



UNI WALL APS HOLDINGS BERHAD
(Company No. 1269520-X)
(Incorporated in Malaysia)

NOTICE OF FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the First (1st) Annual General Meeting ("AGM") of Uni Wall APS Holdings Berhad (the "Company") will be held at Level 1 Wisma Putra, Putrajaya Marriott Hotel, IOI Resort City, 62502 Sepang Utara, Selangor Darul Ehsan on Friday, 31 May 2019 at 10.00 am or at any adjournment thereof for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Note 1*
2. To approve the payment of a final single-tier dividend of 0.28 sen per ordinary share for the financial year ended 31 December 2018. *Ordinary Resolution 1*
3. To approve the payment of Directors' fees and other benefits payable up to RM100,000 to be divided amongst the Directors in such manner as the Directors may determine for the period from 1 June 2019 until the conclusion of the next AGM of the Company. *Ordinary Resolution 2*
4. To re-elect the following Directors who are retiring pursuant to Clause 112 of the Company's Constitution and being eligible, have offered themselves for re-election:
 - i. Siow Hon Yong *Ordinary Resolution 3*
 - ii. Siow Hon Yuen *Ordinary Resolution 4*
 - iii. Siew Choon Jern *Ordinary Resolution 5*
5. To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. *Ordinary Resolution 6*

AS SPECIAL BUSINESS

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

6. **AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 7*

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities; AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."

7. To transact any other ordinary business for which due notice have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the First (1st) AGM, a final single-tier dividend of 0.28 sen per ordinary share for the financial year ended 31 December 2018, if approved, will be paid on 15 July 2019 to holders of ordinary share registered in the Record of Depositors of the Company at the close of business on 1 July 2019.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- a) Securities transferred into Depositor's Securities Account before 4.30 p.m. on 1 July 2019 in respect of transfers; and
- b) Securities bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By Order of the Board,

Tan Tong Lang (MAICSA 7045482)
Thien Lee Mee (LS0009760)
Company Secretaries

Kuala Lumpur
9 May 2019

Notes:

- (1) A member of the Company entitled to attend and vote at this meeting may appoint proxy(ies) (or in case of a corporation, a duly authorised representative) to attend and vote on his stead. A proxy may but need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the proxy form shall be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- (3) Where a member appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- (4) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- (5) The instrument appointing a proxy must be deposited at the Company's Registered Office, Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.
- (6) Only the member whose names appear on the Record of Depositors as at 24 May 2019 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.

Explanatory Notes:

1. Audited Financial Statements for the Financial Year Ended 31 December 2018

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the audited financial statements. As such, this item is not put forward for voting.

2. Ordinary Resolution 7: Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 7, if passed, is proposed for the purpose of granting the Company a new general mandate ("**General Mandate**") under Sections 75 and 76 of the Companies Act 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities. The Ordinary Resolution 7, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company, or during the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

The General Mandate, if granted, will provide flexibility to the Company for any possible fund-raising activities, including but not limited to, further placing of shares, for the purpose of funding investment project(s), working capital and/or acquisitions.