



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting (“5th 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, 9 January 2023 at 2.30 p.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 July 2022 together with the Reports of the Directors and Auditors thereon.
- 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) Dato' Ng Chai Eng		Ordinary Resolution 2
- To approve the payment of directors' fees and benefits payable of up to an aggregate amount of approximately RM156,000 to the Independent Non-Executive Directors from 10 January 2023 until the conclusion of the next AGM of the Company. Ordinary Resolution 3
- To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. Ordinary Resolution 4

AS SPECIAL BUSINESS

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

- Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016** Ordinary Resolution 5

“THAT, subject always to the Companies Act 2016 (“the Act”), the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant government or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company at any time, at such price, upon such terms and conditions, for such purposes and to such person or persons, as the Directors may in their absolute discretion deem fit and expedient in the interest of the Company, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being.

AND THAT the Directors are also empowered to obtain the approval from the Bursa Securities for the listing and quotation for the additional shares to be issued and THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company.

AND THAT pursuant to Section 85 of the Act, read together with Clause 31 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued of the Company arising from issuance of new shares pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

- Proposed grant of options under the Employees Share Grant Scheme (“SGS” or “Scheme”) to Ng Sze Chie, an employee of the Group and a person connected to Dato' Ng Chai Eng, Director of the Company** Ordinary Resolution 6

“THAT the Board of Directors be and is hereby authorised at any time and from time to time during the duration of the SGS, to grant such number of SGS Shares to Ng Sze Chie, the daughter of Dato' Ng Chai Eng, the Executive Director / Group Chief Executive Officer of UWC, subject to the provisions of the By-Laws of the SGS, provided always that:

- she must not participate in the deliberation or discussion of her own allocation, as well as that of the persons connected with her, under the SGS; and
- not more than ten percent (10%) (or such other percentage as may be permitted by Bursa Malaysia Securities Berhad (“Bursa Securities”) or any other relevant authorities from time to time) of the total number of shares to be issued under the SGS shall be allocated to her, if she either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of Bursa Securities (“MMLR”)) with her, holds twenty percent (20%) (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued shares of the Company (excluding treasury shares, if any),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the SGS and any prevailing guidelines issued by Bursa Securities, the MMLR or any other relevant authorities as amended from time to time.

AND THAT, the Board be further authorised to issue and/or transfer such number of shares arising from the SGS, from time to time, to the abovementioned person.”

- 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)
Company Secretary

Penang
30 November 2022

Notes:

Appointment of Proxy

1. IMPORTANT NOTICE

Given the still subsisting Covid-19 pandemic, the health and safety of all participants at the 5th AGM is of paramount concern to the Company. In view of the foregoing, the Company wishes to advise that all members/proxies/corporate representatives who wish to attend the 5th 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 “**TIH**”), via the TIH Online website at <https://tjih.online.com> no later than **Saturday, 7 January 2023 at 2.30 p.m.** Please follow the Pre-Register procedures as set out in the Administrative Guide for 5th AGM.

2. A member who has appointed a proxy or attorney or corporate representative to attend and vote at the 5th AGM must request his/her proxy or attorney or corporate representative to **PRE-REGISTER** their attendance at **TIH Online** website at <https://tjih.online> no later than **Saturday, 7 January 2023 at 2.30 p.m.** Please follow the Pre-Register procedures as set out in the Administrative Guide for the 5th 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 (“SICDA”), 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 SICDA 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 (whichever is later) in the event the member(s) duly execute(s) the Proxy Form but does/ do 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 +603 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, TIH Online
The Proxy Form can be lodged electronically via **TIH Online** website at <https://tjih.online>. Please refer to the Administrative Guide on the procedure for electronic lodgement of proxy form via TIH 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 **29 December 2022** (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.

11. Please ensure that ALL particulars as required in the Proxy Form are completed and said Proxy Form duly signed and dated.

