

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 advisers immediately.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has perused the contents of this Circular in respect of the proposed new shareholders' mandate for recurrent related party transactions of a revenue or trading nature on a limited review basis pursuant to the provisions of Guidance Note 22 of the ACE 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.

Alliance Islamic Bank Berhad ("**AIS**"), being the Sponsor of WTEC Group Berhad ("**WTEC Group**" or the "**Company**") has reviewed this Circular pursuant to Rule 4.27(2) of the ACE Market Listing Requirements of Bursa Securities prior to the issuance of this Circular. The admission of the Company to the ACE Market of Bursa Securities was advised and sponsored by AIS.



WTEC GROUP BERHAD
[Registration No. 202401017425 (1563275-K)]
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE
("PROPOSED NEW SHAREHOLDERS' MANDATE")**

The above Proposed New Shareholders' Mandate will be tabled at the Extraordinary General Meeting of the Company ("**EGM**") to be held at Bangi Resort Hotel, Level 3, Matahari 1, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Friday, 18 July 2025 at 10:00 a.m. The Notice of the EGM together with the Form of Proxy are set out in the Circular to Shareholders of the Company available on the Company's website at www.wtecgroupp.com.my

A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. If you intend to appoint a proxy to attend and vote at the EGM on your behalf, the Form of Proxy must be completed and deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or lodged electronically via SS e-Portal at <https://sshsb.net.my/>, not later than forty-eight (48) hours before the time fixed for holding the EGM or any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last day, date and time for lodging the Form of Proxy : Wednesday, 16 July 2025 at 10:00 a.m.

Day, date and time of the EGM : Friday, 18 July 2025 at 10:00 a.m.

This Circular is dated 3 July 2025

DEFINITIONS

Except where the context otherwise requires, the following terms and abbreviations (*in alphabetical order*) shall apply throughout this Circular (*definition denoting singular also include the plural and vice versa, where applicable*)

“Act”	: Companies Act 2016
“AGM”	: Annual General Meeting of WTEC Group
“ARMC”	: Audit and Risk Management Committee of WTEC Group
“Board”	: Board of Directors of WTEC Group
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Circular”	: This circular to shareholders of WTEC dated 3 July 2025 in relation to the Proposed New Shareholders Mandate
“Director(s)”	: Shall have the meaning given in Section 2(1) of the Act and Section 2(1) of the Capital Markets and Services Act 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a Director of the Company or any other company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding company
“EGM”	: Extraordinary General Meeting of WTEC Group
“FYE”	: Financial Year Ended / Ending 31 December, as the case may be
“Group”	: WTEC Group and its subsidiaries, collectively
“Listing Date”	: 29 April 2025, the date when WTEC Group was admitted to the Official List of Bursa Securities
“Listing Requirements”	: ACE Market Listing Requirements of Bursa Securities
“LPD”	: 26 June 2025, being the latest practicable date prior to the printing of this Circular.
“Major Shareholder(s)”	: Shall be as defined in the Listing Requirements, and means a person who has an interest or interests in one (1) or more voting shares in the Company and the number or aggregate number of those shares, is 10% or more of the total number of voting shares in the Company; or 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company (“ interest in shares ” shall have the meaning given in Section 8 of the Act) and for the purpose of the Proposed New Shareholders’ Mandate includes any person who is or was within the preceding (6) months from the date on which the terms of the transactions were agreed upon, a major shareholder of WTEC Group, its subsidiary or holding company

DEFINITIONS (Cont'd)

