

# UCREST BERHAD (Company No. 420056-K)

(Incorporated in Malaysia)

## NOTICE OF TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at Greens 1, Golf Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ensan on Friday, 22 November 2019 at 11.00 a.m. to transact the following business: -

### AGENDA

#### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 May 2019 together with the Reports of the Directors' and Auditors' thereon. (Please refer to Explanatory Note 1)
- To approve the payment of Directors' Fees of RM144,000 for the financial year ending 31 May 2020. (Resolution 1) (Please refer to Explanatory Note 2)
- To re-elect Chuan Tsui Ju who retires pursuant to Article 119 of the Company's Articles of Association. (Resolution 2) (Please refer to Explanatory Note 3)
- To re-elect Eg Kah Yee who retires pursuant to Article 119 of the Company's Articles of Association. (Resolution 3) (Please refer to Explanatory Note 3)
- To re-appoint Messrs Afrizan Tarmili Khairul Azhar as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 4) (Please refer to Explanatory Note 4)

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications, as Ordinary Resolutions/Special Resolution of the Company:-

- ORDINARY RESOLUTION I  
AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES**  
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company from time to time at such price, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% 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 the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 5) (Please refer to Explanatory Note 4)

- ORDINARY RESOLUTION II  
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT, approval be and is hereby given to Thong Kooi Pin, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." (Resolution 6) (Please refer to Explanatory Note 5)

- ORDINARY RESOLUTION III  
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**  
"THAT, approval be and is hereby given for Abdul Razak Bin Dato' Haji Ipap who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company." (Resolution 7) (Please refer to Explanatory Note 6)

- ORDINARY RESOLUTION IV  
PROPOSED NEW AND RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OF TRADING NATURE**  
"THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("ACE Listing Requirements"), the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 1.4 of the Circular to Shareholders dated 30 September 2019 ("Related Party") provided that such transactions and/or arrangements are:- (Resolution 8)

- necessary for the day-to-day operations;
  - are undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms which are 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.(collectively known as "Shareholders' Mandate")  
AND THAT such approval, shall continue to be in force until: -
  - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
  - the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 340 of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting, whichever is earlier;AND THAT the estimated aggregate value of the transactions conducted pursuant to the Shareholders' Mandate during a financial year will be disclosed, in accordance with the ACE Listing Requirements, in the Annual Report of the Company for the said financial year; 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 Shareholders' Mandate." (Resolution 9) (Please refer to Explanatory Note 8)

- SPECIAL RESOLUTION  
PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION ("PROPOSED ALTERATION")**  
"THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in the Appendix I with effect from the date of passing this special resolution.  
AND THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities." (Resolution 9) (Please refer to Explanatory Note 8)

- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

WONG WAI FOONG [MAICSA 7001358]

JOANNE TOH JOO ANN [LS 0008574]

Company Secretaries

Kuala Lumpur

Dated: 30 September 2019

#### NOTES:-

- A proxy may but need not be a member of the Company.
- A member may appoint up to two (2) proxies to attend on the same occasion.
- 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 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 (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.
- A member who appoints more than one proxy shall specify the proportion of his shareholdings to be represented by each proxy.
- If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney duly authorised.
- The Form of Proxy must be deposited at the office of the Company's Share Registrar situated at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.
- Only members whose names appear in the Record of Depositors as at 13 November 2019 will be entitled to attend, speak and vote at the meeting or appoint proxy(ies) to attend, speak and/or vote on their behalf.

#### EXPLANATORY NOTE ON ORDINARY / SPECIAL BUSINESS

- Item 1 of Agenda**  
This 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. Hence, this Agenda is not put forward for voting.
- Directors' Fees**  
Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting. The details of the Directors' remuneration are set out in the Corporate Governance Overview Statement of this Annual Report.  
The Director's fees proposed under Resolution 1 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.
- Re-election of Director**  
The Board has undertaken an annual assessment of Chuan Tsui Ju and Eg Kah Yee, who are seeking for re-election pursuant to Article 119 of the Articles of Association of the Company at the forthcoming Twenty-Second Annual General Meeting. The annual assessment has been disclosed in the Corporate Governance Overview Statement of the Company's 2019 Annual Report.
- ORDINARY RESOLUTION I  
Resolution Pursuant to Sections 75 and 76 of the Companies Act, 2016**  
The Ordinary Resolution proposed under Resolution 5 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The Ordinary Resolution proposed under Resolution 5, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of the issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.  
As at the date of this Notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Twenty-First Annual General Meeting.
- ORDINARY RESOLUTION II  
Continuation in Office as Independent Non-Executive Director**  
Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of the shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.  
Thong Kooi Pin was appointed to the Board on 18 December 2006 and have therefore as at the date of this Notice, served the Company for more than twelve (12) years. The Board has via the Nomination Committee assessed the independence of Thong Kooi Pin and recommended that he continue to act as an Independent Non-Executive Director of the Company. Details of the Board's justifications and recommendations for the retention of Thong Kooi Pin are set out in the Corporate Governance Overview Statement of the 2019 Annual Report.  
The Ordinary Resolution proposed under Resolution 6 if passed, will enable Thong Kooi Pin to continue to act as an Independent Non-Executive Director of the Company.  
Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, the Company will adopt the two-tier voting process in seeking shareholders' approval for this resolution.
- ORDINARY RESOLUTION III  
Continuation in Office as Independent Non-Executive Director**  
Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of the shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.  
Abdul Razak Bin Dato' Haji Ipap was appointed to the Board on 1 June 2001 and have therefore as at the date of this Notice, served the Company for more than twelve (12) years. The Board has via the Nomination Committee assessed the independence of Abdul Razak Bin Dato' Haji Ipap and recommended that he continue to act as an Independent Non-Executive Director of the Company. Details of the Board's justifications and recommendations for the retention of Abdul Razak Bin Dato' Haji Ipap are set out in the Corporate Governance Overview Statement of the 2019 Annual Report.  
The Ordinary Resolution proposed under Resolution 7 if passed, will enable Abdul Razak Bin Dato' Haji Ipap to continue to act as an Independent Non-Executive Director of the Company.  
Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, the Company will adopt the two-tier voting process in seeking shareholders' approval for this resolution.
- ORDINARY RESOLUTION IV  
Proposed New and Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue of Trading Nature.**  
The Ordinary Resolution, proposed under Resolution 8, if passed, will allow the Group to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms and which are not detrimental to the interests of the minority shareholders.  
Please refer to the Circular to Shareholders dated 30 September 2019 enclosed together with the Company's 2019 Annual Report for information on the recurrent related party transactions.
- SPECIAL RESOLUTION  
Proposed Alteration**  
The Special Resolution, proposed under Resolution 9, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the ACE Market Listing Requirements of Bursa Securities and other provisions of laws and regulations that are applicable to the Company.  
For further information on the Proposed Alteration, please refer to the Appendix I which is circulated together with the Notice of the Twenty-Second Annual General Meeting and the 2019 Annual Report.