

**WTEC GROUP BERHAD**[Registration No. 202401017425 (1563275-K)]
(Incorporated in Malaysia)**NOTICE OF THE SECOND ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("2nd AGM" or "Meeting") of WTEC Group Berhad ("the Company") will 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, for the transaction of the following businesses: -

AGENDA**As Ordinary Business**

- To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and the Auditors thereon. (Please refer to Explanatory Note 1)
- To approve the Directors' fees payable to the Non-Executive Directors of the Company amounting to RM192,000.00 for the period from a day after this 2nd AGM until the next Annual General Meeting ("AGM") of the Company. (Ordinary Resolution 1)
- To approve the Directors' benefits payable to the Non-Executive Directors of the Company up to an amount of RM24,000.00 for the period from a day after this 2nd AGM until the next AGM of the Company. (Ordinary Resolution 2)
- To re-elect the following Directors, who are due to retire by rotation pursuant to Clause 21.7 of the Company's Constitution and being eligible, have offered themselves for re-election:-
 - Mr. Tan Kok Kheng; (Ordinary Resolution 3)
 - Mr. Tiow See Yen; and (Ordinary Resolution 4)
 - Ms. Chan Lay Khim (Ordinary Resolution 5)
- To re-appoint Crowe Malaysia PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Ordinary Resolution 6)

As Special Business

To consider and if thought fit, to pass the following resolutions, with or without any modifications:-

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 ("THE ACT") AND WAIVER OF PRE-EMPTIVE RIGHTS** (Ordinary Resolution 7)

"THAT subject to the Act, ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered pursuant to the Act, to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being;

THAT in connection with the above, pursuant to Section 85 of the Act to be read together with Clause 16.6 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company."
- PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE** (Ordinary Resolution 8)

"THAT subject to the provisions of the ACE LR of Bursa Securities, the Company and/or its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue and/or trading nature with the related party as set out in the Circular to Shareholders dated 30 April 2026 with the related parties mentioned therein ("the Related Parties") provided that such transactions are:-

 - necessary for the day-to-day operations;
 - carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
 - not to the detriment of the minority shareholders of the Company.

("Proposed Renewal of Existing Shareholders' Mandate")

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

 - the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - the expiration of the period within which the next AGM of the Company 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
 - revoked or varied by resolution passed by the shareholders of the Company in general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Existing Shareholders' Mandate."
- To transact any other ordinary business of which due notice have been given.

BY ORDER OF THE BOARD**YEOW SZE MIN (SSM PC No.: 201908003120) (MAICSA 7065735)****LIM LIH CHAU (SSM PC No.: 201908001454) (LS 0010105)**

Company Secretaries

Kuala Lumpur

30 April 2026

EXPLANATORY NOTES:**(1) Audited Financial Statements for the financial year ended 31 December 2025**

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval of the members/shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

(2) Ordinary Resolution 1 - Payment of Directors' Fees

Payment of the Directors' Fees for the period from 6 June 2026 until the next AGM of the Company to be held in year 2027 amounting to RM192,000.00 only will be made by the Company if the proposed Ordinary Resolution 1 is passed at the 2nd AGM of the Company.

(3) Ordinary Resolution 2 - Payment of Benefits Payable to Directors

The total amount of benefits payable to the Non-Executive Directors is estimated to be up to RM24,000.00, based on the estimated number of scheduled Board/ Board Committee/ General Meetings as well as the number of Non-Executive Directors involved/ covered.

(4) Ordinary Resolutions 3, 4 and 5 - Re-election of Directors

For the purpose of determining the eligibility of the Director(s) to stand for re-election at the 2nd AGM of the Company, the Board of Directors through its Nomination Committee had reviewed and assessed each of the retiring Directors from the annual assessment and evaluation of the Board of Directors for the financial year ended 31 December 2025.

