

**NOTICE OF TWENTY-THIRD ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Twenty-Third Annual General Meeting of the Company will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Tuesday, 17 November 2020 at 11.00 a.m. to transact the following business: -

**AGENDA**

**ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 May 2020 together with the Reports of the Directors' and Auditors' thereon.
- To approve the payment of Directors' Fees of RM144,000 for the financial year ending 31 May 2021.
- To re-elect Eg Kaa Chee who retires pursuant to Clause 76(3) of the Constitution.
- To re-elect Thong Kooi Pin who retires pursuant to Clause 76(3) of the Constitution.
- To re-elect Prof. Low Teck Seng who retires pursuant to Clause 78 of the Constitution.
- To re-appoint Messrs CAS Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)  
**(Resolution 1)**  
(Please refer to Explanatory Note 2)  
**(Resolution 2)**  
(Please refer to Explanatory Note 3)  
**(Resolution 3)**  
(Please refer to Explanatory Note 3)  
**(Resolution 4)**  
(Please refer to Explanatory Note 3)  
**(Resolution 5)**

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions, with or without modifications, as Ordinary Resolutions of the Company: -

**7. ORDINARY RESOLUTION I**

**AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES**

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue shares in the Company from time to time at such price, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 20% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

**(Resolution 6)**  
(Please refer to Explanatory Note 4)

**8. ORDINARY RESOLUTION II**

**CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT subject to passing of Resolution 3, approval be and is hereby given to Thong Kooi Pin, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

**(Resolution 7)**  
(Please refer to Explanatory Note 5)

**9. ORDINARY RESOLUTION III**

**CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT, approval be and is hereby given for Abdul Razak Bin Dato' Haji Ippa who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Non-Executive Director of the Company."

**(Resolution 8)**  
(Please refer to Explanatory Note 6)

**10. ORDINARY RESOLUTION IV**

**PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OF TRADING NATURE**

"THAT pursuant to Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("ACE Listing Requirements"), the Company and its subsidiaries ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 1.4 of the Circular to Shareholders dated 30 September 2020 ("Related Party") provided that such transactions and/or arrangements are:-

**(Resolution 9)**  
(Please refer to Explanatory Note 7)

- necessary for the day-to-day operations;
- are undertaken in the ordinary course of business at arm's length basis and are on normal commercial terms which are not more favourable to the Related Party than those generally available to the public; and
- are not detrimental to the minority shareholders of the Company.

(collectively known as "Shareholders' Mandate")

AND THAT such approval, shall continue to be in force until: -

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at such AGM, the authority is renewed; or
- the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 340 of the Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of the Act); or
- revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting,

whichever is earlier;  
AND THAT the estimated aggregate value of the transactions conducted pursuant to the Shareholders' Mandate during a financial year will be disclosed, in accordance with the ACE Listing Requirements, in the Annual Report of the Company for the said financial year;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

**(Resolution 10)**  
(Please refer to Explanatory Note 8)

**11. ORDINARY RESOLUTION V**

**PROPOSED GRANTING OF EMPLOYEE SHARE OPTION SCHEME ("ESOS") OPTIONS TO DATO' DR. MOHD FIKRI BIN ABDULLAH**

"THAT the Board be and is hereby authorised at any time and from time to time, grant Dato' Dr. Mohd Fikri Bin Abdullah, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for new shares, subject to the following provisions:

- not more than 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 new Ucrest Shares available under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the ACE LR), holds 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 (excluding treasury shares) of the Company;
- not more than 50% of the total number of Ucrest Shares comprised under the ESOS Scheme to be issued pursuant to the ESOS would be allocated (in aggregate) to the directors and senior management of the Company who are eligible to participate in the ESOS;
- he and the persons connected to him must not participate in the deliberation or discussion and voting at general meeting of his allocation on the number of ESOS Options to be offered to him and allocations to persons connected to him under the ESOS; and

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 ESOS and any prevailing guidelines issued by Bursa Securities, the ACE LR or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new Ucrest Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme."

- 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

**WONG WAI FOONG**

SSM PC NO. 202008001472 (MAICSA 7001358)

**JOANNE TOH JOO ANN**

SSM PC NO. 202008001119 (LS 0008574)

Company Secretaries

Kuala Lumpur

Dated: 30 September 2020

**NOTES: -**

**(i) NOTES ON APPOINTMENT OF PROXY**

- 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 11 November 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.
- 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 not be and is not a member of the Company.
- 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.
- 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.
- 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.
- 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.
- 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.
- The appointment of a proxy may be made in a hard copy form and submit to the Company's Share Registrar at 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. All Proxy Form submitted must be received by the Company 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.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Company's 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, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur 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 notorally and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the Proxy Form is Sunday, 15 November 2020 at 11.00 a.m.
- Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
  - Identity card (NRIC) (Malaysian), or
  - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
  - Passport (Foreigner).
- 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 the proxy form if this has not been lodged at the Company's registered office earlier.

**EXPLANATORY NOTE ON ORDINARY / SPECIAL BUSINESS**

**1. Item 1 of Agenda**

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

**2. Directors' Fees**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors shall be determined at a general meeting. The details of the Directors' remuneration are set out in the Corporate Governance Overview Statement of this Annual Report.