- "Person(s) connected" : In relation to a Director or Major Shareholder, means such person who falls under any one (1) of the following categories:-
- i. a family member of the Director or Major Shareholder (for the purpose of this definition, "**family**" means and includes spouse, parent, child including an adopted child and step-child, brother or sister, spouse of child including an adopted child and step-child, and spouse of brother or sister);
 - ii. a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the Director, Major Shareholder or their family member, is the sole beneficiary;
 - iii. a partner of the Director or Major Shareholder, or a partner of a person connected with that Director or Major Shareholder;

a person, or where the person is a body corporate, the body corporate or its directors, 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;
 - iv. a person, or where the person is a body corporate, the body corporate or its directors whose directions, in accordance with whose directions, instructions or wishes the Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - v. a body corporate in which the Director, Major Shareholder or persons connected with them 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
 - vi. a body corporate which is a related corporation (for the purpose of this definition, "**related corporation**" means a corporation which is the holding company of another corporation; a subsidiary of another corporation; or a subsidiary of the holding company of another corporation) of the Director or Major Shareholder.
- "Mandate Period" : The period during which the RRPT(s) are to be entered into for which the Proposed New Shareholders' Mandate are being sought. This period shall commence immediately upon passing of the ordinary resolution for the Proposed New Shareholders' Mandate during the forthcoming EGM or any adjournment thereof until:
- (a) the conclusion of the next AGM, unless the authority is renewed by a resolution passed at the next AGM; or
 - (b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but will not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,
- whichever is earlier.
- "Proposed New Shareholders' Mandate" : Proposed new shareholders' mandate for the Group to enter into RRPT(s) during the Mandate Period
- "Related Party(ies)" : Director(s), Major Shareholder(s) or person(s) connected with such Director(s) or Major Shareholder(s)
- "RM" and "sen" : Ringgit Malaysia and Sen, respectively

DEFINITIONS (Cont'd)

“RRPT(s)”	: Related party transaction(s) involving recurrent transactions of a revenue or trading nature which are necessary for the Group’s day-to-day operations and are entered into by the Group in the ordinary course of business, which involves the interest, direct or indirect, of Related Party(ies)
“SSA”	: Conditional shares sale agreement dated 19 August 2024 entered into between WTEC Group and the respective shareholders of WTEC for the acquisition of WTEC. The transaction was completed on 3 March 2025.
“Substantial Shareholder(s)”	: Shall have the meaning given in Section 136 of the Act
“Wansern Foam	: Wansern Foam Industry Sdn. Bhd. [Registration No. 199401003817 (289496-X)]
“Wansern Marketing”	: Wansern Marketing Sdn. Bhd. [Registration No. 199601027317 (399669-H)]
“WTEC Group” or “Company”	: WTEC Group Berhad [Registration No. 202401017425 (1563275-K)]

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DEFINITIONS (Cont'd)

Unless otherwise stated, the information set out above in relation to the Major Shareholder(s), Director(s), and Person(s) Connected is as at the LPD.

In this Circular, unless there is something in the subject or context inconsistent herewith, words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of a day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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WTEC GROUP BERHAD
[Registration No. 202401017425 (1563275-K)]
(Incorporated in Malaysia)

Registered Office:
Level 7 Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan

3 July 2025

Board of Directors

Teresa Tan Siew Kuan (*Independent Non-Executive Chairperson*)
Tan Kok Kheng (*Group Managing Director*)
Tiow See Yen (*Group Executive Director*)
Eu Tiong Nam (*Non-Independent Non-Executive Director*)
Christine Toh Hung Mei (*Independent Non-Executive Director*)
Chan Lay Khim (*Independent Non-Executive Director*)
Ir. Tee Kiam Hong (*Independent Non-Executive Director*)

To: The Shareholders of WTEC Group

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE

1. INTRODUCTION

On 19 June 2025, the Company announced to Bursa Securities that the Company intends to seek the shareholders' approval to undertake the Proposed New Shareholders' Mandate at the forthcoming EGM, which will be held at Bangi Resort Hotel, Level 3, Matahari 1, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Friday, 18 July 2025 at 10:00 a.m.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION AND TO EXPLAIN THE DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE TOGETHER WITH THE RECOMMENDATION OF THE BOARD TO SEEK YOUR APPROVAL FOR THE ORDINARY RESOLUTION IN RELATION TO THE PROPOSED NEW SHAREHOLDERS' MANDATE TO BE TABLED AT THE FORTHCOMING EGM. THE NOTICE OF THE EGM TOGETHER WITH THE FORM OF PROXY ARE ENCLOSED IN THIS CIRCULAR.

