

To refer to Explanatory Note 2

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4 Ordinary Resolution 5 Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

Ordinary Resolution 10

Ordinary Resolution 11

Ordinary Resolution 12

Ordinary Resolution 13

Ordinary Resolution 14

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting ("28th AGM") of the Company will be held virtually and entirely via remote participation and voting at the Broadcast Venue at Lot 8228, 6.5 Miles, Jalan Kuchai Lama, 58200 Kuala Lumpur, Malaysia on Friday, 28 June 2024 at 11:00 a.m. to transact the following businesses, with or without modifications thereto:

ORDINARY BUSINESS:

To receive the Report of the Directors and the Audited Financial Statements for the financial year ended 31 December 2023 and the Report of the Auditors thereon.

To approve the payment of a Final Single Tier Dividend of 3 sen per share in respect of the financial year ended 31 December 2023. 2

3. To approve the payment of Directors' fees not exceeding RM300.000.00 for the financial year ended 31 December 2023 to be divided amongst the Directors in such manner as they may determine.

To approve the Directors' benefits up to an amount of RM100,000.00 for the period from 29 June 2024 until the next Annual General Meeting of the Company.

To re-elect the following Directors who retire pursuant to the Constitution of the Company and being eligible, have offered themselves for re-election:

i) Ong Whee Sen
Clause 86.1
ii) Ma Pin Yen
Clause 86.1
iii) Cheah Tek Kuang
Clause 86.1

To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. 6.

SPECIAL BUSINESS:

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

Gratuity Payment for Executive Director - Kok Kam Moi "THAT a gratuity payment of RM1,500,000.00 be made to Kok Kam Moi in recognition and appreciation for his pivotal contributions to the Company and subsidiaries as an Executive Director."

Gratuity Payment for Executive Director - Chua Ngeun Lok

"THAT a gratuity payment of RM1,500,000.00 be made to Chua Ngeun Lok in recognition and appreciation for his pivotal contributions to the Company and subsidiaries as an Executive Director." Gratuity Payment for Executive Director - Chua Ngeun Seong

"THAT a gratuity payment of RM1,500,000.00 be made to Chua Ngeun Seong in recognition and appreciation for his pivotal contributions to the Company and subsidiaries as an Executive Director."

Retention of Independent Non-Executive Director THAT Low Hong Keng shall continue to serve as an Independent Non-Executive Director of the Company notwithstanding that his tenure as an independent director has exceeded a cumulative term of 9 years.

Retention of Independent Non-Executive Director

"THAT contingent upon the passing of Ordinary Resolution 4, Ong Whee Sen shall continue to serve as an Independent Non-Executive Director of the Company notwithstanding that his tenure as an independent director has exceeded a cumulative term of 9 years."

Approval for Allotment of shares or Grant of rights

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 ("CA2016"), Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and the approval(s) of the relevant regulatory authorities, where such approval(s) is required, the Directors of the Company be and are hereby empowered to allot and issue shares in the Company, grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot and issue shares in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and to make or grant offers, agreements or options which would or might require shares to be allotted and issued, after the expiration of the approval hereof, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such additional shares to be allotted and issued with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on the Bursa Malaysia Securities Berhad.

THAT pursuant to Section 85 of the CA2016 read together with Clause 10 of the Constitution of the Company, the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the CA2016.

AND THAT the Directors be and are hereby authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to give effect to the transactions contemplated and/or authorised by this resolution."

Proposed renewal of shareholders' mandate to enable UPA Corporation Bhd. to purchase up to 10% of its total number of issued shares ("Proposed Share Buy-Back")

"THAT subject to all the applicable laws and regulations, the Directors be and are hereby authorised to purchase the ordinary shares of the Company through the stock exchange of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit and in the interests of the Company provided that the aggregate number of shares purchased (which are to be treated as treasury shares) does not exceed 10% of the total number of issued shares of the Company; and the funds allocated for the purchase of shares shall not exceed its retained profits for the time being. THAT the Directors be and are hereby further authorised to deal with the treasury shares in their absolute discretion pursuant to Section 127(7) of the Companies Act 2016.

THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company following the general meeting at which the Proposed Share Buy-Back was passed at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions; or the expiration of the period within which the next annual general meeting after that date is required by law to be held; or the revocation or variation by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first.

AND THAT the Board of Directors be and is hereby authorised to do all such acts and things (including executing such documents as may be required) in the said connection and to delegate all or any of the powers herein vested in them to any Director(s) or any officer(s) of the Company to give effect to the aforesaid share buy-back in the best interest of the Company."

To transact any other ordinary business for which due notice shall has been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a final single tier dividend of 3 sen per share for the financial year ended 31 December 2023, if approved, will be paid on 19 July 2024 to depositors registered in the Record of Depositors of the Company on 5 July 2024. A depositor shall qualify for the dividend entitlement only in respect of:

(a) shares transferred into the Depositor's Securities Account before 4.30 p.m. on 5 July 2024 in respect of ordinary transfers; and

(b) shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

(p) shares bought on the Bursa Malaysia Securities Berl By Order of the Board CHOK KWEE WAH (MACS 00550) (SSM PC No. 202008002837) TAN KEAN WAI (MAICSA 7056310) (SSM PC No. 202008000801) Company Secretaries 30 April 2024 Kuala Lumpur

- Only a depositor whose name appears on the Record of Depositors as at 21 June 2024 shall be entitled to attend, participate, speak and vote at this Meeting as well as for appointment of any person as his proxy(ies) to exercise all or any of his rights to attend, participate, speak and vote at the Meeting on his stead.
- Where a member appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. However, a member shall not, subject to Paragraphs (3) and (4) below, be entitled to appoint more than 2 proxies to attend and vote at the Meeting.
- Where a member is an exempt authorised nominee (EAN) 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 EAN may appoint in respect of each omnibus account it holds.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least 1 proxy but not more than 2 proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of 2 proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- Where a member entitled to vote on a resolution has appointed more than 1 proxy, the proxies shall only be entitled to vote on any question at the Meeting on poll provided that the member specifies the proportion of his holdings to be represented by each proxy.
- Where a member is a corporation, it may also by resolution of its directors or other governing body authorising a person or persons to act as its representative or representatives to exercise all or any of its rights to attend, participate, speak and vote at the Meeting on its stead.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority on the appointed proxy to demand or join in demanding a poll.
- The instrument appointing a proxy or proxy form and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority, certified by an advocate and solicitor or where the member is a body corporate, the copy of the power or authority may also be certified by an authorised officer of that member, shall be deposited at the office of the Share Registrar of the Company, Bina Management (M) Shlb, at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy or proxy form shall not be treated as valid. FAXED AND PHOTOCOPIED COPIES OF THE DULY EXECUTED PROXY FORM ARE NOT ACCEPTABLE.
- The 28th AGM will be conducted on fully virtual basis and the Company has appointed Bina Management (M) Sdn. Bhd. as the Poll Administrator for the 28th AGM to facilitate the remote participation and voting facilities. Please refer to the procedures set out in the Administrative Guide for the 28th AGM on the registration and voting process for the Meeting.
- The Broadcast Venue of the 28th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman shall be present at the main venue of the 28th AGM. NO SHAREHOLDERS/PROXIES/CORPORATE REPRESENTATIVES from the public will be allowed to be physically present at the Broadcast Venue on the day of the 28th AGM.

EXPLANATORY NOTES

- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by poll.
 - Item 1 of the Agenda: Receipt of Audited Financial Statements and Report

This item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Henceforth, this item is not put forward for voting.

Items 3 and 4 of the Agenda: Directors' fees and benefits payable

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors, and any benefits payable to the directors including compensation for loss of employment of a director or former director of a listed company and its subsidiaries, shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for payment of Directors' fees not exceeding RM300,000.00 and benefits payable up to RM100,000.00 for the financial year ended 31 December 2023 and for the period from 29 June 2024 until the next AGM to be held in year 2025.

