

NOTICE OF ANNUAL GENERAL MEETING



UCHI TECHNOLOGIES BERHAD
(199801001764) (457890-A)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting of the Company will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25-A, Farquhar Street, 10200 Penang on Tuesday, July 28, 2020 at 3.00 p.m. for the following purpose:

AGENDA

1. To receive the Audited Financial Statements of the Company for the year ended December 31, 2019 together with the Reports of the Directors and Auditors thereon.
Please refer to Note 2

As Ordinary Business

2. To approve the payment of Directors' Fees of RM393,600 for the year ending December 31, 2020. **Ordinary Resolution 1**
3. To re-elect Mr. Chin Yau Meng retiring under Clause 76(3) of the Constitution of the Company. **Ordinary Resolution 2**
4. To re-elect Mr. Lim Tian How retiring under Clause 76(3) of the Constitution of the Company. **Ordinary Resolution 3**
5. To re-elect Mr. Huang, Yen-Chang also known as Stanley Huang retiring under Clause 78 of the Constitution of the Company. **Ordinary Resolution 4**
6. To re-appoint Messrs. Deloitte PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

7. Continuing in Office as an Independent Non-Executive Director

"That authority be and is hereby given to Mr. Charlie Ong Chye Lee who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
Ordinary Resolution 6

8. Proposed Renewal of Share Buy-Back Authority

"THAT subject to the provisions under the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("Uchi Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase ("Proposed Renewal of Share Buy-Back Authority").

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company's retained profits.

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any Uchi Shares so purchased by the Company in the following manner:

- (i) the Uchi Shares so purchased could be cancelled; or
- (ii) the Uchi Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently; or
- (iii) combination of (i) and (ii) above; or
- (iv) in any other manner as prescribed by the Act and MMLR from time to time.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
- (ii) the passing of the date on which the next annual general meeting of the Company is required by law to be held; or
- (iii) the authority is revoked or varied by resolution of the shareholders of the Company in a general meeting;

whichever occurs first.

And THAT the Directors of the Company be and are authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."
Ordinary Resolution 7

9. 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

LIM CHOO TAN (LS 0008888) (SSM PC No. 202008000713)
CHEW SIEW CHENG (MAICSA 7019191) (SSM PC No. 202008001179)
Secretaries

June 29, 2020

Penang

IMPORTANT NOTICE

In view of the COVID-19 pandemic, the Company has in place precautionary measures for the Twenty-Second Annual General Meeting ("22nd AGM") in order to safeguard the health of attendees at the 22nd AGM. You are requested to read and adhere to the Administrative Guide which can be downloaded from the Company's website or announcement via Bursa Securities' website. The Company has the right to impose any other precautionary measures as guided by the guidelines issued by the Government from time to time.

Notes:

1. Proxy

- 1.1 For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at July 16, 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
- 1.2 A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.

- 1.3 A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.

- 1.4 If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.

- 1.5 Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.

- 1.6 Where a member of the Company is an exempt authorised nominee 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.

- 1.7 Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

- 1.8 The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang. In the case of electronic appointment, the proxy form must be deposited via TIIH Online at <https://tiah.online>. Please refer to the Annexure to the Form of Proxy for further information on electronic submission. All proxy forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.

- 1.9 Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

- 1.10 Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.

- 1.11 Last date and time for lodging this proxy form is 3.00 p.m., Sunday, July 26, 2020.

- 1.12 Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:

- a. Identity card (NRIC) (Malaysian), or
- b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
- c. Passport (Foreigner).

- 1.13 For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the ORIGINAL certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

2. Audited Financial Statements for the financial year ended December 31, 2019

This Agenda item is meant for discussion only as the provision of Section 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

3. Ordinary Resolution 1 – To approve the payment of Directors' Fees of RM393,600 for the year ending December 31, 2020

The proposed Ordinary Resolution 1, if passed, will authorise the payment of Directors' Fees for the year ending December 31, 2020 amounting to RM393,600.

There is no other benefit payable to Directors except the options to subscribe for new shares granted to the Directors under the ESOS 2016 which has previously been approved by the shareholders at the Extraordinary General Meeting held on May 18, 2016.

