

**UCREST BERHAD**  
[199701004560 (420056-K)]  
(Incorporated in Malaysia)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF UCREST BERHAD (“UCREST” OR “COMPANY”) CONDUCTED PHYSICALLY 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.**

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- Present : Mr. Eg Kah Yee (Chairman/Managing Director)  
Mr. N. Chanthiran A/L Nagappan (Independent Non-Executive Director)  
Prof. Low Teck Seng (Independent Non-Executive Director)  
Dato' Dr. Mohd Fikri Bin Abdullah (Independent Non-Executive Director)  
Encik Abdul Razak Bin Dato' Haji Ipap (Non-Independent Non-Executive Director)  
Ms Chuan Tsui Ju (Non-Independent Non-Executive Director)
- Absent with apologies : Mr. Eg Kaa Chee (Non-Independent Non-Executive Director)
- In Attendance : Puan Nur Shahfaiza Binti Md Yusoff (Company Secretary)  
Ms Elizabeth Allison De Zilva (Company Secretary)
- By Invitation : Mr. Dominic Seah – Head of Corporate Finance, TA Securities Holdings Berhad (Adviser)  
Ms Jeannie Goon – Partner, Messrs Wei Chien & Partners  
Mr. Cheong Yi Heng - Representative from Tricor Corporate Services Sdn. Bhd.

The attendance of members, proxies and corporate representatives is as per the Attendance List.

**1. CHAIRMAN**

On behalf of the Board, Mr. Eg Kah Yee, the Chairman of the meeting, welcomed all members, proxies, and attendees present physically at the Company's Extraordinary General Meeting (“EGM”) to consider the businesses as set out in the Notice of Meeting dated 28 October 2025.

The Chairman then introduced the Board members, Company Secretary and the Corporate Advisers to the meeting.

**2. QUORUM**

The Chairman informed that the Company's Constitution required the presence of at least two (2) members or proxies or corporate representatives to form a quorum. Upon confirming that there was a requisite quorum present at the meeting pursuant to the Company's Constitution, he called the meeting to order at 12.00 p.m.

### 3. NOTICE

There being no objection, the notice convening the meeting, having been issued and circulated earlier to all the members of the Company within the prescribed period, was taken as read.

Before proceeding to the items on the agenda, the Chairman informed that all resolutions set out in the Notice of the EGM would be voted by poll in accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The polling process would be conducted after all agenda items had been discussed.

The Company had appointed Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") as the Poll Administrator to verify the poll results and Vaersa Advisory Sdn. Bhd. had been appointed as the Independent Scrutineer to validate the poll results.

The Chairman reminded that the attendance at the meeting was restricted to shareholders, proxies and authorised representatives of corporate shareholders, who had registered to participate at the meeting and requested that all mobile phones and electronic devices be switched to silent mode for the duration of the meeting and any recording of the meeting was strictly prohibited unless prior written consent had been obtained from the Company before the meeting.

The meeting then proceeded with the businesses set out in the Notice of the EGM, followed by the Questions and Answers session.

### 4. 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")**

The Chairman proceeded to Ordinary Resolution 1 on the 'Proposed establishment of an Employees' Share Option Scheme of up to 30% of the total number of issued Shares in UCrest Berhad (excluding treasury shares, if any) at any one time during the duration of the ESOS for the eligible Directors and employees of UCrest Berhad and its subsidiaries ("UCrest Group") (excluding dormant subsidiaries, if any)'.

The Chairman informed that the full text of Ordinary Resolution 1 was set out in the Notice of EGM and with the members' permission was taken as read.

The Chairman then put Ordinary Resolution 1, the full text of which is set out in the Notice of the EGM, to the meeting for consideration.

**5. ORDINARY RESOLUTIONS 2 TO 8:  
PROPOSED GRANTING OF ESOS OPTIONS TO THE ELIGIBLE DIRECTORS OF UCREST  
UNDER THE PROPOSED ESOS ("PROPOSED ALLOCATIONS")**

The Chairman informed that the meeting that Ordinary Resolutions 2 to 8 were on the Proposed Granting of ESOS Options to the Eligible Directors of UCrest Berhad under the Proposed ESOS ("Proposed Allocations") and were contingent upon the passing of Ordinary Resolution 1.

