



# UOA DEVELOPMENT

## UOA DEVELOPMENT BHD

(Registration No. 200401015520 (654023-V))  
(Incorporated in Malaysia)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of UOA Development Bhd (“UOA Development” or “Company”) which will be conducted entirely through live streaming from the broadcast venue at The Zenith, Connexion Conference & Event Centre (CCEC), Level M1, The Vertical Podium, Avenue 3, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur (“Broadcast Venue”) on Thursday, 10 December 2020 at 3.00 p.m., or any adjournment thereof, to consider and, if thought fit, to pass the following resolution with or without any modifications:

#### ORDINARY RESOLUTION

**PROPOSED DISPOSAL OF UOA CORPORATE TOWER (AS DEFINED BELOW) BY DISTINCTIVE ACRES SDN. BHD. (“VENDOR”) TO RHB TRUSTEES BERHAD, ON BEHALF OF UOA REAL ESTATE INVESTMENT TRUST FOR A CASH CONSIDERATION OF RM700.0 MILLION (“PROPOSED DISPOSAL”)**

“THAT contingent upon the fulfilment of all other conditions precedent under the conditional Sale and Purchase Agreement dated 28 September 2020 entered into amongst the Vendor, Paramount Properties Sdn. Bhd. (“Proprietor”), and RHB Trustees Berhad on behalf of UOA Real Estate Investment Trust (“SPA”), and subject to all approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given to the Vendor to dispose UOA Corporate Tower to RHB Trustees Berhad for a cash consideration of RM700.0 million upon such terms and conditions as set out in the SPA, which entails the disposal of a stratified 38-storey office building with a penthouse level (“Building”) erected on a provisional parcel of property identified as Vertical 38 Block A measuring 22,927 square feet (“Provisional Parcel”), which forms part of the Proprietor’s development on the land held under master title no. Pajakan Negeri 46338, Lot 58190, Mukim and District of Kuala Lumpur, State of Wilayah Persekutuan Kuala Lumpur. The Building and Provisional Parcel are collectively known as “UOA Corporate Tower”.

THAT all previous actions taken by the board of directors of UOA Development (“Board”), Vendor and Proprietor in relation to the Proposed Disposal, including execution of the SPA and performance of their obligations under the SPA (if any), be and is hereby approved and ratified.

THAT approval be and is hereby given to the Board and the Company to utilise the proceeds from the Proposed Disposal for the purposes as set out in Section 2.3 of the circular to the shareholders of the Company dated 25 November 2020, and the Board be and is hereby authorised with full powers to vary the matter and/or purpose of the utilisation of such proceeds in such manner as the Board shall in their absolute discretion deem fit, necessary, expedient and/or appropriate in the best interest of UOA Development.

AND THAT the Board (save for Alan Charles Winduss, Kong Chong Soon @ Chi Suim, Kong Pak Lim, Kong Sze Choon and Stephanie Kong Pei Zen), be and are hereby authorised to give full effect to the Proposed Disposal with full powers to negotiate, approve, agree and/or assent to any conditions, variations, revaluations, modifications and/or amendments in any manner as may be required/permitted by the relevant authorities or deemed necessary by the Board, and to deal with all matters incidental, ancillary to and/or relating thereto, and to take such steps and to do such acts (including to execute such documents, agreements, undertakings and confirmations as may be required), deeds, things and matters as they may deem necessary or expedient to implement, finalise, to give full effect to and complete the Proposed Disposal.”

By Order of the Board

**YAP KAI WENG** (MAICSA 74580)

**WONG YOKE LENG** (MAICSA 7032314)

Company Secretaries

Kuala Lumpur

25 November 2020

#### Notes:

##### 1. **IMPORTANT NOTICE**

The Broadcast Venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairperson of the meeting to be present at the main venue of the meeting.

Shareholders **WILL NOT BE ALLOWED** to attend the EGM in person at the Broadcast Venue on the day of the meeting.

Shareholders are to participate, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively referred to as “Participate”) remotely at the EGM via the Remote Participation and Voting facilities (“RPV”) provided by Tricor Investor & Issuing House Services Sdn. Bhd. (“Tricor”) via its **TIIH Online** website at <https://tiih.online>. **Please follow the Procedures for RPV in the Information for Shareholders on EGM and take note of Notes (2) to (12) below in order to Participate remotely via RPV.**

2. For the purpose of determining who shall be entitled to Participate in the EGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the record of depositors as at 30 November 2020 (“ROD”). Only a member whose name appears on this ROD shall be entitled to Participate in the EGM via RPV.

3. A member who is entitled to Participate in the EGM via RPV, is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to Participate in his/her place. A proxy may but need not be a member of the Company.

4. A member of the Company who is entitled to Participate and vote at a general meeting of the Company may appoint not more than two (2) proxies to Participate instead of the member at the EGM via RPV.

5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“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.

6. 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.

7. A member who has appointed a proxy or attorney or authorised representative to Participate, speak and vote at the EGM via RPV must request his/her proxy to register himself/herself for RPV at **TIIH Online** website at <https://tiih.online>. Please follow the Procedures for RPV in the Information for Shareholders on EGM.

8. The appointment of 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 EGM or adjourned extraordinary general meeting at which the person named in the appointment proposes to vote:

##### (i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia 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, Malaysia (“Tricor Office”).

##### (ii) By electronic form

The proxy form can be electronically lodged with the Share Registrar of the Company via **TIIH Online** at <https://tiih.online> (applicable to individual shareholders only). Kindly refer to the Admin Notes on the procedures for electronic lodgement of proxy form via **TIIH Online**.

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

10. Last date and time for lodging the proxy form is Tuesday, 8 December 2020 at 3.00 p.m.

11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Office (please refer item 8(i)) not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned extraordinary 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.

12. For a corporate member who has appointed a representative, please deposit the ORIGINAL certificate of appointment with the Share Registrar of the Company at Tricor Office (please refer item 8(i)). The certificate of appointment should be executed in accordance with the constitution of the corporate member or the prevailing laws of the country under which the corporate member is incorporated.