Explanatory Notes on Special Business:

4. Ordinary Resolution 6 – Continuing in Office as an Independent Non-Executive Director

The Nomination & Remuneration Committee had on November 22, 2019 assessed the independence of Mr. Charlie Ong Chye Lee, who has served on the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board recommended that the approval of the shareholders be sought to re-appoint Mr. Charlie Ong Chye Lee as an Independent Non-Executive Director as he possesses the following attributes necessary in discharging his roles and functions as an Independent Non-Executive Director of the Company, i.e.

- (i) He has met the criteria under the definition of Independent Director pursuant to Chapter 1 of the Listing Requirements of Bursa Malaysia Securities Berhad, and
- (ii) He has vast experience in the industries the Group is involved and as such could provide the Board with a diverse set of experience, expertise and independent judgment; and
- (iii) He consistently challenges the management in an effective and constructive manner; and
- (iv) He actively expresses his views and participates in Board deliberations and decision making in an objective manner; and
- (v) His length of service on the Board does not in any way interfere with his fiduciary duties in exercising due care in the best interest of the Company and minority shareholders.

Meanwhile, as recommended by the Malaysian Code on Corporate Governance 2017 ("MCCG 2017"), the Board will be seeking shareholders' approval through a two-tier voting process at the Twenty-Second Annual General Meeting to retain Mr. Charlie Ong Chye Lee as an Independent Non-Executive Director as his tenure exceeded 12 years this year.

5. Ordinary Resolution 7 – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 7 if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the total number of issued shares of the Company. This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.

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Administrative Guide for the 22nd AGM

The health and safety of the attendees at the 22nd AGM of Uchi Technologies Berhad (“UTB”) are the top priority of the Company. Hence, the following precautionary measures will be taken for the conduct of the 22nd AGM:

1. Shareholders are strongly encouraged to appoint the Chairman of the 22nd AGM to act as proxy to attend and vote at the 22nd AGM on your behalf by submitting the proxy form with pre-determined voting instruction.
2. In the interest of the public health including the well-being of the participants, shareholders must adhere to the precautionary measures put in place by the Company should shareholders (or your proxies) wish to attend the 22nd AGM in person.
3. Shareholders or proxies who are feeling unwell or have been placed on quarantine orders or Stay at home notices or have been in physical contact with a person infected with COVID-19 or Person Under Investigation, you are advised to refrain from attending the 22nd AGM in person.
4. To minimise the risk of community spread of the COVID-19, we reserve the right to carry out the acts as we deem necessary for the safety of our members, Directors, staff and other stakeholders, to refuse any attendees, shareholders or proxies with COVID-19 symptoms (which include fever, cough and breathlessness) any/or body temperature above 37.5°C and/or displaying symptoms of being unwell from entering the AGM venue.
5. All participants are required to declare and provide their travel history and contact details (to facilitate contact tracing) before entering the AGM venue.
6. We will be conducting body temperature screening on all attendees at Ballroom Foyer before registration at the meeting. Face masks will be provided to all attendees.
7. Social distancing throughout the 22nd AGM must be strictly adhered to. Hand sanitisers will be placed at the common areas for your use during meeting.
8. On the seating arrangement and number of individuals allowed to be present at the AGM venue, we will be guided by the guidelines issued by the Government from time to time. Hence, we strongly encourage members to appoint the Chairman of the 22nd AGM to act as your proxy to attend and vote at the 22nd AGM.
9. If the Shareholders would like to raise any questions in relation to the Resolutions laid out at the 22nd AGM, you may email your questions to Pre-register-AGM2019@uo.uchi.net no later than Sunday, 26 July 2020 at 3.00 p.m
10. No door gifts will be provided to the shareholders or proxies.
11. No refreshments will be served at the AGM venue.
12. Shareholders are encouraged to keep abreast with the latest news released by the authority regarding travelling, self-quarantine, other health and safety precautions from time to time.
13. Shareholders are also reminded to monitor the Company’s website and announcements from time to time for any changes to the 22nd AGM arrangement.

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Pre-registration to attend the 22nd AGM

1. Shareholders are required to register ahead of the 22nd AGM to allow the Company to make the necessary arrangements in relation the meeting to accommodate the meeting participants.

Please provide the following details when pre-register your attendance at the 22nd AGM via email to Pre-register-AGM2019@uo.uchi.net :

- (i) FULL NAME as per NRIC/Passport
- (ii) NRIC/Passport No.
- (iii) CDS Account No.
- (iv) Telephone No. / Mobile No.