

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused this Circular pursuant to the provisions of Practice Note 18 of the Main Market Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



WCE HOLDINGS BERHAD

Registration no. 200001031761 (534368-A)

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The notice of the Twenty-Second Annual General Meeting of WCE Holdings Berhad to be held on a virtual basis through live streaming from the Broadcast Venue at Unit 7-21, Wisma Conlay, No. 1, Jalan USJ 10/1, Taipan Business Centre, 47620 Subang Jaya, Selangor using the Remote Participation and Voting Facilities on Wednesday, 30 August 2023 at 2.30 p.m., is set out in the Annual Report of WCE Holdings Berhad for the financial year ended 31 March 2023.

A Form of Proxy is enclosed in the Annual Report of WCE Holdings Berhad for the financial year ended 31 March 2023. You are requested to complete and deposit the Form of Proxy at the Company's Registered Office at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, via email at Shirleen.Wong@my.tricorglobal.com and/or Kar.Mun.Thong@my.tricorglobal.com and/or Shirley.Fong@my.tricorglobal.com or alternatively, electronically lodge with the Poll Administrator of the Company via www.metramanagement.com.my, not less than forty-eight (48) hours before the time fixed for holding the meeting as set out above. The lodging of the Form of Proxy will not preclude you from participating and voting remotely at the meeting should you subsequently find that you are able to do so.

This Circular is dated 28 July 2023

DEFINITIONS

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:-

- “Act” : Companies Act, 2016 as amended from time to time and any re-enactment thereof
- “AGM” : Annual General Meeting
- “Board” : Board of Directors of WCEHB
- “Bursa Securities” : Bursa Malaysia Securities Berhad
(Registration no. 200301033577 (635998-W))
- “Director” : The meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a Director or a Chief Executive Officer of the Company and its subsidiaries
- “IJM” : IJM Corporation Berhad
(Registration no. 19830100880 (104131-A))
- “IJM Group” : IJM Corporation Berhad, its subsidiaries and associates
- “WCEHB” or “the Company” : WCE Holdings Berhad
(Registration no. 200001031761 (534368-A))
- “WCEHB Group” : WCE Holdings Berhad and its subsidiaries
- “WCEHB Share(s)” : Ordinary shares
- “WCESB” : West Coast Expressway Sdn Bhd, (Registration no. 199501010689 (339890-P)), an 80%-owned subsidiary of the Company
- “Listing Requirements” : Main Market Listing Requirements of Bursa Securities including any amendment thereto that may be made from time to time
- “Major Shareholder” : A person who has an interest or interests in one or more voting shares in the Company and the number of that share, or the aggregate of the number of those shares, is:-
- (a) 10% or more of the aggregate of the number of all the voting shares in the Company; or
 - (b) 5% or more of the aggregate of the number of all the voting shares in the Company where such person is the largest shareholder of the Company

For the purpose of this definition, “interest in shares” shall have the meaning given in Section 8 of the Act

This includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company as defined above (or any other company which is its subsidiary or holding company)

DEFINITIONS (Cont'd)

“NA”	:	Net assets
“Proposed Renewal of Existing Shareholders’ Mandate”	:	Proposed renewal of existing shareholders’ mandate for Recurrent RPT to be entered into by WCEHB Group from the date of the forth coming AGM until the next AGM
“Proposed Shareholders’ Mandate”	:	Proposed renewal of existing shareholders’ mandate for WCEHB Group to enter into Recurrent RPT
“Person(s) Connected”	:	In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:- <ul style="list-style-type: none">(i) a family member of the Director or Major Shareholder;(ii) a trustee of a trust (other than a trustee for an employee share scheme or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder, is the sole beneficiary;(iii) a partner of the Director or Major Shareholder;(iv) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;(v) a person in accordance with those directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;(vi) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;(vii) a body corporate or its directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;(viii) a body corporate in which the Director or Major Shareholder are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or(ix) a body corporate which is a related corporation
“Recurrent RPT”	:	Related Party Transactions involving recurrent transactions of a revenue or trading nature which are necessary for the WCEHB Group’s day-to-day operations and are in the ordinary course of business of the Group
“Related Parties”	:	A Director, Major Shareholder or person connected with such Director or Major Shareholder
“Related Party Transaction”	:	A transaction entered into by WCEHB Group which involves the interest, direct or indirect, of a Related Party
“RM” and “sen”	:	Ringgit Malaysia and sen respectively