SHAREHOLDERS ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Rule 10.09(2) and Guidance Note 8 of the Listing Requirements, a listed corporation may seek a mandate from its shareholders for RRPT(s) entered into by the listed corporation or its subsidiaries, which involves the interest, direct, or indirect, of a related party, and which are necessary for the day-to-day operations of a listed corporation or its subsidiaries, subject to, inter-alia, the following:-

- a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- b) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the following threshold prescribed:-

“in relation to a listed corporation with a share capital which is less than RM60 million:-

- i. the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1 million or more; or
- ii. the percentage ratio of such RRPT(s) is 1% or more,

whichever is the lower”;

- c) the issuance of a circular to shareholders for the shareholders' mandate, which shall include information as may be prescribed by Bursa Securities and which shall be submitted to Bursa Securities for perusal together with a checklist showing compliance with such information;
- d) in a meeting to obtain shareholder 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 shareholder mandate. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution to seek the shareholder mandate; and
- e) the listed corporation immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed corporation, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and the announcement must include the information as may be prescribed by Bursa Securities.

2.2 Background

The RRPTs are detailed in Section 2.5 of this Circular. It is likely that such transaction will occur with some degree of frequency and could arise at any time.

In view of the frequent nature of such RRPTs, the Board is seeking a new shareholders' mandate for the Group to enter into such transactions in the normal course of business with the classes of Related Parties set out in Section 2.4 of this Circular. Such transaction is entered into on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders. The RRPTs are also subject to the review procedures set out in Section 5 of this Circular.

The Proposed New Shareholders' Mandate is subject to annual renewal. The authority, if approved by the shareholders at the forthcoming EGM, shall continue to be in force until:-

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

whichever is earlier.

2.3 Principal business activities of the Group

WTEC Group is an investment holding company. The principal business activities of its subsidiaries and associate company as at the LPD are as follows:-

Name of Company	Effective Equity Interest (%)	Principal Activities
WTEC Sdn. Bhd. [Registration No. 200101028926 (564684-H)] (" WTEC ")	100	Manufacturing and trading of foam and non-foam products
Wanmei Specialty Tech Sdn. Bhd. [Registration No. 201001036557 (920480-V)] (" Wanmei Specialty ")	100	Trading of foam and non-foam products
SB Adhesive Specialist Sdn. Bhd. [Registration No. 200801021596 (822914-H)] (" SB Adhesive ")*	40	Inactive

Note:

* A 40%-owned associate of WTEC.

2.4 Classes of Related Parties

The Proposed New Shareholders' Mandate would apply to RRPTs entered into by the Group which involves the interest, direct or indirect, of the following Related Parties described below. Details of such Related Parties including their relationship with WTEC Group and their names are as follows:-

No.	Names	Principal activities	Relationship
1.	Mr. Eu Tiong Nam	Not Applicable	<ul style="list-style-type: none"> Mr. Eu Tiong Nam is the Non-Independent Non-Executive Director of WTEC Group and Major Shareholder of WTEC Group via Wansern Marketing Mr. Eu Tiong Nam is a director of WTEC Mr. Eu Tiong Nam is a director and Major shareholder of Wansern Foam Mr. Eu Tiong Nam is the sibling of Mr. Eu Tian Chiek and Mr. Eu Tiong Lai.
2.	Mr. Eu Tian Chiek, Mr. Eu Tiong Lai and Mr. Kam Tang Lim	Not Applicable	<ul style="list-style-type: none"> Mr. Eu Tian Chiek, Mr. Eu Tiong Lai and Mr. Kam Tang Lim are the Major Shareholders of WTEC Group via Wansern Marketing Mr. Eu Tian Chiek, Mr. Eu Tiong Lai and Mr. Kam Tang Lim are the directors and Major shareholders of Wansern Foam Mr. Eu Tian Chiek and Mr. Eu Tiong Lai are the siblings of Mr. Eu Tiong Nam. Mr. Kam Tang Lim is the brother-in-law of Mr. Eu Tiong Nam.
3.	Wansern Marketing	Trading in mattress and bedding products and other related household furniture as well as plantation and growing of oil palm	<ul style="list-style-type: none"> Wansern Marketing is a Major Shareholder of WTEC Group

