

**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 the contents of this Circular prior to its issuance as it is prescribed as an exempt circular pursuant to 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 ("**the Company**") has reviewed this Circular 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 RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT  
RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE  
("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")**

The Proposed Renewal of Existing Shareholders' Mandate will be tabled at the Second Annual General Meeting ("**2<sup>nd</sup> AGM**" or "**Meeting**") of WTEC Group Berhad ("**the Company**") to be held at Matahari 1, Level 3, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Friday, 5 June 2026 at 10:00 a.m., or at any adjournment thereof. The Notice of the 2<sup>nd</sup> AGM, together with the Proxy Form, are set out in the Company's 2025 Annual Report, which is available on the Company's website at <https://www.wtecgroupp.com.my/>.

If you are unable to participate in the 2<sup>nd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the office of the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd. situated at 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 Meeting or any adjournment thereof.

Last date and time for lodging the Proxy Form : Wednesday, 3 June 2026 at 10:00 a.m.

Day, date and time of the 2<sup>nd</sup> AGM : Friday, 5 June 2026 at 10:00 a.m.

This Circular is dated 30 April 2026

## DEFINITIONS

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

- “Act” : The Companies Act 2016 as amended from time to time and any re-enactment thereof
- “AGM” : Annual General Meeting
- “ARMC” : Audit and Risk Management Committee of WTEC Group
- “Board” : The Board of Directors of WTEC Group
- “Bursa Securities” : Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
- “Circular” : This circular to shareholders dated 30 April 2026
- “Director(s)” : Shall have the meaning given in Section 2(1) of the CMSA and for the purpose of the Proposed Renewal of Existing Shareholders’ Mandate, 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 or a chief executive officer of WTEC Group and/or 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 Requirements” : ACE Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time
- “LPD” : 31 March 2026, being the latest practicable date prior to the printing of this Circular
- “Major Shareholder” : A person who has an interest or interests in one or more of the voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:
- (a) ten percent (10%) or more of the aggregate of the nominal amounts of all the voting shares in the Company; or
  - (b) five percent (5%) or more of the aggregate of the nominal amounts 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

For the purposes of the Proposed Renewal of Existing Shareholders’ Mandate, 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 major shareholder of the Company

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## DEFINITIONS (CONT'D)

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- “Person(s) Connected” : in relation to any person (referred to as “**said Person**”) means such person who falls under any one (1) of the following categories: -
- (a) a family member of the said Person;
  - (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said Person, or a family member of the said Person, is the sole beneficiary;
  - (c) a partner of the said Person;
  - (d) 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 said Person;
  - (e) a person, or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said Person is accustomed or is under an obligation, whether formal or informal, to act;
  - (f) a body corporate in which the said Person, or persons connected with the said Person 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
  - (g) a body corporate which is a related corporation of the said Person.
- “Proposed Renewal of Existing Shareholders’ Mandate” or “Proposal” : Proposed renewal of existing shareholders’ mandate for the RRPT of a revenue and/or trading nature
- “Recurrent Related Party Transaction(s)” or “RRPT” : Related party transaction(s) which is/are recurrent, of a revenue and/or trading nature, which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group
- “Related Party” or “Related Parties” : A Director, Major Shareholder and/or Person Connected with such Director or Major Shareholder; and “Related Parties” shall be construed accordingly
- “RM” and “sen” : Ringgit Malaysia and sen respectively
- “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
- “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)]

All references to “we”, “us”, “our” and “ourselves” are to WTEC Group or Group. All references to “you” in this Circular are to the shareholders of WTEC Group.

Words denoting the singular number only shall include the plural and vice-versa and words denoting the masculine gender shall, where applicable, include the feminine gender, neuter gender and vice versa. Reference to persons shall include a body of persons, corporate or unincorporated (including a trust).

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

Any reference to any statute is a reference to that statute as for the time being amended or re-enacted.

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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

30 April 2026

**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 RENEWAL OF EXISTING SHAREHOLDERS' MANDATE**

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**1. INTRODUCTION**

At the EGM of the Company held on 18 July 2025, the Company had sought and obtained from its shareholders the general mandate for the Group to enter into the RRPT of a revenue and/or trading nature in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties other than those generally available to the public and which are necessary for the Group's day-to-day operations. The existing authority shall lapse at the conclusion of the forthcoming AGM, unless authority for its renewal is obtained from the shareholders at the forthcoming AGM.