DEFINITIONS *(Cont'd)*

- “Substantial Shareholder” : A person who has interest in one of more voting shares in the Company and the number or the aggregate number of such shares is not less than 5% of the total number of all the voting shares in the company, as defined under Section 136 of the Act
- “Shareholders’ Mandate” : A shareholders’ general mandate pursuant to Paragraph 10.09 of the Listing Requirements
- “Transacting Company” : A company which enters into Recurrent RPT with WCEHB Group for which the Shareholders’ Mandate is being sought

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CONTENTS

LETTER TO SHAREHOLDERS CONTAINING:-	PAGE
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE	2
3. AMOUNT DUE AND OWING TO WCEHB GROUP BY RELATED PARTIES	7
4. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE	7
5. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE	7
6. APPROVALS REQUIRED	7
7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	8
8. AGM	9
9. DIRECTORS' RECOMMENDATION	9
10. FURTHER INFORMATION	9
 APPENDIX I	
ADDITIONAL INFORMATION	10



Registration no. 200001031761 (534368-A)
(Incorporated in Malaysia)

Registered Office:

Unit 30-01, Level 30
Tower A, Vertical Business Suite
Avenue 3, Bangsar South
No. 8, Jalan Kerinchi
59200 Kuala Lumpur

28 July 2023

Directors:

Datuk Ir. Hamzah bin Hasan (*Chairman/Independent Non-Executive Director*)
Datuk Wira Hj. Hamza bin Taib (*Senior Independent Non-Executive Director*)
Ms Lee Chui Sum (*Independent Non-Executive Director*)
Mr Tan Chor Teck (*Independent Non-Executive Director*)
Datuk Oh Chong Peng (*Non-Independent Non-Executive Director*)
Mr Lee Chun Fai (*Non-Independent Non-Executive Director*)
Mr Tang King Hua (*Non-Independent Non-Executive Director*)
Mr Vuitton Pang Hee Cheah (*Non-Independent Non-Executive Director*)

To: Shareholders of WCE Holdings Berhad

Dear Shareholders,

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the AGM held on 29 August 2022, the shareholders of WCEHB had approved the general mandate for WCEHB Group to enter into Recurrent RPT. As the shareholders' mandate is subject to annual renewal, any authority conferred shall only continue to be in force until the conclusion of the forthcoming AGM, unless the approval is renewed.

In view of the authority expiring at the conclusion of the forthcoming AGM of WCEHB, which will be held on 30 August 2023, the Company had on 6 July 2023 announced that the Company shall seek the approval of the shareholders of WCEHB at the forthcoming AGM for the Proposed Renewal of Shareholders' Mandate.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate and to seek your approval for the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming AGM.

The Notice of the AGM is set out in the Annual Report 2023 of the Company.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATE

The principal activity of WCEHB is investment holding. WCEHB's subsidiaries are principally involved in construction, toll concession, toll operation, maintenance and ancillary services and the provision of management services.