No.	Names	Principal activities	Relationship
4.	Wansern Foam	Manufacturing of polyurethane ("PU") foam	<ul style="list-style-type: none"> Mr. Eu Tiong Nam is a director and Major Shareholder of Wansern Foam Mr. Eu Tian Chiek, Mr. Eu Tiong Lai and Mr. Kam Tang Lim are the directors and Major Shareholders of Wansern Foam
5.	Mr. Eu Kai Jie	Not Applicable	Child of Mr. Eu Tiong Lai
6.	Mr. Eu Sock Jin	Not Applicable	Child of Mr. Eu Tiong Lai
7.	Ms. Eu Woan Ying	Not Applicable	Child of Mr. Eu Tiong Lai
8.	Mr. Kam Yih Neng	Not Applicable	Child of Mr. Kam Tang Lim
9.	Mr. Kam Yih Ying	Not Applicable	Child of Mr. Kam Tang Lim

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2.5 Details of nature of the RRPTs and nature and extent of interest of the Related Parties in the RRPTs

The RRPTs to be covered under the Proposed New Shareholders' Mandate relate to transactions which are necessary for the day-to-day operations and are in the normal course of business of the Group, are as follows:-

No.	Related transacting party (Seller/Provider)	Related transacting party (Buyer/Recipient)	Name of interested Related Parties *	Nature of transaction	Actual value from the Listing Date up to LPD (RM'000)	Estimated value from LPD up to forthcoming EGM ^ (RM'000)	Estimated aggregate value of transactions from the date of the forthcoming EGM up to the date of the next AGM # (RM'000)
1.	Wansern Foam	WTEC	<ul style="list-style-type: none"> • Mr. Eu Tiong Nam • Mr. Eu Tian Chiek • Mr. Eu Tiong Lai • Mr. Kam Tang Lim • Wansern Marketing • Wansern Foam • Mr. Eu Kai Jie • Mr. Eu Sock Jin • Ms. Eu Woan Ying • Mr. Kam Yih Neng • Mr. Kam Yih Ying 	Purchase of PU foam by WTEC from Wansern Foam	1,273	500	14,000

Notes:

* Please refer to Section 2.4 of this Circular above for details of the principal activities and the relationships of the Related Parties with WTEC Group.

^ The estimated value was based on estimation prepared by the Management for the period under consideration and the aggregate percentage ratio of the RRPTs entered is less than 5%.

The estimated aggregate value of transactions to be undertaken for the period from the date of the forthcoming EGM up to the date of the next AGM is based on past transactions and/or Management estimates on the assumption that current level of transactions will continue and all external conditions remain unchanged or may vary and are subject to changes. The prices or rates and its terms and conditions however, may vary and subject to changes depending on market forces.

2.6 Outstanding RRPT Receivables

As at the LPD, there is no amount due and owing to the Group by its Related Parties pursuant to the RRPTs, and hence, the disclosures as required under Rules 16A and 16B in Annexure GN8-A of Guidance Note 8 of the Listing Requirements, are not applicable.

3. RATIONALE FOR THE RRPTS AND BENEFITS TO THE GROUP

The RRPTs with the Related Parties are all conducted in the ordinary course of business and are recurring transactions of a revenue and trading in nature which are necessary for the day-to-day operations. The RRPTs may be constrained by time-sensitive, frequent nature and confidentiality of such transactions, and it may be impractical to seek shareholders' approval on a case-by-case basis before entering into the RRPTs. As such, the Board is seeking a shareholders' mandate pursuant to Rule 10.09 of the Listing Requirements for the RRPTs as described in Section 2.5 above to allow the Group to enter into such RRPTs which will be made or made at an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company and which are not prejudicial to the interest of the shareholders.

Transacting with the Related Parties is expected to be beneficial to the Group as it would facilitate the business needs on the best possible terms and conditions.