12. Last date and time for lodging this Proxy Form is **Saturday, 7 January 2023 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 Resolutions 1 and 2** deal with the re-election of Dato' Wan Hashim Bin Wan Jusoh and Dato' Ng Chai Eng. Both are standing for re-election and being eligible, have offered themselves for re-election at this 5th AGM.
The profiles of the directors standing for re-election are set out under Profile of Directors in the Annual Report 2022. The Board of Directors (“Board”) had, through the Nomination Committee (“NC”), considered the evaluation of Dato' Wan Hashim and Dato' Ng and concluded that both met the criteria as prescribed by paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”) on character, experience, integrity, competence and time to effectively discharge their roles as Directors. The Board and the NC is satisfied with the outcome of the fit and proper assessment and confirmation of his independence (as the case may be) under the annual evaluation. The retiring directors do not have any conflict of interest with the Company and its subsidiaries (collectively “the Group”) save as disclosed in the notes to the audited financial statements and had also abstained from deliberation and decision-making on their re-election.

The Board approved the recommendations from the NC and is supportive of the re-election of the retiring directors based on the justifications below:

1.1 Dato' Ng Chai Eng is the Executive Director and Group Chief Executive Officer. He is the founder of the Group. Dato' Ng's invaluable experience and in-depth knowledge of management, sales and production as well as his extensive network of business connections in Malaysia and overseas have been instrumental in sustaining the continued growth of the Group. He leads corporate development and business development having successfully concluded several business acquisitions and led initiatives to expand market outreach that has contributed to building our businesses and value creation.

1.2 Dato' Wan Hashim Bin Wan Jusoh is an Independent Non-Executive Director (“INED”) and Chairman of the Board. He has fulfilled the requirements on independence as set out in the MMLR. As Chairman of the Board, he has demonstrated sound leadership skills by consensus building and encouraging open discussion for fellow directors to raise issues of concern without inhibition. He also exhibited his objectivity through his proactive engagements during meetings by sharing valuable, relevant, independent and impartial insights, views and opinions on issues tabled for discussion.

2. **Ordinary Resolution 3** is to seek shareholders' approval on the directors' fees and benefits payable to the INEDs. These have been reviewed by the Remuneration Committee and the Board which recognised that the fees and benefits payable is in the best interest of the Company. The quantum of fees and benefits is computed based on the anticipated number of meetings of Board and Board Committees, assuming full attendance by all INEDs. The amount also includes a contingency sum to cater for unforeseen circumstances such as the appointment of any additional INED and additional unscheduled meetings.

Upon approval, this will facilitate payment of directors' fees and benefits payable on current financial year basis, based on the current board size and assuming that all INEDs shall hold office until the end of the financial year. In the event the proposed directors' fees and benefits payable is insufficient (due to the enlarged board size), approval will be sought at the next AGM for additional fees to meet the shortfall. It will also authorised payment to be made by the Company on a monthly basis and/or as and when incurred. The Board is of the view that it is fair and equitable for the INEDs to be paid on a monthly basis and/or as and when incurred particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

Details of directors' fees and benefits paid/payable for the financial year ended 31 July 2022 are detailed in the Corporate Governance Overview Statement in the Annual Report 2022.

3. **Ordinary Resolution 5**, is for the purpose of granting a renewed general mandate (“General Mandate”) and if passed, will give authority to the Board 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.

It is also to approve the discontinuation of statutory pre-emption rights under the Section 85 of the Act, to allot new shares (or to grant rights over shares) without first offering them to existing shareholders in proportion to their holdings pursuant to the said General Mandate. As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last AGM held on 10 January 2022 and which will lapse at the conclusion of this 5th AGM. The renewal of this General Mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the General Mandate is obtained, the Company will make announcement in respect thereof.

4. **Ordinary Resolution 6**, if passed, will empower the Board to offer and grant to Ng Sze Chie up to a defined maximum entitlement of new shares of the Company subject to such terms and conditions as stipulated in the By-Laws of the SGS.