

UWC BERHAD

Registration No. 201801012223 (1274239-A)
(Incorporated in Malaysia)

Minutes of the Sixth Annual General Meeting (“6th AGM”) of **UWC Berhad** (“**Company**” or “**UWC**”) held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 George Town, Penang Malaysia on Monday, 8 January 2024 at 2.32 pm

Present

Board of Directors

1. Dato’ Wan Hashim Bin Wan Jusoh, Independent Non-Executive Chairman | Shareholder
2. Dato’ Ng Chai Eng, Executive Director & Group Chief Executive Officer | Shareholder
3. Dato’ Lau Chee Kheong, Executive Director & Group Chief Operating Officer | Shareholder
4. Dato’ F’ng Meow Cheng, Independent Non-Executive Director | Shareholder
5. Dato’ Lio Chee Yeong, Independent Non-Executive Director | Shareholder
6. Dr. Ng Chin Liang, Matin (“Dr. Matin Ng”), Deputy Group Chief Executive Officer & Alternate Director to Dato’ Ng Chai Eng | Shareholder

Company Secretary

1. Ms. Ong Tze-En (“**Ms. Ong**”)

External auditors, BDO PLT

1. Mr. Goh Chee Beng, Engagement Partner
2. Ms. Ong Yan Xing, Rachael, Senior Manager

Shareholders, Proxies and Corporate Representatives

As per attendance list

By Invitation

As per attendance list

Poll Administrator

Tricor Investor & Issuing House Services Sdn. Bhd.

Scrutineers

Value Creator Consultancy

The lists of all attendees at the 6th AGM is set out in the Attendance List as attached and which shall form an integral part of these minutes.

Preambles

- A On behalf of UWC, Mr. Jason Chiew, Master of Ceremony, welcomed all shareholders, corporate representatives, proxy holders and guests (“**Attendees**”) to the 6th AGM of the Company.

Minutes of the 6th Annual General Meeting held on 8 January 2024
Response to the Minority Shareholders Watch Group

(cont'd)

- B Mr. Jason Chiew informed the Attendees that the Directors would share much information about the business and prospects of the Company and its subsidiaries ("the Group"). However, the identities of key customers would remain confidential due to the confidentiality clause in their agreements with the Group. He urged the shareholders not to speculate on the identities of these key customers on social media channels.
- C After that, Mr. Jason Chiew invited the Chairman of the Board of Directors of UWC ("Board"), Dato' Wan Hashim Bin Wan Jusoh, ("Dato' Chairman" or "Dato' Wan Hashim") to commence with the meeting proceedings.

Chairman's Welcome Address

- D Dato' Chairman extended a warm welcome to all Attendees to today's AGM. He recommended the Attendees to wear face masks at all time as a precautionary step to protect their own safety in view of the escalation of Covid-19 cases of late.
- E Dato' Chairman then reminded all Attendees to note the administrative arrangements as sent together with the Notice of the 6th AGM and encouraged them to have a word with representative of the share registrar, Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor**") should the need arose. Dato' Chairman also prohibited voice or video recording of this meeting proceeding.
- F Thereafter, Dato' Chairman introduced members of the Board, the Company Secretary and the Audit Engagement Partner from the external auditors, BDO PLT.
- G Dato' Chairman proceeded to invite Dr. Ng Chin Liang, Matin ("**Dr. Matin Ng**"), the Deputy Group CEO to share on the Group's performance over the past 12 months and the Group's strategic plan going forward.
- H Dr. Matin Ng kicked off with a presentation which outlined the background of UWC and its subsidiaries ("**the Group**" or "**UWC Group**"), the vision, mission as well as the core values underpinning the Group's ethos and guiding its business focus. He went on to share updates on business activities and operations sites, capital investment, products, financial review and performance, business strategic plan, latest acquisitions and sustainable activities.
- I In respect of sustainability efforts, Dr. Matin Ng shared on the inclusion of UWC as a component in the FTSE4Good index as well as the Group's commitment and collaboration, with the Penang State government, to grow engineering and technical based talent pool in Penang State. UWC is a recognised SLDN (Sistem Latihan Dual Nasional / National Dual Training System) accredited centre for welding programs.

Minutes of the 6th Annual General Meeting held on 8 January 2024
Response to the Minority Shareholders Watch Group

(cont'd)

- J Dr. Matin Ng pointed out the commitment from the co-founders, Dato' Ng and Dato' Lau to undertake pay cut which saw their remuneration package to drop by 60% going forward in FY2024. The voluntary move was to reduce the financial burden on the Group and allow the savings to be shared amongst employees. He elaborated on the business aspect and prospect of the Group and expressed the Board's aspiration to grow the Group's revenue in the next future taking into consideration the interest of all stakeholders.
- K Dr. Matin Ng went on to address queries from Minority Shareholder Watch Group ("**MSWG**") for the benefit of the Attendees. The written questions from MSWG on several points pertaining to Operational and Financial Matters of the Group and Corporate Governance as well the Board's response are enclosed under Appendix A to these minutes.
- L Dato' Chairman thanked Dr. Matin Ng, for sharing a very informative presentation. He noted that there were no queries from the floor.