The Board wishes to seek the approval from the shareholders of WCEHB for the Proposed Shareholders' Mandate which would enable the WCEHB Group, in its ordinary course of business, to enter into transactions for its day-to-day operations with the Related Parties as set out in Section 2.4 below, provided that such transactions are in the ordinary course of business and undertaken at arms' length, on normal commercial terms of the WCEHB Group which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

2.1 Listing Requirements

Under Part E, Paragraph 10.09 of the Listing Requirements, a listed issuer may seek a shareholders' mandate for Recurrent RPT subject to the following:

- (a) The transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (b) The shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to shareholders' mandate during the financial where the aggregate value is equal to or more than the threshold prescribed below in relation to a listed issuer with an issued and paid-up capital of RM60 million and above:-
 - (i) the consideration, value of assets, capital outlay or costs of the Recurrent RPT is RM1 million or more; or
 - (ii) the percentage ratio of such Recurrent RPT is 1% or more,whichever is the higher;
- (c) The issuance of circular to shareholders for the shareholders' mandate includes the information as may be prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information. However, pursuant to Paragraph 2.1(gA) of Practice Note 18 of the Listing Requirements, the renewal of shareholders' mandate for recurrent transactions is not required to be submitted to Bursa Malaysia for limited review;
- (d) In a meeting to obtain shareholders' mandate, the interested Director, interested Major Shareholder or interested person connected with a Director or Major Shareholder; and where it involves the interest of an interested person connected with a Director or Major Shareholder, such Director or Major Shareholder, must not vote on the resolution to approve the transactions. An interested Director or Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (e) The listed issuer immediately announces to Bursa Securities when the actual value of a Recurrent RPT entered into by the Company, exceeds the estimated value of the Recurrent RPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

2.2 Validity Period of the Proposed Shareholders' Mandate

The authority to be conferred pursuant to the Proposed Shareholders' Mandate, if approved by the shareholders, shall take effect from the passing of the ordinary resolution proposed at the forthcoming AGM and shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following the general meeting at which such mandate was passed at which time it will lapse unless by a resolution passed at a general meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

The validity period of the Shareholders' Mandate will, if approved by the shareholders at the forthcoming AGM, apply in respect of the Recurrent RPT entered or to be entered into as stipulated in Section 2.4 below. The estimated annual amounts of the transactions are based on the value of the transactions entered into during the validity period of the Shareholders' Mandate. However, the actual value of transactions may vary from the estimated value disclosed in Section 2.4, in light of the changing economic and competitive environment.

2.3 Disclosure in the Annual Report

Disclosure will be made in the Company's annual report for the year 2023 of the actual aggregate value of transactions as set out in Section 2.4 contemplated pursuant to the Proposed Shareholders' Mandate during the financial year, based on the following information:

- (a) the type of the Recurrent RPT made; and
- (b) the names of the Related Parties involved in each type of the Recurrent RPT made and their relationship with the Company.

2.4 Proposed Shareholders' Mandate

The Proposed Shareholders' Mandate will apply to Recurrent RPT with the following classes of Related Parties whose details are as follows:

No.	WCEHB Group with the following Transacting Company	Nature of Transaction	Interested Related Party	Estimated value during the validity of the Proposed Shareholders' Mandate ^{*1} (RM'000)
(1)	IJM Group	Project billings for construction work ^{*2} by IJM Group	IJM ^{*3}	2,000,000
(2)	IJM Group	Interest on trade debts/advances charged by IJM Group	IJM ^{*3}	10,000
(3)	IJM Group	Interest on trade debts/advances charged to IJM Group	IJM ^{*3}	5,000
(4)	IJM Group	Project billings for construction work ^{*2} for IJM Group	IJM ^{*3}	1,000,000

Notes: -

- *1 The estimated values set out above are based on management estimates. Due to the nature of the transactions, the actual values of the transactions may vary from the estimated values due to changes in inter-alia, market conditions and market prices. Disclosure will be made in 2024 Annual Report of the Company on the breakdown of the actual aggregate value of the transactions made pursuant to the shareholders' mandate during the financial year.*
- *2 Construction contracts include piling works, building construction, mechanical and electrical services and infrastructure works.*
- *3 IJM is a Major Shareholder of WCEHB by virtue of its 26.65% direct interest in WCEHB.*

2.5 Existing Shareholders' Mandate

Details of the Recurrent RPT of which the mandate was received during the previous AGM and actual transacted amount are set out below:

No.	WCEHB Group with the following Transacting Company	Nature of Transaction	Estimated value of Transactions disclosed in the preceding year's Circular to Shareholders dated 28 July 2022 (RM'000)	Actual value incurred from 29 August 2022 to 17 July 2023, being the latest practicable date before the printing of this Circular (RM'000)
(1)	IJM Group	Project billings for construction work by IJM Group	2,000,000	331,447
(2)	IJM Group	Interest on trade debts/advances charged by IJM Group	10,000	6,193
(3)	IJM Group	Interest on trade debts/advances charged to IJM Group	5,000	-
(4)	IJM Group	Project billings for construction work for IJM Group	1,000,000	25,910

2.6 Pricing

The terms of the pricing of the above Recurrent RPT are consistent with the WCEHB Group's usual business pricing practices and policies.

At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities.

In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be determined by the Group based on those offered by/to other unrelated third parties for the same or substantially similar type of transaction to ensure that the Recurrent RPT is not detrimental to the WCEHB Group.

2.7 Review Procedures for the Recurrent RPT

There are procedures established by the Group to ensure that Recurrent RPT are undertaken on an arm's length basis and on the Group's normal commercial terms, consistent with the Group's usual business practices and policies, which are generally not more favourable to the Transacting Companies than those generally available to the public and are not detrimental to the interests of the minority shareholders of WCEHB.

Any invitation of tender or quotation by a Related Party for construction contracts in connection with construction and infrastructure projects are determined in accordance with the Group's normal business practices and policies, consistent with the usual margin of the Group for the similar type of transactions made by the Group with unrelated parties.

The quotation for construction contracts will be evaluated and reviewed by the Management and professional consultants to ensure that the terms offered to a Related Party are generally not more favourable to a Related Party than those generally available to the public.

The Management will propose the quotation for construction contracts to the Executive Committee, which comprises members of the Board, for review and approval of final tender for the contracts.

In addition, the WCEHB Group has implemented the following procedures to supplement the above procedures: -

- (a) A list of Related Parties was circulated to the Directors and Management of the Company and its subsidiaries to notify that all Recurrent RPT are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the Transacting Companies than those generally available to the public and are not detrimental to the interests of the minority shareholders;
- (b) All Recurrent RPT are reviewed by the Audit Committee of the Company;
- (c) A register is being maintained by the Company to record all Recurrent RPT which are entered into pursuant to the Proposed Shareholders' Mandate;
- (d) The annual internal audit plan has incorporated a review of all Recurrent RPT entered into pursuant to the Proposed Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to;
- (e) The Board and the Audit Committee have reviewed the internal audit reports to ascertain that the guidelines and procedures established to monitor Recurrent RPT have been complied with and the review is done at every quarter together with the review of quarterly results; and
- (f) The Board and the Audit Committee shall review the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee as the case may be, he will abstain from any decision making by the Board or the Audit Committee in respect of that transaction.

2.8 Audit Committee Statement

The Audit Committee of the Company has seen and reviewed the procedures mentioned in Section 2.7 above and is of the view that the said procedures are sufficient to ensure that the Recurrent RPT are not more favourable to the Transacting Companies than those generally available to the public and are not detrimental to the interests of the minority shareholders. The Audit Committee of the Company is also of the view that the Group has in place adequate procedures and processes to monitor, track and identify Recurrent RPT in a timely and orderly manner. The Audit Committee's review of the procedures will be conducted on a quarterly basis together with the review of quarterly results, or such frequency as the Audit Committee considers appropriate having regard to the value and the frequency of the related party transactions.

2.9 Guidelines on Thresholds of Authority

There are no specific thresholds for approval of Recurrent RPT within the WCEHB Group. However, all Recurrent RPT are subject to the approval of appropriate level of authority as determined by senior management and/or the Board from time to time, subject to the provisions in the Listing Requirements and/or the Act, where necessary.