On 24 April 2026, the Board had announced to Bursa Securities that the Company intends to seek its shareholders' approval for the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 2<sup>nd</sup> AGM of the Company for the Group to enter into the RRPT with the Related Parties which is necessary for its day-to-day operations.

The purpose of this Circular is to provide you with relevant details and information pertaining to the Proposal together with the Board's recommendation, and to seek your approval for the ordinary resolution to be tabled at the forthcoming 2<sup>nd</sup> AGM of the Company. The notice convening the 2<sup>nd</sup> AGM together with the Proxy Form is enclosed in the Annual Report 2025.

**SHAREHOLDERS OF WTEC GROUP ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSAL AT THE FORTHCOMING 2<sup>ND</sup> AGM OF THE COMPANY.**

## 2. DETAILS OF THE PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE

### 2.1 Background

In the ordinary course of the Group's businesses, the Company anticipates that the Group would enter into certain RRPT with the Related Parties. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Pursuant to Rule 10.09(2) of the Listing Requirements, the Company may seek a shareholders' mandate in respect of RRPT which are necessary for its day-to-day operations subject to 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 shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
  - i. the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or
  - ii. the percentage ratio of such RRPT is 1% or more,whichever is the lower;
- (c) the issuance of a circular to shareholders by the listed issuer, which includes the information as may be prescribed by Bursa Securities, together with a checklist showing compliance with such information when submitting the circular to Bursa Securities;
- (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 mandate. An interested Director or interested Major Shareholder must ensure that persons connected with him abstain from voting on the resolution approving the mandate; and
- (e) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In this regard, the Board proposes to seek shareholders' mandate for the Group to enter into arrangements or transactions with the Related Party, details of which are set out in Section 2.4 below, which are necessary for the day-to-day operations of the Group and are based on transaction prices and on normal commercial terms that 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.

If approved, the Proposed Renewal of Existing Shareholders' Mandate shall be valid for the period described in Section 2.6 below.

## 2.2 Principal activities of the Group

The Company is an investment holding company. As at LPD, the principal activities of its subsidiaries are as follows:

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

Note:

\* A 40%-owned associate of WTEC.

## 2.3 Classes of Related Parties

The Related Parties in which the Proposed Renewal of Existing Shareholders' Mandate is applicable are as follows:-

No.	Names	Principal activities	Relationship
1.	Mr. Eu Tiong Nam	Not Applicable	<ul style="list-style-type: none"> <li>Mr. Eu Tiong Nam is the Non-Independent Non-Executive Director of WTEC Group and Major Shareholder of WTEC Group via Wansern Marketing</li> <li>Mr. Eu Tiong Nam is a Director of WTEC</li> <li>Mr. Eu Tiong Nam is a Director and Major shareholder of Wansern Foam</li> <li>Mr. Eu Tiong Nam is the sibling of Mr. Eu Tian Chiek and Mr. Eu Tiong Lai.</li> </ul>
2.	Mr. Eu Tian Chiek, Mr. Eu Tiong Lai and Mr. Kam Tang Lim	Not Applicable	<ul style="list-style-type: none"> <li>Mr. Eu Tian Chiek, Mr. Eu Tiong Lai and Mr. Kam Tang Lim are the Major Shareholders of WTEC Group via Wansern Marketing</li> <li>Mr. Eu Tian Chiek, Mr. Eu Tiong Lai and Mr. Kam Tang Lim are the Directors and Major shareholders of Wansern Foam</li> <li>Mr. Eu Tian Chiek and Mr. Eu Tiong Lai are the siblings of Mr. Eu Tiong Nam.</li> <li>Mr. Kam Tang Lim is the brother-in-law of Mr. Eu Tiong Nam.</li> </ul>

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

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#### 2.4 Nature of RRPT contemplated under the Proposed Renewal of Existing Shareholders' Mandate

In the ordinary course of the Group's businesses, the company(ies) in the Group may from time to time enter into transactions of a revenue and/or trading nature with the Related Party(ies), which are necessary to the day-to-day operations of the Group.