Obtaining a shareholders' mandate for the RRPTs would facilitate the Group to continue transacting with the Related Parties without having to make multiple announcements and/or convene a separate general meeting to seek shareholders' approval or mandate. This will avoid the need to convene separate general meetings on an *ad hoc* basis, which would incur additional costs, and consequently, improve corporate administration efficiency and allow resources and time to be channelled towards attaining other corporate objectives.

4. METHODS OR PROCEDURES FOR DETERMINATION OF TRANSACTION PRICE AND TERMS OF THE RRPT CONTEMPLATED UNDER THE PROPOSED NEW SHAREHOLDERS' MANDATE

The RRPTs will only be entered into after taking into account the pricing and other related factors. The prices will be determined by market forces similar to those prices for transactions with unrelated third parties, and references will be made to surveys and/or valuations to be undertaken to gather information on market prices where applicable.

The terms and conditions of the RRPTs will be determined by the Related Parties' usual commercial terms or in accordance with applicable market norm.

The ARMC periodically reviews the procedures set to monitor related party transactions to ensure that these transactions are carried out on normal commercial terms not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders of the Company.

All reviews by the ARMC are reported to the Board for further action. In its review and approval of such transactions, the ARMC may, as it deems fit, request for additional information pertaining to the transactions from independent sources or professionals.

5. THRESHOLDS FOR THE APPROVAL OF RRPTS WITHIN THE GROUP AND THE DISCLOSURE, REVIEW, INTERNAL CONTROL AND APPROVAL PROCEDURES FOR THE RRPTS

The Group has established guidelines and procedures to ensure that the RRPTs are undertaken on an arms' length basis and on normal commercial terms consistent with the usual business practices and policies and on transaction prices and terms, which are not more favourable to the Related Parties than those available to third parties/public and are not to the detriment of the minority shareholders.

The Group has structured and put in place the following disclosure, review, internal control and approval procedures for the RRPT:-

- (i) A list of Related Parties is circulated within the Group and all Directors and management are notified that all RRPTs are required to be undertaken on an arms' length basis and on normal commercial terms and not more favourable than those generally available to third parties or the public and are not to the detriment of the minority shareholders.
- (ii) Mandated RRPTs would be tabled to the ARMC for review on a quarterly basis. In its review of such transactions, the ARMC may, as it deems fit, request for additional information pertaining to transactions from independent sources. Any mandated RRPTs exceeding the respective mandated aggregate transaction value as given in Section 2.5 of this Circular above will require approval of the ARMC and the Board. Any deviation of 10% or more exceeding the mandated value will be announced to Bursa Securities in addition to the review and approval by the ARMC and the Board.
- (iii) All mandated RRPTs below the respective mandated aggregate transaction value will be reviewed by the Company's Financial Controller.

- (iv) RRPTs within the Group which are not under the shareholders' mandate shall be reviewed by the Financial Controller and approved by the ARMC and the Board before the transactions are entered into.
- (v) Wherever practicable and/or feasible, at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, 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 quotations or comparative pricing from unrelated third party cannot be obtained for the proposed transactions, the ARMC and the Board will rely on their usual business practice bearing in mind the urgency and efficiency and services to be provided or required to determine the transaction price and to ensure that the RRPTs are not detrimental to the Company or Group.
- (vi) Records shall be maintained to capture all RRPTs which are entered into pursuant to the Proposed New Shareholders' Mandate to ensure that all the relevant approvals have been obtained and review procedures are adhered to. Details of all RRPTs made during the financial year shall be disclosed in the annual report for the FYE 31 December 2025 in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements, which includes information on the breakdown of the aggregate value of the RRPTs made during the financial year, types of RRPTs made and the names of the Related Parties involved in each of the RRPT(s) made and their relationship with WTEC Group.
- (vii) The ARMC shall continuously review the adequacy and appropriateness of the procedures, as and when required, with authority to sub-delegate to individuals or committee(s) within the Company as they deem appropriate.
- (viii) The internal audit plan shall incorporate a review of RRPTs to ensure that all the relevant approvals have been obtained and review procedures are adhered to. The ARMC shall review the internal audit reports to ascertain that the procedures established to monitor the RRPTs have been complied with.
- (ix) A yearly review on the RRPTs would be carried out prior to seeking a renewal of the shareholders' mandate for the RRPTs, if required, to ensure that the RRPTs will be undertaken on an arms' length basis and on normal commercial terms and are on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.
- (x) The Board and ARMC shall have overall responsibility for the determination of the review procedures. If a member of the Board or ARMC has an interest in the transaction concerned, he/she will abstain from any deliberation and decision making by the Board or ARMC in respect of the said transaction.