Based on the results of the annual evaluations, the Board of Directors is satisfied with the performance and contributions of the retiring Directors namely, Mr. Tan Kok Kheng, Mr. Tiow See Yen and Ms. Chan Lay Khim, and supports the re-election based on the following considerations:-

- able to meet the Board of Directors' expectations in terms of character, experience, integrity, fit and propriety, competency and time commitment in discharging their roles as Directors of the Company;
- exercised due care and carried out directors' duties proficiently; and
- level of independence demonstrated by the Independent Non-Executive Director, where relevant.

The retiring Directors have consented to their re-election and abstained from deliberations and decisions on their own eligibility to stand for re-election at the meetings of the Board and Nomination Committee, where relevant.

The profiles of the retiring Directors are set out in the Annual Report in respect of the financial year ended 31 December 2025 ("Annual Report 2025").

(5) Ordinary Resolution 6 - Re-appointment of Auditors

Crowe Malaysia PLT ("Crowe Malaysia") have indicated their willingness to be re-appointed as External Auditors of the Company.

The Audit and Risk Management Committee ("ARMC") have assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of Crowe Malaysia as External Auditors of the Company for the financial year ending 31 December 2026. The Board has in turn reviewed the recommendation of the ARMC and recommended the same to be tabled to the shareholders for approval at the forthcoming 2nd AGM of the Company under Ordinary Resolution 6. The evaluation criteria adopted as well as the process of assessment by the ARMC and Board, respectively, have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2025 of the Company.

(6) Ordinary Resolution 7 - Authority to Issue Shares pursuant to the Act

The proposed Ordinary Resolution 7 is intended to grant authority to the Directors of the Company pursuant to the Act, to issue and allot new shares in the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "General Mandate"). The General Mandate, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.

The purpose to seek the General Mandate is to provide flexibility to the Directors of the Company for allotment of shares for any possible fund-raising activities for the purpose of funding future investment project(s), working capital, acquisition(s) and/ or such other purposes as the Directors may deem fit without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.

Pursuant to Section 85 of the Act read together with Clause 16.6 of the Constitution of the Company, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company or other securities.

That proposed Ordinary Resolution 7, if passed, would allow the Directors to issue new shares to any person under authority to issue shares pursuant to the Act without having to offer new shares to be issued equally to all existing shareholders of the Company prior to issuance.

(7) Ordinary Resolution 8 - Proposed Renewal of Existing Shareholders' Mandate

The proposed Ordinary Resolution 8 is to renew the shareholders' mandate granted by the shareholders of the Company at the Extraordinary General Meeting of the Company held on

18 July 2025. The Proposed Renewal of Existing Shareholders' Mandate will enable the Group to enter into the Recurrent Related Party Transactions which are necessary for the Group's day-to-day operations, subject to the transactions being in the ordinary course of business 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.

Please refer to the Circular to Shareholders dated 30 April 2026 for further information.

Notes:-

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 28 May 2026 (*General Meeting Record of Depositors*) shall be eligible to attend, speak and vote at the Meeting.
- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead. A member may appoint more than one (1) proxy to attend the Meeting, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
- A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting of the Company shall have the same rights as the members to attend, participate, speak and vote at the Meeting and upon appointment a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either be executed under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
- The appointment of proxy(ies) may now be made in hard copy or by electronic form, and shall be deposited with the Company's Share Registrar, i.e. Securities Services (Holdings) Sdn. Bhd., not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof:-

Deadline of submission	Mode of submission	Designated address
on or before Wednesday, 3 June 2026 at 10:00 a.m.	(i) Hard copy	Securities Services (Holdings) Sdn. Bhd. Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan
	(ii) Electronic form	Via Securities Services e-Portal at https://sshsb.net.my/ (Kindly refer to the Administrative Notes for the e-Proxy Guide)

- The lodging of the Form of Proxy does not preclude a member from attending and voting at the 2nd AGM should he subsequently decides to do so, provided a notice of termination of proxy authority in writing is given to the Company and deposited at Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damania, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan prior to the time stipulated for holding the 2nd AGM or any adjournment thereof.
- All the resolutions set out in the notice of the Meeting will be put to vote by poll.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the 2nd AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.