In determining the estimated total amount of Directors' fees and benefits payable for the Directors of the Company, the Board has considered various factors including usage of Company's vehicles, the number of scheduled meetings for the Board and Board Committees of the Company as well as the number of Directors involved in these meetings become based on the current number of Directors.

In the event, the proposed amount is insufficient, e.g. due to enlarged Board size, approval will be sought at the next AGM for the shortfall.

4. Item 5 of the Agenda: Re-election of Directors

The profiles of Directors seeking re-election are set out in the Profiles of Directors section of the Company's 2023 Annual Report.

The resolutions, if approved, will authorise the continuity in office of the Directors. An annual assessment on the performance and effectiveness of the Directors (including the independence of Independent Non-Executive Director(s) for the financial year ended 31 December 2023 had been undertaken, and the results were satisfactory to the Board.

Item 6 of the Agenda: Re-appointment of Auditors

Baker Tilly Monteiro Heng PLT (LLP0019411-LCA & AF 0117), being the Auditors of the Company for the financial year ended 31 December 2023, have expressed their willingness to continue in office

Items 7, 8 and 9 of the Agenda: Gratuity Payment for Executive Directors

The proposed gratuity payments amounting to RM1,500,000.00 to each Executive Director of the Company are in recognition and appreciation of their continuous invaluable contributions to the UPA Group's success over the last 50 years.

Items 10 and 11 of the Agenda: Retention of Independent Non-Executive Directors

The resolutions, if approved, will authorise the continuity in office of Low Hong Keng and Ong Whee Sen as Independent Non-Executive Directors of the Company notwithstanding that their tenure as independent director have exceeded a cumulative term of 9 years from the date of their first appointment. The Board had undertaken the assessment on the above mentioned independent directors and the results were satisfactory to the Board.

In line with Practice 5.3 of the Malaysian Code of Corporate Governance 2021, the Board is seeking annual shar approval through a two-tier voting process to retain Low Hong Keng and Ong Whee Sen as Independent Non-Edirectors of the Company.

Item 12 of the Agenda: Approval for Allotment of shares or Grant of rights

The resolution, if approved, will renew the existing general mandate given to the Directors of the Company at the preceding AGM held on 23 June 2023 to allot and issue ordinary shares of the Company from time to time, and expand the mandate to grant rights to subscribe for shares in the Company, convert any security into shares in the Company, or allot shares under an agreement or option or offer, PROVIDED that the aggregate number of shares allotted and issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, provident of the state of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being ("Renewed General Mandate"). In computing the aforesaid 10% limit, shares issued or agreed to be issued or subscribed pursuant to the approval of shareholders in a general meeting where precise terms and conditions are approved shall not be counted. The Renewed General Mandate, unless revoked or varied by a resolution of the Company, will expire at the conclusion of the annual general meeting held next after the approval was given; or at the expiry of the period within which the next annual general meeting is required by law to be held after the approval was given, whichever is the earlier.

The Board of Directors is of the view that the Renewed General Mandate is in the best interest of the Company and its shareholders due to the rising risk from the uncertain global and domestic economic environment, coupled with weak Ringgit performance, and this measure could give access to additional fundraising flexibility for the Company to ensure its long-term sustainability and to meet its funding requirements such as funding current and/or future investment project(s), working capital, operational expenditure, repayment of bank borrowings and/or strategic opportunities involving equity deals and/or so forth which may require issuance of new shares, expeditiously and efficiently, during this challenging time. In addition, any delay arising from and cost involved in convening a general meeting to approve such issuance and allotment of new shares could be eliminated.

By voting in favour of the Ordinary Resolution 13, the shareholders of the Company also have agreed to irrevocably waive their statutory pre-emptive rights pursuant to Section 85(1) of CA2016 read together with Clause 10 of the Company's Constitution, and allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the Renewed General Mandate.

