



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Second Annual General Meeting ("AGM") of UWC BERHAD ("UWC" or "the Company") will be held at Evergreen Laurel Hotel, 53 Persiaran Gurney, 10250 Penang, Malaysia on Friday, 10 January 2020 at 2.30 p.m. for the transaction of the following business:

**ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 July 2019 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of a final single-tier dividend of 3.0 sen per share in respect of the financial year ended 31 July 2019.
- To approve the payment of Directors' fees of not exceeding RM144,000.00 to the Non-Executive Directors for the financial year ending 31 July 2020.
- To approve the payment of benefits of not exceeding RM12,000.00 to the Non-Executive Directors from 11 January 2020 until the next AGM of the Company.
- To re-elect the following Directors who retire by rotation in accordance with Clause 165.1 of the Company's Constitution and who, being eligible, offer themselves for re-election :-  
(i) Dato' Ng Chai Eng  
(ii) Mr. Lau Chee Kheong.
- To re-appoint Messrs. BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration.

**Ordinary Resolution 1**

**Ordinary Resolution 2**

**Ordinary Resolution 3**

**Ordinary Resolution 4**

**Ordinary Resolution 5**

**Ordinary Resolution 6**

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

**7. AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ISSUE SHARES**

"THAT, subject always to the Companies Act, 2016 ("the Act"), the Company's Constitution and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/ varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate of the shares to be issued does not exceed 10% of the total number of issued shares of the Company and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued."

**Ordinary Resolution 7**

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

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** subject to the shareholders' approval for the payment of a final single-tier dividend of 3.0 sen per share in respect of the financial year ended 31 July 2019 ("Dividend") under Resolution 1 at the Second AGM of the Company, the Dividend will be paid to the shareholders on 30 January 2020. The entitlement date for the Dividend shall be 15 January 2020.

**BY ORDER OF THE BOARD**

**OOI YOONG YOONG (MAICSA 7020753)**

Secretary

Penang

29 November 2019

**Notes :-**

**Appointment of Proxy**

- A proxy need not be a member and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age.
- A member of the Company entitled to attend, participate, speak and vote at the meeting is entitled to appoint one (1) or more proxies (who need not be shareholders) to attend, participate, speak and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either (a) under the corporation's seal or (b) signed under the hand of an officer or attorney duly authorized, and in the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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 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 may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment the proxies:-
  - In hard copy form**  
In the case of an appointment made in hard copy form, the proxy form must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.
  - By electronic means via facsimile**  
In the case of an appointment made by facsimile transmission, this proxy form must be delivered via facsimile at 03-2783 9222.
  - By electronic means via email**  
In the case of an appointment made via email transmission, this proxy form must be received via email at is.enquiry@my.tricorglobal.com  
For option (ii) and (iii), the Company will require the member to deposit the original executed proxy form as in (i) above no later than Wednesday, 8 January 2020 at 2.30 p.m. for verification purpose.
    - Online**  
In the case of an appointment made via online lodgement facility, please login to the link website at <https://tiah.online> and select "e-Services" to login. Please refer to the Annexure To Proxy Form in the Administrative Details on how to register to TIAH Online and submit your proxy form electronically.

**General Meeting Record of Depositors**

- Only a depositor whose name appears on the Record of Depositors of the Company as at 31 December 2019 shall be entitled to attend this AGM or appoint proxies to attend, participate, speak and/or vote on his/her behalf.

**Ordinary Business**

**9. Audited Financial Statements for financial year ended 31 July 2019**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for disclosure only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

**10. Ordinary Resolution 1 - To approve the payment of a final single-tier dividend of 3.0 sen per share in respect of the financial year ended 31 July 2019**

With reference to Section 131 of the Companies Act 2016, a company may only to make a distribution to the shareholders out of profits of the company available if the company is solvent. On 15 November

2019, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 30 January 2020 in accordance with the requirements under Section 132(2) and (3) of the Companies Act 2016.

**11. Ordinary Resolution 2 - To approve the payment of Directors' Fees of not exceeding RM144,000.00 to the Non-Executive Directors for the financial year ending 31 July 2020**

The proposed Ordinary Resolution 2 is to facilitate the payment of Directors' fees on current year basis. In the event, the Directors' fees proposed is insufficient, the Board will seek the approval from the shareholders at the next AGM for additional fees to meet the shortfall.

**12. Ordinary Resolution 3 - To approve the payment of benefits of not exceeding RM12,000.00 to the Non-Executive Directors from 11 January 2020 until the next AGM of the Company**

The proposed Ordinary Resolution 3, if passed, will enable the Company to pay meeting allowance and other benefits to the Non-Executive Directors of the Company. The total estimated amount of meeting allowance and benefits payable to the Directors of the Company is calculated based on the number of scheduled Board's and Board Committees' meetings from 11 January 2020 until the next AGM. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

**13. Ordinary Resolutions 4 and 5 - Re-election of Directors**

Clause 165.1 of the Company's Constitution provides that 1/3 of the Directors of the Company shall retire by rotation at an Annual General Meeting. With the current Board size of five, two Directors are to retire in accordance with the Clause 165.1 of the Company's Constitution.

A retiring director shall be eligible for re-election and shall retain office until the close of the meeting at which he retires.

In determining the eligibility of the Directors to stand for re-election at this AGM, the Nominating Committee has assessed the Directors and satisfied with the assessment.

The Board approved the Nomination Committee's recommendation for the re-election of the retiring Directors pursuant to Clause 165.1 of the Company's Constitution at this AGM of the Company. All the retiring Directors had consented to their re-election and abstained from deliberation and decision on their own eligibility to stand for re-election at the relevant Board meeting.

**14. Ordinary Resolution 6 - Re-appointment of Auditors**

The Audit Committee has assessed the suitability and independence of the external auditors and recommended the re-appointment of Messrs. BDO PLT as external auditors of the Company. The Board has in turn at its meeting held on 15 November 2019, reviewed the recommendation of the Audit Committee and recommended the same to be tabled to the shareholders for approval at this AGM of the Company. The Board and the Audit Committee collectively agreed that Messrs. BDO PLT have met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

**Special Business**

**15. Ordinary Resolution 7 - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares**

The proposed Ordinary Resolution 7, if passed, will give authority to the Board of Directors to issue and allot ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/ varied by resolution passed by the shareholders in general meeting whichever is the earlier.

This new general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

**Voting at Second AGM**

- Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of Second AGM will be put to vote by poll.