As Ordinary Resolution 2 was pertaining to the Proposed Allocation of ESOS Options to himself, the Chairman handed over the chair to Mr. N. Chanthiran A/L Nagappan.

**6. ORDINARY RESOLUTION 2  
PROPOSED ALLOCATION OF ESOS OPTIONS TO EG KAH YEE**

Mr. N. Chanthiran A/L Nagappan thanked the Chairman and proceeded to Ordinary Resolution 2 on the 'Proposed Allocation of ESOS Options to Eg Kah Yee (Chairman/Managing Director)'.

The Chairman informed that the full text of Ordinary Resolution 2 was set out in the Notice of EGM and with the members' permission was taken as read.

The Chairman then put Ordinary Resolution 2, the full text of which is set out in the Notice of the EGM, to the meeting for consideration.

Mr. N. Chanthiran A/L Nagappan then handed the chair back to Mr. Eg Kah Yee, to continue with Ordinary Resolution 3.

**7. ORDINARY RESOLUTION 3  
PROPOSED ALLOCATION OF ESOS OPTIONS TO N. CHANTHIRAN A/L NAGAPPAN**

The Chairman then proceeded to Ordinary Resolution 3 on the 'Proposed Allocation of ESOS Options to N. Chanthiran A/L Nagappan (Independent Non-Executive Director)'.

The Chairman informed that the full text of Ordinary Resolution 3 was set out in the Notice of EGM and with the members' permission was taken as read.

The Chairman then put Ordinary Resolution 3, the full text of which is set out in the Notice of the EGM, to the meeting for consideration.

**8. ORDINARY RESOLUTION 4  
PROPOSED ALLOCATION OF ESOS OPTIONS TO CHUAN TSUI JU**

The Chairman proceeded to Ordinary Resolution 4 on the 'Proposed Allocation of ESOS Options to Chuan Tsui Ju (Non-Independent Non-Executive Director)'.

The Chairman informed that the full text of Ordinary Resolution 4 was set out in the Notice of EGM and with the members' permission was taken as read.

The Chairman then put Ordinary Resolution 4, the full text of which is set out in the Notice of the EGM, to the meeting for consideration.

**9. ORDINARY RESOLUTION 5  
PROPOSED ALLOCATION OF ESOS OPTIONS TO PROF. LOW TECK SENG**

The Chairman proceeded to Ordinary Resolution 5 on the 'Proposed Allocation of ESOS Options to Prof. Low Teck Seng (Independent Non-Executive Director)'.

The Chairman informed that the full text of Ordinary Resolution 5 was set out in the Notice of EGM and with the members' permission was taken as read.

The Chairman then put Ordinary Resolution 5, the full text of which is set out in the Notice of the EGM, to the meeting for consideration.

**10. ORDINARY RESOLUTION 6  
PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' DR. MOHD FIKRI BIN ABDULLAH**

The Chairman proceeded to Ordinary Resolution 6 on the 'Proposed Allocation of ESOS Options to Dato' Dr. Mohd Fikri Bin Abdullah (Independent Non-Executive Director)'.

The Chairman informed that the full text of Ordinary Resolution 6 was set out in the Notice of EGM and with the members' permission was taken as read.

The Chairman then put Ordinary Resolution 6, the full text of which is set out in the Notice of the EGM, to the meeting for consideration.

**11. ORDINARY RESOLUTION 7  
PROPOSED ALLOCATION OF ESOS OPTIONS TO EG KAA CHEE**

The Chairman then proceeded to Ordinary Resolution 7 on the 'Proposed Allocation of ESOS Options to Eg Kaa Chee (Non-Independent Non-Executive Director)'.

The Chairman informed that the full text of Ordinary Resolution 7 was set out in the Notice of EGM and with the members' permission was taken as read.

The Chairman then put Ordinary Resolution 7, the full text of which is set out in the Notice of the EGM, to the meeting for consideration.