3. AMOUNT DUE AND OWING TO WCEHB GROUP BY RELATED PARTIES

As at 31 March 2023, a total amount of RM197.60 million was due and owing to WCEHB Group by IJM Properties Sdn Bhd ("IJMP"), a wholly-owned subsidiary of IJM Land Berhad ("IJML") which in turn is a wholly-owned subsidiary of IJM Corporation Berhad ("IJM"), which had not exceeded credit term.

The amount pertains to the Proposed sale of a total 400,000 ordinary shares of Radiant Pillar Sdn Bhd ("RPSB"), representing entire 40% equity interest in RPSB to IJM for a total cash consideration of RM494.00 million ("Proposed Disposal"). The Proposed Disposal has been completed on 28 February 2023 upon IJM paying a total of RM296.40 million representing 60% of the total the disposal consideration. The remaining outstanding amount of the 40% amounting to RM197.60 million are due and payable in two tranches of RM98.80 million on 28 August 2023 and RM98.80 million on 28 November 2023 respectively. These amounts are secured by a corporate guarantee of IJML.

4. RATIONALE FOR THE PROPOSED SHAREHOLDERS' MANDATE

The Recurrent RPT envisaged under the Proposed Shareholders' Mandate are in the ordinary course of business of the WCEHB Group and are undertaken at arms' length, on normal commercial terms of the WCEHB Group which are not more favourable to the Transacting Companies than those generally available to the public and are not to the detriment of the minority shareholders.

The Proposed Shareholders' Mandate and the subsequent renewal of the Shareholders' Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek shareholders' approval as and when potential recurrent transactions with Transacting Companies arise, thereby reducing the time and expenses in convening such meetings without compromising the corporate objectives and adversely affecting business opportunities available to the Group.

In addition, the WCEHB Group has long-standing business relationships with the Transacting Companies. The Transacting Companies have a proven track record of performance and have supported the Group for a long time.

5. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATE

The Proposed Shareholders' Mandate is not expected to have any effect on the share capital of WCEHB and substantial shareholders' shareholdings, NA and earnings per share of WCEHB Group.

6. APPROVALS REQUIRED

The Proposed Shareholders' Mandate is subject to the approval of the shareholders of WCEHB at the forthcoming AGM.

7. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

The Directors, Major Shareholders and/or persons connected with them who are interested are disclosed in Section 2.4 above. Their direct and indirect shareholdings in the Company based on the Register of Substantial Shareholders and the Register of Directors' shareholdings as at 30 June 2023 are as follows:

Related Party	Nature of interest	Number of shares held as at 30 June 2023			
		Direct	%	Indirect	%
IJM	Major Shareholder	796,105,843	26.65	-	-
Person connected to IJM					
Mr. Lee Chun Fai	Director* ¹	-	-	-	-

Notes:-

**¹ Director of WCEHB and IJM's nominee director*

Other than disclosed in Section 2.4 and the above, none of the other Directors and/or Major Shareholders of the Company has any interest, direct or indirect, in the Proposed Shareholders' Mandate. In addition, none of the persons connected to the Directors and/or Major Shareholders of the Company have any interest, direct or indirect, in the Proposed Shareholders' Mandate.

IJM, being Major Shareholders of the Company, are deemed interested in the resolution pertaining to the Proposed Shareholders' Mandate. Our Director, Mr Lee Chun Fai is IJM's nominee director, had abstained and will continue to abstain from deliberating and voting on the resolution pertaining to the Proposed Shareholders' Mandate at the relevant meetings of the Board.

The interested Director, interested Major Shareholder (as stated in the aforesaid table) and/or person connected with the Director and/or Major Shareholder of WCEHB will abstain and continue to abstain from voting in respect of their direct and indirect shareholdings in the Company on the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM. The interested Director and Major Shareholder have undertaken to ensure that the person connected with them will abstain and continue to abstain from voting on the resolution in respect of the Proposed Shareholders' Mandate.

8. AGM

An AGM (the notice of which is set out in the Annual Report of WCEHB for the financial year ended 31 March 2023) will be conducted fully virtual through online platform at www.metramanagement.com.my provided by Metra Management Sdn. Bhd. in Malaysia on Wednesday, 30 August 2023 at 2.30 p.m., is set out in the Annual Report of WCEHB for the financial year ended 31 March 2023.