As at the date of this Notice, no new shares in the Company were issued pursuant to the existing mandate which will lapse at the conclusion of the forthcoming AGM of the Company.

Item 13 of the Agenda: Proposed Share Buy-Back

The proposed ordinary resolution No. 14, if passed, will empower the Company to purchase and/or hold the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company. Please refer to the Statement to Shareholders dated 30 April 2024 in relation to the Proposed Share Buy-Back for further details.

10. Personal data privacy

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



ADMINISTRATIVE GUIDE FOR THE 28TH ANNUAL GENERAL MEETING

Date : Friday, 28 June 2024

Time : 11.00 a.m.

Broadcast Venue : Lot 8228, 6.5 Miles, Jalan Kuchai Lama, 58200 Kuala Lumpur, Malaysia

Online Meeting Platform : https://www.binamanagement.com.my provided by Bina Management

(M) Sdn. Bhd. in Malaysia (Domain registration number D1A401787)

Mode of Meeting

The 28th Annual General Meeting ("AGM") will be conducted virtually through livestreaming and online remote participation via remote participation and voting facilities ("RPV Facilities") provided by Bina Management (M) Sdn. Bhd. via its portal at https://www.binamanagement.com.my.

According to the Revised Guidance Note and FAQs issued by Securities Commission Malaysia, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

RPV Facilities

- 1. The RPV Facilities, using the Zoom Cloud Meetings App, will enable you to exercise your rights as a Shareholder of the Company to participate in (including to pose questions to the Board) and vote at the AGM.
- 2. Shareholders/Proxies/Corporate Representatives are strongly advised to participate and vote remotely at the AGM using the RPV Facilities which can be accessed via Bina Management (M) Sdn Bhd's ("BINA") website at https://www.binamanagement.com.my ("BINA Portal").
- 3. Proxies and Corporate Representatives who wish to use the RPV Facilities must ensure that the duly executed Forms of Proxy (for Proxies) or Certificates of Appointment (for Corporate Representatives) are submitted to the Company **not later than 26 June 2024 (Wednesday)**, **before 11.00 a.m.**

Procedure for RPV

4. Shareholders/Proxies/Corporate Representatives are to read and follow these procedures to use the RPV Facilities:-

PROCEDURES BEFORE THE AGM	ACTIONS
(i) Register as a User	 Access the BINA Portal at www.binamanagement.com.my Click <<login register="">> followed by <<register new="" user="">> to register as a new user.</register></login>

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	 Complete the registration by filling up the information required and uploading a clear copy of your MyKAD (both sides) or the identity information page of your Passport. Read and agree to the terms and conditions, and thereafter submit your registration. Please enter a valid email address in order for you to receive the verification email from the BINA Portal. Your registration will be verified and approved by the BINA Portal. Once approved, an email notification will be sent to you. If you are already a user of the BINA Portal, you are not required to register again. Please use the same email and password to log in.
PROCEDURES FOR AGM DAY (28/06/2024)	ACTIONS
(ii) Log in to BINA Portal at https://www.binamanagement.com.my	 Log in with your user ID and password at any time from 10.30 a.m., i.e. 30 minutes before the commencement of the AGM. If you have forgotten your password, you can reset it by clicking on <<forgot password="">>.</forgot>
(iii) Participate through Livestreaming	 Select <<Virtual Meeting>> under Main Menu. Click <<Join Meeting>> to join the AGM livestream. If you have any questions during the AGM, please submit them using the Q&A platform. The Chairman of the AGM, Board members and the Management will respond to all relevant questions. If time is insufficient, their responses will be responded to the respective shareholders via email accordingly. If you are using your smartphone to participate, please download the Zoom Cloud Meetings app from Google Play Store or Apple App Store before the AGM. Please take note that the quality of the livestream is dependent on the bandwidth and stability of your Internet connection.
(iv) Online Remote Voting	 Please select the <<voting>> option next to <<join meeting="">> to indicate your votes for the resolutions that are tabled for voting.</join></voting> The voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Please cast and submit your votes on the resolutions as they appear on screen. Once submitted, votes are final and cannot be changed. You can download the acknowledgement of your voting after you have submitted the votes.
(v) End of the RPV Facilities	The RPV Facilities will end and the Q&A platform will be disabled once the Chairman announces the closure of the AGM.