The RRPT contemplated under the Proposed Renewal of Existing Shareholders' Mandate (based on the Group's structure as at LPD) are set out below:

No.	Related party (Seller/Provider)	Transacting company within the Group (Buyer/Recipient)	Interested Directors and/or interested Major Shareholders and/or persons connected *	Nature of transaction	Previous estimated aggregate value as disclosed in the Circular to Shareholders dated 3 July 2025 (RM'000)	Actual aggregate value transacted from 18 July 2025 (date of the EGM) up to the LPD (RM'000)	Estimated aggregate value of transactions from the 2 <sup>nd</sup> AGM up to the date of next AGM # (RM'000)
1.	Wansern Foam	WTEC	<ul style="list-style-type: none"> <li>• Mr. Eu Tiong Nam</li> <li>• Mr. Eu Tian Chiek</li> <li>• Mr. Eu Tiong Lai</li> <li>• Mr. Kam Tang Lim</li> <li>• Wansern Marketing</li> <li>• Wansern Foam</li> <li>• Mr. Eu Kai Jie</li> <li>• Mr. Eu Sock Jin</li> <li>• Ms. Eu Woan Ying</li> <li>• Mr. Kam Yih Neng</li> <li>• Mr. Kam Yih Ying</li> </ul>	Purchase of PU foam by WTEC from Wansern Foam	14,000	5,445	14,000

Notes:

- \* Please refer to Section 2.3 of this Circular above for details of the principal activities and the relationships of the Related Parties with WTEC Group.
- # The estimated aggregate value of transactions to be undertaken for the period from the date of the forthcoming 2<sup>nd</sup> AGM 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.

## **2.5 Outstanding amount due and owing by Related Parties pursuant to RRPT**

There is no outstanding amount due and owing to the Group by the Related Parties pursuant to RRPT, which has exceeded the credit term as at 31 December 2025.

## **2.6 Validity period of the Proposed Renewal of Existing Shareholders' Mandate**

The authority from the shareholders of WTEC Group to undertake the Proposed Renewal of Existing Shareholders' Mandate, if granted, shall be effective upon the passing of the ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate at the forthcoming 2<sup>nd</sup> AGM until:

- (i) the conclusion of the next AGM of WTEC Group following the general meeting at which this ordinary resolution for the Proposed Renewal of Existing Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- (ii) the expiration of the period within which the next AGM after that date it is required by law 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 ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

## **2.7 Method or procedures for determination of transaction price and terms of the RRPT contemplated under the Proposed Renewal of Existing 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.

## **2.8 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 2.4 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 Renewal of Existing 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 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.

## **2.9 Statement by the ARMC**

The ARMC of the Company has seen and reviewed the methods or procedures mentioned in Sections 2.7 and 2.8 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.

## **2.10 Rationale for and benefits of the Proposed Renewal of Existing Shareholders' Mandate**

The rationale for and benefits of the Proposed Renewal of Existing Shareholders' Mandate to the Group are as follows:

- (i) the Proposed Renewal of Existing Shareholders' Mandate will empower the Group to enter into transactions with the Related Parties which are necessary in the day-to-day operations of the Group, undertaken at arm's length, normal commercial terms, are not more favourable to the Related Parties than those generally made available to the public and are not detrimental to the minority shareholders;
- (ii) the Proposed Renewal of Existing Shareholders' Mandate will eliminate the need to make regular announcements or convene separate general meetings from time to time to seek shareholders' mandate approval, thereby reducing the administrative time and cost in convening such meetings without compromising the corporate objectives and adversely affecting the business opportunities available to the Group; and
- (iii) the Proposed Renewal of Existing Shareholders' Mandate will enhance the Group's ability to pursue business opportunities which may be 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 such transactions.

## **2.11 Effects of the Proposed Renewal of Existing Shareholders' Mandate**

The Proposed Renewal of Existing Shareholders' Mandate will not have any material effect on the earnings per share, net assets per share and gearing of the Group for the financial year ending 31 December 2026. The Proposed Renewal of Existing 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.

### 3. APPROVAL REQUIRED

The Proposed Renewal of Existing Shareholders' Mandate is subject to the approval of WTEC Group's shareholders to be obtained at the forthcoming 2<sup>nd</sup> AGM of the Company.