All the departments concerned in the Group would be notified and advised of the RRPTs and the relevant compliances with the Listing Requirements. They are also advised that all transactions undertaken by the Group regardless whether with Related Parties or with unrelated third parties should be undertaken on an arms' length basis and on normal commercial terms and on terms not more favourable to any parties than those generally available to the public and are not detrimental to the minority shareholders of WTEC Group.

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6. INTERESTS OF THE DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

The direct and indirect shareholdings of the Directors, Major Shareholders and/or persons connected to them who have interests, direct and indirect, in the Proposed New Shareholders' Mandate, as at the LPD are as follows:-

Interested Parties [^]	No. of Shares held			
	Direct	%	Indirect	%
<i>Director</i>				
Mr. Eu Tiong Nam	-	-	115,543,926*	24.07
<i>Major Shareholders</i>				
Wansern Marketing	115,543,926	24.07	-	-
Mr. Eu Tiong Nam	-	-	115,543,926*	24.07
Mr. Eu Tian Chiek	-	-	115,543,926*	24.07
Mr. Eu Tiong Lai	-	-	115,543,926*	24.07
Mr. Kam Tang Lim	-	-	115,543,926*	24.07
<i>Persons connected to the Director or Major Shareholder</i>				
Wansern Foam ⁽¹⁾	-	-	-	-
Mr. Eu Kai Jie	1,150,000	0.24	-	-
Mr. Eu Sock Jin	850,000	0.18	-	-
Ms. Eu Woan Ying	1,200,000	0.25	-	-
Mr. Kam Yih Neng	1,000,000	0.21	-	-
Mr. Kam Yih Ying	1,050,000	0.22	-	-

Notes:

[^] Please refer to Section 2.4 of this Circular for details of the relationships between the Interested Parties.

* Deemed interested by virtue of their substantial shareholdings in Wansern Marketing pursuant to Section 8 of the Act.

(1) The major shareholders of Wansern Foam and their respective equity interest as at the LPD are Eu Tian Chiek (28.00%), Eu Tiong Lai (28.00%), Eu Tiong Nam (15.75%), and Kam Tang Lim (15.75%).

The interested Director, namely Mr. Eu Tiong Nam, who is interested in the Proposed New Shareholders' Mandate, has abstained and will continue to abstain from all deliberations and voting in respect of the Proposed New Shareholders' Mandate involving him at Board Meetings and shall also abstain from voting in respect of his direct and/or indirect shareholdings in the Company on the ordinary resolution to be tabled in respect of the Proposed New Shareholders' Mandate in which he is interested in at the forthcoming EGM.

The interested Major Shareholders, namely Wansern Marketing, Mr. Eu Tiong Nam, Mr. Eu Tian Chiek, Mr. Eu Tiong Lai and Mr. Kam Tang Lim shall abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the ordinary resolution to be tabled in respect of the Proposed New Shareholders' Mandate in which they are interested in at the forthcoming EGM.

The interested Director and interested Major Shareholders have undertaken that they will ensure that the persons connected with them, will also abstain from deliberations and voting into the ordinary resolution to be tabled in respect of the Proposed New Shareholders' Mandate in which they are interested in at the forthcoming EGM.

Save for the above interested parties, none of the other Directors or Major Shareholders and/or persons connected to them have any interest direct and indirect in the Proposed New Shareholders' Mandate.

7. FINANCIAL EFFECTS OF THE PROPOSED NEW SHAREHOLDERS' MANDATE

The Proposed New Shareholders' Mandate will not have any material effect on the earnings per share, net assets per share and gearing of the Group for the FYE 31 December 2025. The Proposed New Shareholders' Mandate will not have any effect on the issued share capital and substantial shareholders' shareholdings of WTEC Group as the RRPTs do not involve any issuance of new ordinary shares in WTEC Group.