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Notes:

- (a) Should your registration to join the AGM be approved, we will make available to you the rights to join the livestreamed AGM and to vote remotely using the RPV Facilities. Your login to the BINA Portal on the day of the AGM will indicate your presence at the meeting.
- (b) If you encounter any issue with your registration, please call +6010-5265490 or e-mail binawin@binamg168.com for assistance.

Entitlement to participate and vote based on the Record of Depositors ("ROD")

5. Only a depositor/shareholder whose name appears on the **ROD** as at 21 June 2024 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his/her behalf. A shareholder will not be allowed to participate at the meeting if his/her proxy(ies) has/have been registered to participate in the meeting.

Appointment of Proxy / Corporate Representative

- 6. Shareholders can appoint the Chairman of the Meeting as Proxy to attend and vote on their behalf at the AGM. Shareholders may submit their Forms of Proxy with predetermined voting instructions for the Chairman to vote on their behalf.
- 7. The duly executed Forms of Proxy or the Certificate of Appointment of Corporate Representative shall be deposited via hardcopy at the office of the Share Registrar of the Company, Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not later than 26 Wednesday 2024 (Wednesday), before 11.00 a.m.

Poll Voting

- 8. The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Bina Management (M) Sdn. Bhd. as Poll Administrator to conduct the poll by way of online remote voting using the RPV Facilities, and Symphony Corporate Services Sdn. Bhd. as Scrutineers to verify the poll results.
- 9. The online remote voting session will commence once the Chairman declares that the voting platform is activated. The voting session will end upon declaration by the Chairman. Please refer to Item 4(iv) above in the "Procedures for AGM Day" table for the online remote voting procedures using the RPV Facilities.
- 10. Upon completion of the voting session, the poll results will be verified by the Scrutineers before declaration by the Chairman.

Revocation of Proxy

11. If you have submitted your Form of Proxy and subsequently decide to appoint another person or wish to participate in the AGM by yourself, please write in to Bina Management (M) Sdn. Bhd. to revoke the earlier appointed proxy **not later than 26 June 2024 (Wednesday), before 11.00 a.m.**

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No Recording or Photography

12. Unauthorised audio and video recordings and photography of the proceedings of the AGM are strictly prohibited.

Door Gifts/Food Vouchers

13. NO door gifts or food vouchers will be distributed to Shareholders/Proxies/Corporate Representatives for participating in the AGM.

Mode of Communication

- 14. (a) Shareholders may submit questions to the Board of Directors prior to the AGM via the Q&A platform on the BINA Portal not later than **28 June 2024 at 10.30 a.m.** Please log in with your user ID and password at BINA Portal and click "Q&A" button under "My Virtual Meeting".
 - (b) Shareholders may use the Q&A platform in the RPV Facilities to submit questions in typed texts during the AGM. If time is insufficient, their responses will be responded to the respective shareholders via email accordingly.
 - (c) If you encounter any issue with the RPV Facilities, please call +6010-526 5490 or e-mail binawin@binamg168.com for assistance.

Enquiry

If you have any enquiries on the above, please contact our Share Registrar, during office hours on Mondays to Fridays from 9.00 a.m. to 5.00 p.m. (except on public holidays): -

Bina Management (M) Sdn. Bhd.

General Line : +603-7784 3922 Fax Number : +603-7784 1988

Email : <u>binawin@binamg168.com</u>

Contact person : Cik Nor Syahirah Binti Kamal Ibrahim