### 4. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Saved as disclosed below, none of the Directors, Major Shareholders and/or persons connected to them have any interest, direct or indirect, in the Proposed Renewal of Existing Shareholders' Mandate as at LPD:

Interested Parties <sup>^</sup>	Shareholdings as at LPD			
	Direct	%	Indirect	%
<b><u>Director</u></b>				
Mr. Eu Tiong Nam	-	-	116,885,326*	24.35
<b><u>Major Shareholders</u></b>				
Wansern Marketing	116,885,326	24.35	-	-
Mr. Eu Tiong Nam	-	-	116,885,326*	24.35
Mr. Eu Tian Chiek	-	-	116,885,326*	24.35
Mr. Eu Tiong Lai	-	-	116,885,326*	24.35
Mr. Kam Tang Lim	-	-	116,885,326*	24.35
<b><u>Persons connected to the Director or Major Shareholder</u></b>				
Wansern Foam <sup>(1)</sup>	-	-	-	-
Mr. Eu Kai Jie	3,000,000	0.63	-	-
Mr. Eu Sock Jin	2,713,000	0.57	-	-
Ms. Eu Woan Ying	3,026,000	0.63	-	-
Mr. Kam Yih Neng	1,100,000	0.23	-	-
Mr. Kam Yih Ying	1,050,000	0.22	-	-

#### Notes:

<sup>^</sup> 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.

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

The interested Director, namely Mr. Eu Tiong Nam, who is interested in the Proposed Renewal of Existing Shareholders' Mandate, has abstained and will continue to abstain from all deliberations and voting in respect of the Proposed Renewal of Existing 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 Renewal of Existing Shareholders' Mandate in which he is interested in at the forthcoming 2<sup>nd</sup> AGM.

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 Renewal of Existing Shareholders' Mandate in which they are interested in at the forthcoming 2<sup>nd</sup> AGM.

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 Renewal of Existing Shareholders' Mandate in which they are interested in at the forthcoming 2<sup>nd</sup> AGM.

## 5. DIRECTORS' RECOMMENDATION

The Board (save for the interested Director) having considered all aspects of the Proposed Renewal of Existing Shareholders' Mandate, is of the opinion that the above is in the best interests of the Company and therefore recommends that the shareholders vote in favour of the resolution pertaining to Proposed Renewal of Existing Shareholders' Mandate to be tabled at the 2<sup>nd</sup> AGM.

## 6. 2<sup>ND</sup> AGM OF THE COMPANY

The Notice of the 2<sup>nd</sup> AGM, together with the Proxy Form, are set out in the Company's 2025 Annual Report, which is available on the Company's website at <https://www.wtecgroupp.com.my/>. The 2<sup>nd</sup> AGM of the Company will be held at Matahari 1, Level 3, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on the date and time indicated below or at any adjournment thereof for the purpose of considering and, if though fit, passing the resolution, with or without modifications, to give effect to the Proposal.

If you are unable to participate in the 2<sup>nd</sup> AGM and wish to appoint proxy(ies) instead, the appointment of proxy(ies) must be deposited at the office of the Share Registrar of the Company, Securities Services (Holdings) Sdn. Bhd. situated at 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 Meeting or any adjournment thereof.

Last date and time for lodging the Proxy Form	:	Wednesday, 3 June 2026 at 10:00 a.m.
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Day, date and time of the 2 <sup>nd</sup> AGM	:	Friday, 5 June 2026 at 10:00 a.m.
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The lodging of Proxy Form does not preclude you from attending and voting in person should you subsequently decide to do so.

## 7. FURTHER INFORMATION

Shareholders are advised 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**

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**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) the underwriting agreement dated 20 March 2025 entered into between the Company and Alliance Islamic Bank Berhad pursuant to the initial public offering; and
- (iii) Placement Agreement dated 9 April 2025 entered into between Company, Alliance Islamic Bank Berhad, Mr. Tan Kok Kheng, Mr. Tiow See Yen and Wansern Marketing pursuant to the initial public offering.

**3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION**

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 2<sup>nd</sup> AGM:-

- (i) the Constitution of WTEC Group;
- (ii) the audited financial statements of WTEC Group for the financial period from 3 May 2024 (date of incorporation) to 31 December 2024 and FYE 2025; and
- (iii) material contracts referred to in Section 2 above.

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