8. APPROVAL REQUIRED

The Proposed New Shareholders' Mandate is subject to the approval of the shareholders of WTEC Group at the forthcoming EGM to be convened or at any adjournment thereof.

9. ARMC'S STATEMENT

The ARMC of the Company has seen and reviewed the methods or procedures mentioned in Sections 4 and 5 of this Circular and is of the view that the said methods or procedures are sufficient to ensure that the RRPTs are undertaken on an arms' length basis and the transaction price is on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of WTEC Group.

The ARMC is of the view that the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. The ARMC reviews these procedures and processes annually or from time to time where relevant and feasible.

10. BOARD OF DIRECTORS' RECOMMENDATION

The Board (save for the interested Director, Mr. Eu Tiong Nam), after having considered all aspects of the Proposed New Shareholders' Mandate as set out above, is of the opinion that the Proposed New Shareholders' Mandate is fair, reasonable and in the best interest of the Company. The Board (save for the interested Director, Mr. Eu Tiong Nam) therefore recommends that you vote in favour of the ordinary resolution approving the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

11. EGM.

The EGM will be held at Bangi Resort Hotel, Level 3, Matahari 1, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Friday, 18 July 2025 at 10:00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution in relation to the Proposed New Shareholders' Mandate.

The Notice of the EGM together with the Form of Proxy are set out in this Circular available on the Company's website at www.wtecgrou.com.my. A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. If you intend to appoint a proxy to attend and vote at the EGM on your behalf, the Form of Proxy must be completed and deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or lodged electronically via SS e-Portal at <https://sshshb.net.my/>, not later than forty-eight (48) hours before the time fixed for holding the EGM or any adjournment thereof. The lodgement of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

12. FURTHER INFORMATION

Shareholders are requested to refer to the attached Appendix I of this Circular for further information.

Yours faithfully
For and on behalf of the Board of
WTEC GROUP BERHAD

TERESA TAN SIEW KUAN
Independent Non-Executive Chairperson

FURTHER INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors (save for the interested Director, Mr. Eu Tiong Nam) who collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm that, after having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Circular false or misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, the Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business), within the two (2) years immediately preceding the date of this Circular:-

- (i) the SSA;
- (ii) sale and purchase agreement dated 22 May 2023 entered into between Ong Pang Chai, Lim Yeong Seong, Ting Hea Hong and Tan Keng Hui (as vendors) and WTEC (as purchaser) for the acquisition of a 3-storey shop office bearing address No. 2, Jalan Kiara 2, Kawasan Perniagaan Kiara, 43500 Semenyih, Selangor and held under H.S.(D) 153959, PT 35266, Pekan Semenyih, Daerah Ulu Langat, Selangor at a purchase price of RM1.50 million;
- (iii) sale and purchase agreement dated 26 December 2023 entered into between Lee Chee Loong and Tan Ju-Wai (as vendors) and WTEC (as purchaser) for the acquisition of a 3-storey shop office bearing address No.9, Jalan Kiara 2, Kawasan Perniagaan Kiara, 43500 Semenyih, Selangor and held under H.S.(D) 153966, PT 35273, Pekan Semenyih, Daerah Ulu Langat, Negeri Selangor at a purchase price of RM1.50 million;
- (iv) the underwriting agreement dated 20 March 2025 entered into between the Company and Alliance Islamic Bank Berhad pursuant to the initial public offering; and
- (v) Placement Agreement dated 9 April 2025 entered into between Company, Alliance Islamic Bank Berhad, Tan Kok Kheng, Tiow See Yen and Wansern Marketing pursuant to the initial public offering.

3. MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against the Company or its subsidiaries or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of WTEC Group or its subsidiaries.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan during normal office hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:-

- (i) The Constitution of WTEC Group;
- (ii) The audited financial statements of WTEC Group for the period from 3 May 2024 (date of incorporation) to 31 December 2024;
- (iii) The latest unaudited consolidated financial statements of WTEC Group for the three (3)-month financial period ended 31 March 2025; and
- (iv) Material contracts referred to in Section 2 above.