The Director's fees proposed under Resolution 1 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

**3. Re-election of Director**

The Board has undertaken an annual assessment of Eg Kaa Chee, Thong Kooi Pin and Prof. Low Teck Seng who are seeking for re-election pursuant to Clause 76(3) and Clause 78 of the Constitution of the Company respectively at the forthcoming Twenty-Third Annual General Meeting. The annual assessment has been disclosed in the Corporate Governance Overview Statement of the Company's 2020 Annual Report.

**4. ORDINARY RESOLUTION I**

**Resolution Pursuant to Sections 75 and 76 of the Companies Act, 2016**

a. **Requirements under Rule 6.04(1) of the Listing Requirements**

Under Rule 6.04(1) of the Listing Requirements, listed issuers must not issue any new shares or convertible securities if the total number of those shares or convertible securities, when aggregated with the total number of any such ordinary shares or convertible securities issued during the preceding 12 months, exceeds 10% of the total number of issued shares (excluding any treasury shares) of the listed issuer for the time being ("10% General Mandate"), except where the shares or convertible securities are issued with the prior shareholder approval in a general meeting of the precise terms and conditions

of the issue.

**b. Relief measures granted by Bursa Securities**

In view of the Corona Virus Disease 2019 ("COVID-19") pandemic outbreak, the Government of Malaysia had on 18 March 2020 implemented the Movement Control Order ("MCO") nationwide to curb the spread of the COVID-19 infection in Malaysia.

Bursa Securities recognised the needs for listed issuers to raise funds quickly and efficiently during the challenging time to ensure the long-term sustainability and interest of the listed issuers and their shareholders. Therefore, an additional relief measure has been granted by Bursa Securities vide its letter dated 16 April 2020 which allows a listed issuer to seek its shareholders' approval at a general meeting to issue new securities for a higher general mandate under Rule 6.04 of the Listing Requirements of not more than 20% of the total number of issued shares (excluding treasury shares) ("20% General Mandate").

**c. Rationale for Proposed Resolution 6**

The Company proposes to seek new shareholders' mandate to enable the Directors to issue and allot up to a maximum of 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being pursuant to the 20% General Mandate under Resolution 6.

The proposed Resolution 6, if passed, will provide additional flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purposes of funding the Company's future investment project(s), working capital, operational expenditure and/or acquisition(s) at any time as the Directors may deem fit without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting.

**d. 10% General Mandate**

As at the date of this Notice, the Company did not carry any shares pursuant to the 10% General Mandate granted to the Directors at the previous Twenty-Second AGM held on 22 November 2019.

**e. Statement by the Directors for the 20% General Mandate**

The Board of Directors is of the view that the proposed Resolution 6 is in the best interest of the Company and the shareholders of the Company as the 20% General Mandate will give the Directors the flexibility and cost effectively to raise funds quickly and efficiently during this challenging time to ensure the long term sustainability of the Company and safeguard the interest of the Company and the shareholders.

**5. ORDINARY RESOLUTION II**

**Continuation in Office as Independent Non-Executive Director**

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of the shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.

Thong Kooi Pin was appointed to the Board on 18 December 2006 and have therefore as at the date of this Notice, served the Company for more than twelve (12) years. The Board has via the Nomination Committee assessed the independence of Thong Kooi Pin and recommended that he continue to act as an Independent Non-Executive Director of the Company. Details of the Board's justifications and recommendations for the retention of Thong Kooi Pin are set out in the Corporate Governance Overview Statement of the 2020 Annual Report.

The Ordinary Resolution proposed under Resolution 7 if passed, will enable Thong Kooi Pin to continue to act as an Independent Non-Executive Director of the Company.

Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, the Company will adopt the two-tier voting process in seeking shareholders' approval for this resolution.

**6. ORDINARY RESOLUTION III**

**Continuation in Office as Independent Non-Executive Director**

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of the shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.

Abdul Razak Bin Dato' Haji Ippa was appointed to the Board on 1 June 2001 and have therefore as at the date of this Notice, served the Company for more than twelve (12) years. The Board has via the Nomination Committee assessed the independence of Abdul Razak Bin Dato' Haji Ippa and recommended that he continue to act as an Independent Non-Executive Director of the Company. Details of the Board's justifications and recommendations for the retention of Abdul Razak Bin Dato' Haji Ippa are set out in the Corporate Governance Overview Statement of the 2020 Annual Report.

The Ordinary Resolution proposed under Resolution 8 if passed, will enable Abdul Razak Bin Dato' Haji Ippa to continue to act as an Independent Non-Executive Director of the Company.

Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, the Company will adopt the two-tier voting process in seeking shareholders' approval for this resolution.

**7. ORDINARY RESOLUTION IV**

**Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue of Trading Nature**

The Ordinary Resolution, proposed under Resolution 9, if passed, will allow the Group to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms which are not detrimental to the interests of the minority shareholders.

Please refer to the Circular to Shareholders dated 30 September 2020 enclosed together with the Company's 2020 Annual Report for information on the recurrent related party transactions.

**8. ORDINARY RESOLUTION V**

**Proposed Granting of Employee Share Option Scheme ("ESOS") Options to Dato' Dr. Mohd Fikri Bin Abdullah**

The Ordinary Resolution, proposed under Resolution 10, if passed, would provide flexibility to the Directors to grant Dato' Dr. Mohd Fikri Bin Abdullah, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for new shares, subject to the By-Laws of the ESOS. The Board is also authorised to allot and issue the corresponding number of new Ucrest Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme.

Dato' Dr. Mohd Fikri Bin Abdullah was appointed an Independent Non-Executive Director of the Company on 16 May 2018, after the establishment of the ESOS.