Call to order and determination of quorum

- M Chairman called the meeting to order and proceeded with the meeting proper upon receipt of confirmation from the Company Secretary, Ms. Ong, that a quorum was present.

Notice of Meeting

- N Dato' Chairman proposed that the Notice of the 6th AGM which was announced and circulated to the shareholders, directors and auditors on 30 November 2023 be taken as read. The said Notice was also published in a nationally circulated newspaper. Consent was obtained from the shareholders.
- O Chairman proceeded with the meeting agenda proper by stating that voting at this AGM would be conducted on a poll in accordance with para 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**MMLR**"). He then exercised his right, as Chairman of the meeting, to demand for poll in accordance with Clause 121 of the Company's Constitution for all five (5) ordinary resolutions as stated in the Notice of the 6th AGM.
- P Dato' Chairman informed that he would vote in accordance with the instructions given to him by the shareholders who have appointed him as their proxy.
- Q He also briefed the shareholders, proxies and corporate representatives (collectively "**shareholders**") present of their right to participate, speak and vote on the resolutions set out in the Notice of 6th AGM dated 30 November 2023. Shareholders are to state their names and indicate their status before raising their questions.
- R He added the Company had appointed Tricor as Poll Administrator to conduct the polling process and Value Creator Consultancy ("**VCC**") as Scrutineers to verify the poll results. The polling process would be conducted upon the conclusion of the deliberation of all items on the meeting agenda.

- 1. To receive the Audited Financial Statements for the financial year ended 31 July 2023 together with the Reports of the Directors and Auditors thereon**
 - 1.1 Dato' Chairman tabled the Audited Financial Statements for the financial year ended 31 July 2023 ("**FY2023**") together with the Reports of the Directors and Auditors as set out in the Annual Report 2023. He added that this agenda item is meant for discussion only. It does not require approval of shareholders and hence would not be put for voting.
 - 1.2 Dato' Chairman invited accounting-related questions from the floor. No queries were noted.
 - 1.3 Dato' Chairman then declared that the Audited Financial Statements for FY2023 together with the Reports of the Directors and Auditors were duly tabled and received by the shareholders at this 6th AGM.
- 2. To re-elect the following Directors who retire in accordance with Clause 165.1 of the Company's Constitution and who, being eligible, have offered themselves for re-election:**
 - (a) **Dato' Lau Chee Kheong (OR1)**
 - (b) **Dato' F'ng Meow Cheng (OR2)**
 - 2.1 Dato' Chairman informed that Ordinary Resolutions 1 and 2 dealt with the re-election of two (2) Directors, namely, Dato' Lau Chee Kheong and Dato' F'ng Meow Cheng. He added that both retired pursuant to Clause 165.1 of the Company's Constitution and being eligible, had offered themselves for re-election. He also pointed out that their profiles are disclosed in the Annual Report 2023. Shareholders could refer to the Explanatory Notes accompanying Notice of this AGM in the Annual Report 2023 for details on the Board's justifications and basis in support of their re-election.
 - 2.2 On the proposal of Dato' Chairman, Ordinary Resolutions 1 and 2 were put to vote separately by way of poll.
 - 2.3 Dato' Chairman then requested the shareholders to indicate their votes on the polling slips in respect of the following and retain the polling slip for the next resolution:
 - (a) Ordinary Resolution 1 on Dato' Lau Chee Kheong' re-election; and
 - (b) Ordinary Resolution 2 on re-election of Dato' F'ng Meow Cheng.
- 3 To approve the payment of Directors' fees and benefits payable of up to an aggregate amount of approximately RM156,000 to the Independent Non-Executive Directors from 09 January 2024 until the conclusion of the next AGM of the Company (OR 3)**