WTEC GROUP BERHAD
[Registration No. 202401017425 (1563275-K)]
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of WTEC Group Berhad will be held **physically** at Bangi Resort Hotel, Level 3, Matahari 1, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor, Friday, 18 July 2025 at 10:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“**THAT** subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company and Bursa Malaysia Securities Berhad ACE Market Listing Requirements, approval be and is hereby given for the Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature for the Company and its subsidiaries (collectively “**the Group**”) to enter into and/or to give effect to the category of the recurrent related party transactions of a revenue and/or trading nature from time to time with the Related Parties as specified in Section 2.5 of the Circular to Shareholders dated 3 July 2025, provided that such transactions are:-

- a) recurrent transactions of a revenue and/or trading nature;
- b) necessary for the Group’s day-to-day operations;
- c) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- d) not to the detriment of minority shareholders,

(the “**Mandate**”);

AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

- i) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company following the EGM at which the Mandate was passed, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- ii) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii) revoked or varied by resolution passed by the shareholders in a general meeting before the next AGM;

whichever is the earlier;

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Mandate.”

BY ORDER OF THE BOARD

YEOW SZE MIN (MAICSA 7065735) (SSM PC No. 201908003120)
LIM LIH CHAU (LS0010105) (SSM PC No. 201908001454)
Company Secretaries

Kuala Lumpur

3 July 2025

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 July 2025 shall be eligible to attend and vote at the EGM.
2. A member entitled to attend and vote at the EGM of the Company, shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. There shall be no restriction as to the qualification of the proxy. The proxy(ies) appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. 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 the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an Exempt Authorised Nominee which hold ordinary shares in the Company for multiple beneficial owners in one (1) 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.
6. The completed instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at Securities Services (Holdings) Sdn. Bhd. of Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or lodged electronically via SS e-Portal at <https://sshsb.net.my/>, not less than forty-eight (48) hours before the time for holding the EGM or any adjourned thereof (**i.e. on or before Wednesday, 16 July 2025 at 10:00 a.m.**). Kindly refer to the Administrative Notes for e-Proxy Guide.

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WTEC GROUP BERHAD
[Registration No. 202401017425 (1563275-K)]
(Incorporated in Malaysia)

CDS Account No.	
No. of shares held	
Telephone No.	
Email Address	

FORM OF PROXY

*I/We (full name), _____

bearing *NRIC No./Passport No./Company No. _____

being a member of WTEC Group Berhad (“the Company”) hereby appoint:-

First Proxy “A”

Full Name (in Block)	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Full Address			

*and

*Second Proxy “B”

Full Name (in Block)	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Full Address			

100%

* or the Chairman of the Meeting as *my/our proxy, to vote for *me/us on *my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company, to be held at Bangi Resort Hotel, Level 3, Matahari 1, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor on Friday, 18 July 2025, at 10:00 a.m., and at any adjournment thereof.

Please indicate with an “X” in the spaces provided below as to how you wish your votes to be casted. If no specific direction as to voting is given, the proxy will vote or abstain from voting at *his/her discretion.

Resolution		For	Against
Ordinary Resolution	Proposed New Shareholders’ Mandate		

Dated this _____ day of _____, 2025

Signature of member

Common Seal to be affixed here if member is a corporation, if applicable

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 July 2025 shall be eligible to attend and vote at the EGM.
2. A member entitled to attend and vote at the EGM of the Company, shall be entitled to appoint not more than two (2) proxies to attend, participate, speak and vote instead of him. There shall be no restriction as to the qualification of the proxy. The proxy(ies) appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
3. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
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5. Where a member of the Company is an Exempt Authorised Nominee which hold ordinary shares in the Company for multiple beneficial owners in one (1) 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.
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**Postage
Stamp**

The Registrar

WTEC GROUP BERHAD
[Registration No. 202401017425 (1563275-K)]

c/o Securities Services (Holdings) Sdn. Bhd.
Level 7, Menara Milenium,
Jalan Damanlela, Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

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