRISING:

- (i) 194,862,500 OFFER UNITS (“RESTRICTED OFFER UNITS”) TO THE ENTITLED SHAREHOLDERS OF WCTH ON THE BASIS OF 1 RESTRICTED OFFER UNIT FOR EVERY 8 EXISTING ORDINARY SHARES IN WCTH HELD BY THE SHAREHOLDERS OF WCTH WHOSE NAMES APPEAR ON THE RECORD OF DEPOSITORS OF WCTH AS AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER BY THE BOARD (“PROPOSED RESTRICTED OFFERING”);
- (ii) 27,795,000 OFFER UNITS TO THE ELIGIBLE DIRECTORS AND EMPLOYEES (“PROPOSED RESTRICTED PINK FORM OFFERING”); AND
- (iii) 32,000,000 OFFER UNITS, FOR APPLICATION BY THE MALAYSIAN PUBLIC OF WHICH 16,000,000 OFFER UNITS ARE RESERVED FOR APPLICATION BY THE BUMIPUTERA PUBLIC (“PROPOSED PUBLIC OFFERING”) AND

B. PROPOSED INSTITUTIONAL OFFERING OF AT LEAST 305,342,500 OFFER UNITS TO BUMIPUTERA INVESTORS APPROVED BY THE MINISTRY OF INVESTMENT, TRADE AND INDUSTRY OF MALAYSIA AND OTHER INSTITUTIONAL INVESTORS AND SELECTED INVESTORS AT THE INSTITUTIONAL PRICE TO BE DETERMINED BY WAY OF BOOKBUILDING (“PROPOSED INSTITUTIONAL OFFERING”),

SUBJECT TO THE CLAWBACK AND REALLOCATION PROVISIONS (COLLECTIVELY, THE “PROPOSED OFFERING”)

“THAT subject to the passing of Ordinary Resolutions 1 and 4 and the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given for the Company and WCTHJ to undertake and implement the Proposed Offering of 560,000,000 Offer Units in the manner set out in Section 2.3 of the Circular;

THAT the Board be and is hereby empowered and authorised to deal with any fractional entitlements, if any, that may arise from the Proposed Restricted Offering in such manner and on such terms and conditions as the Board shall in its absolute discretion deem fit, necessary and/or expedient or in the best interests of the Company (including, without limitation to disregard such fractional entitlements);

THAT the Board be and is hereby empowered and authorised to appoint Maybank Investment Bank Berhad (“Maybank IB”) as the Managing Underwriter for the Proposed Restricted Pink Form Offering and the Proposed Public Offering;

THAT the Board be and is hereby empowered and authorised to make available for subscription by the institutional investors and selected investors such Offer Units under the Proposed Institutional Offering and to appoint Maybank IB as the Bookrunner;

THAT the proceeds from the Proposed Offering be used for the purposes as set out in Section 4 of the Circular, and the Board be authorised with full powers to vary the manner and/or purpose of use of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (where required);

AND THAT the Board be and is hereby authorised and empowered to take all such steps and to do all acts, deeds and things to execute, enter into, sign and deliver for and on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement and give full power to fix and vary the entitlement date and time, payment date and/or effective date for the Proposed Offering and assent to and accept any conditions, modifications, variations, arrangements and/or amendments as may be required or imposed or permitted by the relevant authorities/parties and with full power to make any amendments, variations or modifications to the terms and/or conditions of the Proposed Offering, including any amendments to the number of Units to be offered under the Proposed Offering, in any manner as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in the best interests of the Company.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF THE OFFER UNITS TO THE ELIGIBLE DIRECTORS OF THE COMPANY UNDER THE PROPOSED RESTRICTED PINK FORM OFFERING

“THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the Board to allocate an aggregate of 1,000,000 Offer Units to the following eligible directors of the Company pursuant to the Proposed Restricted Pink Form Offering:

Name	Designation	No. of Pink Form Units allocated
Datuk Chow Ying Choon	Deputy Managing Director	500,000
Tan Sri Marzuki Bin Mohd Noor	Independent Non-Executive Director	100,000
Datuk Ab Wahab Bin Khalil	Independent Non-Executive Director	100,000
Dato’ Ng Sooi Lin	Independent Non-Executive Director	100,000
Ng Soon Lai @ Ng Siek Chuan	Independent Non-Executive Director	100,000
Rahana Binti Abdul Rashid	Independent Non-Executive Director	100,000
		1,000,000

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the proposed allocation to the eligible directors of the Company with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Board to be in the best interest of the Company, to execute, sign and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the proposed allocation to the eligible directors of the Company as well as to deal with all matters relating thereto and/or to do all such acts and things as the Board may deem fit and expedient in the best interest of the Company.”

ORDINARY RESOLUTION 4

PROPOSED ADMISSION OF PARADIGM REIT TO THE OFFICIAL LIST OF THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (“BURSA SECURITIES”) AND THE LISTING OF AND QUOTATION FOR 1,600,000,000 UNITS ON THE MAIN MARKET OF BURSA SECURITIES (“PROPOSED LISTING”)

“THAT subject to the passing of Ordinary Resolutions 1 and 2 and the approvals of all relevant authorities and/or parties being obtained (if required), approval be and is hereby given to the Company to undertake and implement the listing of and quotation for 1,600,000,000 Units on the Main Market of Bursa Securities;

AND THAT the Board be and is hereby authorised and empowered to complete and to do all such steps and to do all acts, deeds and things (including approving, modifying and executing all documents) as it may consider necessary, expedient and/or appropriate in connection with the Proposed Listing with full power to give effect or assent to any conditions, modifications, variations and/or amendments in any manner as may be required/permitted by the relevant authorities/parties or otherwise deemed by the Board to be in the best interests of the Company.”

By Order of the Board
WCT HOLDINGS BERHAD

LOH CHEE MUN (SSM PC No. 201908002041/MAICSA 7025198)
CHU POH WAN (SSM PC No. 202508000069/MAICSA 7032547)
Company Secretaries

Selangor Darul Ehsan
25 March 2025

Notes:-

- For the purposes of determining a member who shall be entitled to attend, speak and vote at the EGM, the Company shall be requesting the Record of Depositors as at 3 April 2025. Only a depositor whose name appears on the Record of Depositors as at 3 April 2025 shall be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and vote on his/her stead.
- A member entitled to attend and vote at the general meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead and such proxy may but need not be a member of the Company.
- Where a member of the Company is an Exempt Authorised Nominee defined under the Securities Industry (Central Depositories) Act, 1991 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.
- Where a member appoints two (2) proxies or where an Exempt Authorised Nominee appoints two (2) or more proxies, the appointment shall only be valid if the proportion of shareholdings to be represented by each proxy is clearly specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
- The Form of Proxy must be deposited at the Share Registrar Office of the Company at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or deposit the Form of Proxy by electronic means through the BoardRoom Smart Investor Portal at <https://investor.boardroomlimited.com> on or before 8 April 2025 at 11.00 a.m.
- All resolutions set out in this Notice will be put to vote by poll pursuant to Paragraph 8.29(A) of the Main Market Listing Requirements of Bursa Securities.

A copy of the Notice of EGM, Form of Proxy, Circular to Shareholders, Administrative Details and Requisition Form are available for download at <https://www.wct.com.my/EGM/>