



UCREST BERHAD
(Registration No.: 199701004560 (420056-K))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of UCrest Berhad (“**UCrest**” or “**Company**”) will be held at Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 12 November 2025 at 12.00 p.m., or after the conclusion or adjournment (as the case may be) of the 28th Annual General Meeting of the Company scheduled to be held on the same day at 11.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS”) OF UP TO 30% OF THE TOTAL NUMBER OF ISSUED SHARES IN UCREST (EXCLUDING TREASURY SHARES, IF ANY) AT ANY ONE TIME DURING THE DURATION OF THE ESOS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF UCREST AND ITS SUBSIDIARIES (“UCREST GROUP”) (EXCLUDING DORMANT SUBSIDIARIES, IF ANY) (“PROPOSED ESOS”)

“**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, where required, approval be and is hereby given to the Board of Directors of the Company (“**Board**”) to:

- (i) establish and administer the Proposed ESOS which involves the granting of options (“**ESOS Options**”) to the eligible directors and eligible employees of the UCrest Group (excluding dormant subsidiaries, if any), who fulfil the criteria of eligibility for participation in the Proposed ESOS (“**Eligible Persons**”), to subscribe for new ordinary shares in the Company (“**Shares**”) at a subscription price payable upon exercise of the ESOS Options in accordance with the by-laws governing the Proposed ESOS (“**By-Laws**”), a draft of which is set out in **Appendix I** of the Circular;
- (ii) establish a committee, comprising such composition and persons as appointed and authorised by the Board (“**ESOS Committee**”), to administer the Proposed ESOS in accordance with the By-Laws;
- (iii) allot and issue such number of new Shares to the Eligible Persons from time to time as may be required in connection with the implementation of the Proposed ESOS, provided that the aggregate number of new Shares to be allotted and issued pursuant to the exercise of the ESOS Options under the Proposed ESOS shall not, in aggregate, exceed 30% of the total number of issued Shares (excluding treasury shares, if any), at any point in time during the duration of the Proposed ESOS;
- (iv) make necessary applications to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing and quotation for such number of new Shares, that may be allotted and issued from time to time pursuant to the exercise of the ESOS Options on the ACE Market of Bursa Securities and that such new Shares to be allotted and issued, arising from the exercise of the ESOS Options, will be subject to the provisions of the Constitutions of the Company and shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the holders of such new Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the Company’s shareholders, the entitlement date of which precedes the relevant date of allotment and issuance of such new Shares;
- (v) add to, amend or modify and/or delete all or any of the By-Laws from time to time as may be required or permitted by the relevant authorities or as may be deemed necessary by the authorities or the Board, provided that such additions, amendments, modifications and/or deletions are permitted and effected in accordance with the provisions of the By-Laws relating to modifications and/or amendments, deed or undertakings and to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed ESOS; and

- (vi) extend the duration of the Proposed ESOS for a further period of up to 5 years (“**Extension**”) on or before the expiry of the initial 5-year period of the Proposed ESOS, at the Board’s sole and absolute discretion upon the recommendation of the ESOS Committee, provided always that the initial 5-year period and such Extension made in accordance with the provisions of the By-Laws shall not in aggregate exceed a duration of 10 years or such other period as may be prescribed by Bursa Securities in compliance with the ACE Market Listing Requirements of Bursa Securities (“**Listing Requirements**”) or any other relevant authorities from the effective date for the implementation of the Proposed ESOS and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension, with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company’s Common Seal in accordance with the Company’s Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed ESOS and the provisions of the By-Laws, with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient and in the best interest of the Company.”

ORDINARY RESOLUTIONS 2 TO 8

PROPOSED GRANTING OF ESOS OPTIONS TO THE ELIGIBLE DIRECTORS OF UCREST UNDER THE PROPOSED ESOS (“PROPOSED ALLOCATIONS”)

“**THAT** subject to the passing of Ordinary Resolution 1 and the requisite approvals of the relevant authorities being obtained for the Proposed ESOS, and for so long such approvals remain in force, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time during the duration of the Proposed ESOS, to offer and grant such number of ESOS Options under the Proposed ESOS (as may be adjusted or modified from time to time pursuant to the By-Laws) to the following eligible directors:

No.	Name of the Eligible Directors	Ordinary Resolution
1.	Eg Kah Yee (<i>Chairman / Managing Director</i>)	2
2.	N Chanthiran A/L Nagappan (<i>Independent Non-Executive Director</i>)	3
3.	Chuan Tsui Ju (<i>Independent Non-Executive Director</i>)	4
4.	Prof. Low Teck Seng (<i>Independent Non-Executive Director</i>)	5
5.	Dato’ Dr. Mohd Fikri Bin Abdullah (<i>Independent Non-Executive Director</i>)	6
6.	Eg Kaa Chee (<i>Non-Independent Non-Executive Director</i>)	7
7.	Abdul Razak Bin Dato’ Haji Ipap (<i>Non-Independent Non-Executive Director</i>)	8

provided always that:

- (i) he/she must not participate in the deliberation, voting and/or discussion of his/her own allocation of ESOS Options as well as allocation of ESOS Options to any persons connected with him, if any (as defined in the Listing Requirements);
- (ii) at any point in time during the duration of the Proposed ESOS, not more than 70% of the total number of new Shares made available under the Proposed ESOS shall be allocated, in aggregate, to the eligible directors and senior management of the UCrest Group (excluding dormant subsidiaries, if any) who are eligible to participate in the Proposed ESOS;
- (iii) the allocation to an Eligible Person who, either singly or collectively through persons connected with him/her (as defined under the Listing Requirements) holds 20% or more of the total number of issued Shares (excluding treasury shares, if any), shall not exceed 10% of the total number of new Shares made available under the Proposed ESOS; and
- (iv) the allocation of ESOS Options to him/her shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws and any prevailing guidelines, rules or regulations issued by Bursa Securities or any other relevant authorities, as amended from time to time;

THAT the Board be and is hereby authorised to allot and issue the corresponding number of new Shares arising from the exercise of the ESOS Options that may be granted to any of the abovementioned eligible directors under the Proposed ESOS;

AND THAT the Board be further empowered and 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 proposed allocations, with full power to assent to and to adopt and implement any condition, variation, modification and/or amendment as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities.”

By Order of The Board

NUR SHAHFAIZA BINTI MD YUSOFF
SSM PC NO. 202008000953 (MAICSA 7052006)

ELIZABETH ALLISON DE ZILVA
SSM PC NO. 202008002112 (MAICSA 7030086)

Company Secretaries

Kuala Lumpur
Date: 28 October 2025

Notes:

1. *For the purpose of determining who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 5 November 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend the EGM or appoint a proxy to attend, speak and vote on his/her/its behalf.*
2. *A member entitled to attend and vote at the EGM 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 but need not be a member of the Company.*
3. *A member of the Company who is entitled to attend and vote at the EGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the EGM.*
4. *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.*
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 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.*
7. *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.*
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’s Share Registrar not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof:-*

In hard copy form

The Proxy Form shall be deposited at the office of the Company’s Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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, deposit the Proxy Form in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

By electronic form

The Proxy Form can be electronically lodged with the Company’s Share Registrar via Vistra Share Registry and IPO (MY) portal (“The Portal”) at <https://srmy.vistra.com>. Kindly refer to the Administrative Guide on the procedures for electronic lodgement of Proxy Form via The Portal.

9. *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd 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, to be deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the EGM or adjourned EGM 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.*
10. *Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.*
11. *Last date and time for lodging the Proxy Form is Monday, 10 November 2025 at 12.00 p.m. or at any adjournment thereof.*