If you are unable to participate at the AGM, you are requested to complete and return the Form of Proxy enclosed in the Annual Report of WCEHB for the financial year ended 31 March 2023 in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting thereof at which the person named in appointment proposes to vote:

(i) In hard copy form

The proxy form must be deposited at the registered office of the Company situated at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(ii) By electronic form means via email

The proxy form must be received via email at Shirleen.Wong@my.tricorglobal.com and/or Kar.Mun.Thong@my.tricorglobal.com and/or Shirley.Fong@my.tricorglobal.com.

(iii) By electronic form means via online

The proxy form appointment must be made electronically via Metra Portal website at www.metramanagement.com.my (Domain Registration No. D1A403946). Please refer to the Procedure for Electronic Submission of Proxy Form as set out in Annexure of the Administrative Guide of this AGM.

For options (ii) and (iii), the Company may request any member to deposit original executed proxy form to its registered office before or on the day of meeting for verification purpose.

9. DIRECTORS' RECOMMENDATION

Your Board (with the exception of Mr Lee Chun Fai) are of the opinion that the Proposed Shareholders' Mandate is reasonable and in the best interest of the Company. Accordingly, your Board (with the exception of Mr Lee Chun Fai) recommend that you vote in favour of the resolution pertaining to the Proposed Shareholders' Mandate to be tabled at the forthcoming AGM.

10. FURTHER INFORMATION

Shareholders are requested to refer to Appendix I for additional information.

Yours faithfully
For and on behalf of the Board of
WCE Holdings Berhad

Datuk Ir. Hamzah bin Hasan
Chairman / Independent Non-Executive Director

ADDITIONAL INFORMATION**1. Responsibility Statement**

This Circular has been seen and approved by the Board and its members have collectively and individually accepted full responsibility for the accuracy of the information given and confirmed that, after making all reasonable enquiries to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular misleading.

2. Material Contracts

On 25 November 2022, KEB Management Sdn Bhd, a wholly-owned subsidiary of the Company, and WCE Maju Sdn Bhd (formerly known as KEB Builders Sdn Bhd), a wholly-owned subsidiary of KEB Plantations Holdings Sdn Bhd, which in turn is a wholly-owned subsidiary of the Company had entered into a conditional Share Sale Agreement (“SSA”) with IJM Properties Sdn Bhd (“IJMP”) for the proposed disposal of a total 400,000 ordinary shares in Radiant Pillar Sdn Bhd (“RPSB”), representing their entire 40% equity interest in RPSB to IJMP, for a total cash consideration of RM494.00 million (“Proposed Disposal”).

IJM is the Company’s major shareholder and is deemed interested in the Proposed Disposal by virtue of it being the holding company of IJM Land Berhad, which in turn is the holding company of IJMP. Mr Lee Chun Fai, our Non-Independent Non-Executive Director, is deemed as an interested director in the Proposed Disposal by virtue of him being IJM’s nominee director of the Company. He was the Deputy Chief Executive Officer and Deputy Managing Director of IJM.

The Company obtained the approval for the Proposed Disposal from its non-interested share holders at the extraordinary general meeting held on 20 February 2023 and on 28 February 2023, the SSA was completed.

3. Material Litigation

WCEHB and its subsidiaries are not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Directors of WCEHB have no knowledge of any proceedings pending or threatened against WCEHB or its subsidiaries or of any other facts likely to give rise to any proceedings which may materially affect the financial position and business of the WCEHB Group.

4. Documents Available for Inspection

Copies of the following documents are available for inspection at the Registered Office of WCEHB during normal business hours on any working day from the date of this Circular up to and including the date of the AGM:

- (i) The Constitution of WCEHB; and
- (ii) The Audited Financial Statements of WCEHB for the financial year ended 31 March 2022 and 31 March 2023.