**12. ORDINARY RESOLUTION 8  
PROPOSED ALLOCATION OF ESOS OPTIONS TO ABDUL RAZAK BIN DATO' HAJI IPAP**

The Chairman then proceeded to Ordinary Resolution 8 on the 'Proposed Allocation of ESOS Options to Abdul Razak Bin Dato' Haji Ipap (Non-Independent Non-Executive Director)'.

The Chairman informed that the full text of Ordinary Resolution 8 was set out in the Notice of EGM and with the members' permission was taken as read.

The Chairman then put Ordinary Resolution 8, the full text of which is set out in the Notice of the EGM, to the meeting for consideration.

### 13. QUESTIONS AND ANSWERS SESSION

The Chairman then proceeded with the questions and answers session.

The 'Questions and Answers Session and Summary of Key Matters Discussed at the Extraordinary General Meeting' is attached hereto as "Appendix A".

### 14. CONDUCT OF POLL

Having dealt with all the items on the agenda and the Questions and Answers Session, the Chairman put the 8 Ordinary Resolutions to a vote by poll and invited the Poll Administrator, Tricor Investor and Issuing House Sdn. Bhd. to brief the meeting on the polling procedures.

The Chairman then announced the commencement of the polling process and adjourned the meeting at 12.15 p.m. for the Poll Administrator and the Independent Scrutineer, Vaersa Advisory Sdn. Bhd. to complete the counting and verification of the votes, respectively. The meeting then proceeded to vote on Ordinary Resolutions 1 to 8 by poll.

### 15. POLL RESULTS

Upon completion of the counting of votes by the Poll Administrator and verification of the results by the Scrutineer, the meeting was called to order at 12.30 p.m. for the declaration of the results of the poll. The Independent Scrutineer, Vaersa Advisory Sdn. Bhd., was invited to present the results of the poll (attached hereto as "Appendix B") to the meeting.

Based on the poll results presented at the EGM, Ordinary Resolutions 1 to 8 were declared carried as follows:

#### **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")**

On a poll with 84,384,747 ordinary shares voted in favour and 15,735 ordinary shares voted against the said resolution, it was resolved by a majority:-

**"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")**

#### **ORDINARY RESOLUTION 2**

##### **PROPOSED ALLOCATION OF ESOS OPTIONS TO EG KAH YEE**

On a poll with 84,384,747 ordinary shares voted in favour and 15,735 ordinary shares voted against the said resolution, it was resolved by a majority:-

**"THAT** subject to 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 Eg Kah Yee (Chairman/Managing Director) provided always that:

- (i) he must not participate in the deliberation, voting and/or discussion of his 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 (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 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.”

### **ORDINARY RESOLUTION 3**

#### **PROPOSED ALLOCATION OF ESOS OPTIONS TO N. CHANTHIRAN A/L NAGAPPAN**

On a poll with 175,656,076 ordinary shares voted in favour and 15,835 ordinary shares voted against the said resolution, it was resolved by a majority:-

**“THAT** subject to 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 N. Chanthiran A/L Nagappan (Independent Non-Executive Director) provided always that:

- (i) he must not participate in the deliberation, voting and/or discussion of his 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 (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 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.”

#### **ORDINARY RESOLUTION 4**

##### **PROPOSED ALLOCATION OF ESOS OPTIONS TO CHUAN TSUI JU**

On a poll with 175,656,076 ordinary shares voted in favour and 15,835 ordinary shares voted against the said resolution, it was resolved by a majority:-

**“THAT** subject to 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 Chuan Tsui Ju (Non-Independent Non-Executive Director) provided always that:

- (i) she must not participate in the deliberation, voting and/or discussion of her own allocation of ESOS Options as well as allocation of ESOS Options to any persons connected with her, 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 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 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.”

#### **ORDINARY RESOLUTION 5**

#### **PROPOSED ALLOCATION OF ESOS OPTIONS TO PROF. LOW TECK SENG**

On a poll with 175,656,076 ordinary shares voted in favour and 15,835 ordinary shares voted against the said resolution, it was resolved by a majority:-

**“THAT** subject to 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 Prof. Low Teck Seng (Independent Non-Executive Director) provided always that:

- (i) he must not participate in the deliberation, voting and/or discussion of his 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 (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 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.”