- 3.1 Dato' Chairman then moved on to agenda item 3 which was to approve the payment of Directors' fees and benefits payable of up to an aggregate amount of approximately RM156,000 to the Independent Non-Executive Directors ("**INEDs**") from 9 January 2024 until the conclusion of the next AGM of the Company.
- 3.2 Dato' Chairman to inform that he and his fellow INEDs as well as persons connected to them had abstained from voting on this resolution.
- 3.3 On the proposal of Dato' Chairman, Ordinary Resolution 3 was put to a vote by way of poll.
- 3.4 Dato' Chairman requested the shareholders to indicate their vote on the polling slip in respect of Ordinary Resolution 3 and retain the polling slip for the next resolution.
- 4 To re-appoint BDO PLT as Auditors of the Company and to authorise the Directors to determine their remuneration (OR 4)**
- 4.1 The Attendees were informed that Ordinary Resolution 4 was on the re-appointment of BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Dato' Chairman also shared that BDO PLT had indicated their willingness to accept the re-appointment.
- 4.2 On the proposal of Dato' Chairman, the above motion was put to a vote by way of poll. Dato' Chairman then requested the shareholders to indicate their votes in respect of Ordinary Resolution 4 and retain the polling slip for the next resolution.
- 5 Authority to allot and issue shares by directors pursuant to sections 75 and 76 of the Companies Act 2016 (OR 5)**
- 5.1 Having concluded the ordinary business of the 6th AGM, Dato' Chairman then moved on to the special business on the meeting agenda.
- 5.2 He informed that, if passed, the Ordinary Resolution 5 would empower the Directors to allot and issue shares up to an amount not exceeding 10% of the total issued shares capital of the Company ("**General Mandate**"). As at the date of notice, no new shares were issued in the Company pursuant to the General Mandate granted to the Directors at the last AGM held on 9 January 2023.
- 5.3 He further informed that the renewal of the General Mandate would provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions as well as to avoid any delay and cost in convening general meetings to specifically approve such an issuance of shares.

5.4 Dato' Chairman added that approval from the shareholders today will also mean that shareholders waive their statutory pre-emptive rights under Section 85 of the Companies Act 2016 reading together with Clause 31 of the Constitution of the Company, to be offered new shares ranking equally to the existing issued of the Company arising from issuance of new shares pursuant to this General Mandate.

5.5 On the proposal of Dato' Chairman, the above motion was put to a vote by way of poll. Dato' Chairman then requested the shareholders to indicate their vote in respect of Ordinary Resolution 5 and retain the polling slip for the next resolution.

6 Any other business

6.1 The Chairman noted from the Company Secretary that no notice of any other business for transaction at this 6th AGM had been received by the Company.

7 Polling process

7.1 On Dato' Chairman's invitation, a representative of Tricor briefed on the procedures for the conduct of poll. The representative stressed that personalised polling slips for the 6th AGM were given upon registration. These polling slips were pre-printed with name, identity card number and number of shares represented.

7.2 The shareholders were requested to indicate their votes by marking an "X" in the appropriate box for Ordinary Resolutions 1 to 5 and sign on the voting slip for the 6th AGM. All the voting slips should be dropped into the ballot box circulated by a representative of the Polling Administrator.

7.3 The poll vote count would commence after the adjournment of the meeting and the results of the poll would be verified by the Scrutineer, VCC before handing over to Dato' Chairman for announcement.

7.4 Dato' Chairman then declared, with consent from shareholders, proxies and corporate representatives that the meeting be adjourned for 30 minutes or once the results are available to announce the results, whichever earlier, from 3.11 pm for the poll vote count and would resume later for the declaration of poll results in respect of Ordinary Resolutions 1 to 5.

8 Announcement of poll results

8.1 The meeting was reconvened at 3.32 pm. Dato' Chairman called the meeting to order and thanked the Attendees for their patience in waiting for the results.

8.2 Dato' Chairman then announced the poll results for all 6 Ordinary Resolutions ("OR") as tabulated below upon receipt of report from the Scrutineer. The result of the poll was also projected for ease of view by all Attendees.

Minutes of the 6th Annual General Meeting held on 8 January 2024
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(cont'd)

OR	For		Against		Total voted	
	No. of shares	%	No. of shares	%	No. of shares	%
1	841,243,449	99.9802	166,600	0.0198	841,410,049	100.00
2	841,078,249	99.9606	331,800	0.0394	841,410,049	100.00
3	840,836,749	100.0000	100	0.0000	840,836,849	100.00
4	837,088,649	99.4864	4,321,400	0.5136	841,410,049	100.00
5	759,392,562	90.2524	82,017,487	9.7476	841,410,049	100.00

- 8.3 Based on the results as verified by the Scrutineer, all 5 Ordinary Resolutions were passed with majority votes. Dato' Chairman then declared all 5 Ordinary Resolutions were duly carried.

Ordinary Resolution 1

"THAT Dato' Lau Chee Kheong be and is hereby re-elected as Director of the Company pursuant to the Company's Constitution."

Ordinary Resolution 2

"THAT Dato' F'ng Meow Cheng be and is hereby re-elected as Director of the Company pursuant to the Company's Constitution."

Ordinary Resolution 3

"That the payment of Directors' fees and benefits payable of up to an aggregate amount of approximately RM156,000 to the Independent Non-Executive Directors from 9 January 2023 until the conclusion of the next AGM of the Company be approved."

