

NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting (“3rd AGM”) of **UWC BERHAD** (“UWC” or “the Company”) will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 George Town, Penang, Malaysia on Monday, 11 January 2021 at 2.30 pm for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 July 2020 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire in accordance with Clause 165.1 of the Company’s Constitution and who, being eligible, have offered themselves for re-election:
(a) Dato’ Wan Hashim Bin Wan Jusoh **Ordinary Resolution 1**
(b) Ms F’ng Meow Cheng **Ordinary Resolution 2**
3. To approve the payment of Directors’ fees of up to an aggregate amount of approximately RM216,000 to the Non-Executive Directors from 1 August 2020 until the conclusion of the next AGM of the Company. **Ordinary Resolution 3**
4. To approve the payment of benefits payable of up to an aggregate amount of approximately RM12,000 to the Non-Executive Directors from 12 January 2021 until the conclusion of the next AGM of the Company. **Ordinary Resolution 4**
5. To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 5**

AS SPECIAL BUSINESS

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

6. **AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 6**
“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and subject to the approval of all the relevant government and/or regulatory authorities, the Board of Directors of the Company be and is hereby authorised to issue and allot from time to time such number of ordinary shares of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS THAT the aggregate number of ordinary shares issued pursuant to this resolution does not exceed 20% of the total number of issued share of the Company for the time being AND THAT the Directors are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company 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.”
7. To transact any other business of which due notice shall have been given.

By Order of the Board

ONG TZE-EN (MAICSA 7026537) (SSM PC No. 202008003397)
WOON MEI LING (MAICSA 7047736) (SSM PC NO. 202008003528)
Company Secretaries

Penang
30 November 2020

NOTICE OF THIRD ANNUAL GENERAL MEETING (CONT'D)

Notes:

Appointment of Proxy

1. **IMPORTANT NOTICE**

The Board of Directors (“**Board**”) is cognisant of the COVID-19 pandemic as declared by the World Health Organisation which, to-date, is still subsisting. The health and safety of the Company’s members, Directors, staff and other stakeholders is of paramount concern for the Company. In view of the foregoing, the Company wishes to advise the members that the necessary steps and measures will be undertaken in holding the 3rd AGM.

In view of the COVID-19 pandemic and further to the “Guidance and FAQs on the Conduct of General Meetings for Listed Issuers” issued by the Securities Commission, members/proxies/corporate representatives who wish to attend the 3rd AGM in person **ARE REQUIRED TO PRE-REGISTER** with the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd (“**Share Registrar**”, “**Tricor**”, or “**TIIH**”), via the **TIIH Online** website at <https://tiih.online.com> no later than **Saturday, 9 January 2021 at 2.30 p.m.** Please follow the Pre-Register procedures as set out in the Administrative Guide for 3rd AGM.

2. A member who has appointed a proxy or attorney or corporate representative to attend and vote at the 3rd AGM must request his/her proxy or attorney or corporate representative to **PRE-REGISTER** their attendance at **TIIH Online** website at <https://tiih.online> no later than **Saturday, 9 January 2021 at 2.30 p.m.** Please follow the Pre-Register procedures as set out in the Administrative Guide for 3rd AGM.
3. 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.
4. 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 members) to attend, participate, speak and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
6. Where a member of the Company 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.
7. 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.
8. For a proxy to be valid, the instrument appointing a proxy must 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 PROVIDED that in the event the member(s) duly executes the Proxy Form but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, Provided Always that the rest of the Proxy Form, other than the particulars of the proxy have been duly completed by the member(s):

(a) **In hard copy form**

The Proxy Form must be deposited at the office of the Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(b) **By electronic means via facsimile**

The Proxy Form must be received via facsimile at 03-2783 9222.

(c) **By electronic means via email**

The Proxy Form must be received via email at is.enquiry@my.tricorglobal.com.

(d) **By electronic means via Tricor System, TIIH Online**

The Proxy Form can be lodged electronically via **TIIH Online** website at <https://tiih.online> (applicable to individual members only). Please refer to the Administrative Guide on the procedure for electronic lodgement of proxy form via TIIH Online.

For options (b) and (c), the Company will require the member to deposit the original executed Proxy Form to the office of Share Registrar before or on the day of meeting for verification purpose.

9. In respect of deposited securities, only members whose names appear on the Record of Depositors on **31 December 2020** (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote in his/her behalf.
10. Any authority pursuant to which an appointment is made by a power of attorney must be deposited at the office of the Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, its Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

NOTICE OF THIRD ANNUAL GENERAL MEETING (CONT'D)

Notes: (cont'd)

Appointment of Proxy (cont'd)

11. Please ensure ALL the particulars as required in this Proxy Form are completed, signed and dated accordingly.
12. Last date and time for lodging this Proxy Form is **Saturday, 9 January 2021 at 2.30 p.m.**
13. For corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please bring the **original / duly certified** certificate of appointment executed in the manner as stated in this Proxy Form if this has not been lodged at the office of the Share Registrar earlier. The certificate of appointment of authorised representative should be executed in the following manner:
 - (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the Constitution of the corporate member.
 - (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Explanatory Note:

1. **Ordinary Resolution 4**, is to seek shareholders' approval on the benefits payable to the Non-Executive Directors which have been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company. In determining the estimated total amount of benefits payable, the Board considered various factors including the number of scheduled meetings as well as the number of Directors involved in these meetings from 12 January 2021 until the next AGM. This authority, unless revoked or varied by the Company's in a general meeting will expire at the conclusion of the next AGM of the Company.
2. **Ordinary Resolution 6**, is for the purpose of granting a renewed general mandate ("General Mandate") and if passed, will give authority to the Board of Directors to issue shares and allot up to a maximum of ten per centum (10%) of the total number of issued shares of 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.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last AGM held on 10 January 2020 and which will lapse at the conclusion of the 3rd AGM.

The 20% General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.