#### **ORDINARY RESOLUTION 6**

#### **PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' DR. MOHD FIKRI BIN ABDULLAH**

On a poll with 175,656,076 ordinary shares voted in favour and 15,835 ordinary shares voted against the said resolution, it was resolved by a majority:-

“**THAT** subject to 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 Dato' Dr. Mohd Fikri Bin Abdullah (Independent Non-Executive Director) provided always that:

- (i) he must not participate in the deliberation, voting and/or discussion of his 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 (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 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.”

#### **ORDINARY RESOLUTION 7 PROPOSED ALLOCATION OF ESOS OPTIONS TO EG KAA CHEE**

On a poll with 84,384,647 ordinary shares voted in favour and 15,835 ordinary shares voted against the said resolution, it was resolved by a majority:-

“**THAT** subject to 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 Eg Kaa Chee (Non-Independent Non-Executive Director) provided always that:

- (i) he must not participate in the deliberation, voting and/or discussion of his 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 (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 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.”

**ORDINARY RESOLUTION 8**  
**PROPOSED ALLOCATION OF ESOS OPTIONS TO ABDUL RAZAK BIN DATO’ HAJI IPAP**

On a poll with 175,656,076 ordinary shares voted in favour and 15,835 ordinary shares voted against the said resolution, it was resolved by a majority:-

“**THAT** subject to 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 Abdul Razak Bin Dato’ Haji Ipap (Non-Independent Non-Executive Director) provided always that:

- (i) he must not participate in the deliberation, voting and/or discussion of his 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 (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 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.”

## **16. CLOSURE**

There being no other business, the meeting concluded at 12.35 p.m. with a vote of thanks to the Chair.

**READ & CONFIRMED AS  
A CORRECT RECORD BY**

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**CHAIRMAN**

Date:

**UCREST BERHAD**  
**(“UCREST” or “COMPANY”)**  
[199701004560 (420056-K)]  
(Incorporated in Malaysia)

**QUESTIONS AND ANSWERS SESSION AND SUMMARY OF KEY MATTERS DISCUSSED AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF UCREST BERHAD (“UCREST” OR “THE COMPANY”) CONDUCTED PHYSICALLY 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.**

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**Comment from the Minority Shareholders Watch Group (“MSWG”) and the Company’s response during the EGM**

**Comment:**

On behalf of the Minority Shareholders Watch Group (“MSWG”), Nur Amirah Binti Amirudin, the representative from MSWG put on record MSWG’s voting against Ordinary Resolutions 3 to 8. She informed that MSWG does not support the allocation of Employee Share Option Schemes (“ESOS”) to Independent Non-Executive Directors (“INEDs”) and Non-Independent Non-Executive Directors (“NINEDs”) viewing it as potentially compromising their independence and objectivity, as INEDs’ primary role is governance and monitoring, not executive performance. MSWG believes that ESOS can create conflict of interest, making them focus on share price rather than impartial oversight and strategic guidance to the Company.

**Response:**

The Company noted the comment from MSWG.

There were no other comments or questions raised during the EGM.

**UCREST BERHAD**

(199701004560)

**UCREST BERHAD EGM 2025**

Greens III, Sports Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana,  
47410 Petaling Jaya, Selangor Darul Ehsan  
On Wednesday, November 12, 2025 12:00 PM

**Result On Voting By Poll**

Resolution(s)	Votes For		Vote Against		Total Votes	
	No of Units	%	No of Units	%	No of Units	%
Resolution 1	84,384,747	99.9814	15,735	0.0186	84,400,482	100.0000
Resolution 2	84,384,747	99.9814	15,735	0.0186	84,400,482	100.0000
Resolution 3	175,656,076	99.9910	15,835	0.0090	175,671,911	100.0000
Resolution 4	175,656,076	99.9910	15,835	0.0090	175,671,911	100.0000
Resolution 5	175,656,076	99.9910	15,835	0.0090	175,671,911	100.0000
Resolution 6	175,656,076	99.9910	15,835	0.0090	175,671,911	100.0000
Resolution 7	84,384,647	99.9812	15,835	0.0188	84,400,482	100.0000
Resolution 8	175,656,076	99.9910	15,835	0.0090	175,671,911	100.0000



*Handwritten signature*  
12/11/25