Ordinary Resolution 4

"That BDO PLT be re-appointed as Auditors of the Company and the Directors be authorised to determine their remuneration."

Ordinary Resolution 5

Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016

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

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

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

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

Conclusion

There being no further business, the meeting closed at 3.33 pm with a vote of thanks to the Chair.

Confirmed as a correct record

Chairman



YOUR ONE-STOP
SOLUTIONS CENTER

UWC Berhad

Registration No. 201801012223 (1274239-A)
(Incorporated in Malaysia)

MSWG Q&A



Y o u r O n e - S t o p S o l u t i o n s C e n t e r

Sheet metal parts • Precision machining parts • Instrument sub-assembly • Electro-mechanical assembly • Full turnkey machine assembly

Question 1

The Group observed a significant uptick in semiconductor demand, driven by recent new product introduction activities by its clients. Also, the Group has secured a project involving the development of weldment project. Besides, UWC is currently working closely with a major client on the assembly and testing of a sophisticated product that combines mechanical, electronic, and software components. What is the current outstanding order book? How much has the Group's outstanding order book improved over the past one year?

Response from UWC:

Based on market consensus, the semiconductor industry is experiencing a recovery stage. Developing a new customer, it typically takes as fast as 6 months or as slowly as 2 years before we fruit. UWC has added new customer and engineer capabilities in our portfolio, and we are in the process of transferring more projects from customers. According to UWC's customer forecast, it indicates some recovery. We believe that once the necessary process qualified, we would be able to secure more orders.



Y o u r O n e - S t o p S o l u t i o n s C e n t e r

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Question 2

“Through our expertise and advanced technologies, we have strategically placed ourselves in the high-value supply chain, capitalizing on the emerging trend of front-end semiconductors. This venture is characterized by increased complexity and entry barriers, which will fortify our position in the semiconductor sector.” (Page 10 of Annual Report 2023). Please explain why the venture in front-end semiconductor is more complex and has higher entry barriers for engineering service providers like UWC?

Response from UWC:

One of UWC's strategies for growth is to venture into the front-end semiconductor industry. To date, we have invested about RM 40 million to build our engineering capabilities into the supply chain of front-end semiconductors. At the moment, the major players are located in developed countries such as Japan, Taiwan, Singapore, Europe, and the US. For us to sustain our growth, Front-end semiconductors open up an entirely new market for UWC. It involved a superior level of technical expertise and knowledge.



Y o u r O n e - S t o p S o l u t i o n s C e n t e r

Sheet metal parts • Precision machining parts • Instrument sub-assembly • Electro-mechanical assembly • Full turnkey machine assembly

Question 3

3. Practice 5.4 (Step up) of Malaysian Code on Corporate Governance 2021 - The board has a policy which limits the tenure of its independent directors to nine years without further extension.

UWC's response: Adopted. (page 23 of Corporate Governance Report FY2023)

The Board Charter set a limit on the tenure of its independent directors to nine (9) years without further extension. Upon completion of the nine (9) years, an independent director may continue to serve on the Board as a non-independent director. If the Board intends to retain an independent director beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

MSWG's comment: As explained in the note to Practice 5.4, in order to qualify for adoption of this step up practice, a listed issuer must have a formal policy which limits the tenure of an independent director to nine years without further extension i.e. shareholders' approval to retain the director as an independent director beyond nine years. Please confirm and clarify whether the Company has adopted the step up Practice 5.4.



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Question 3

Response from UWC:

Yes, the Group has adopted the step-up Practice 5.4 in accordance with Malaysian Code on Corporate Governance 2021.

The Group has formalized this practice in UWC Board Charter which published on UWC company website. It is written under item 4.2 in the Board Charter (page 5), where UWC has set a limit on the tenure of its independent directors to nine (9) years without further extension. Upon completion of the nine (9) years, an independent director may continue to serve on the Board as a non-independent director. If the Board intends to retain an independent director beyond nine (9) years, it should justify and seek annual shareholders' approval through a two-tier voting process.

However, at present, none of the independent directors have served the Board for more than nine (9) years.

 UWC	UWC BERHAD	Department: Board	Policy No.: UWC-POL-FIN-025
	(Company No. 1274239-A)		Implemented 29th November 2023
	Title: BOARD CHARTER		Date:

The Board will undertake an assessment of the independence of the Independent Directors (including the tenure of the Independent Directors) on a yearly basis or when the Independent Directors disclose to the Board any new information in relation to interests or relationships relevant to their independence.

Practice 5.3 of the MCCG prescribes that the tenure of an independent director does not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the Board as a non-independent director. If the Board intends to retain an independent director beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.



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THANK YOU

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