



UWC BERHAD

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

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eighth Annual General Meeting (“**8th AGM**” and/or “**AGM**”) of UWC Berhad (“**the Company**” or “**UWC**”) will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25A Farquhar Street, 10200 Georgetown, Penang, Malaysia on Friday, 9 January 2026 at 2.30 p.m. or at any adjournment thereof, to transact the following business:-

AGENDA

AS ORDINARY BUSINESSES

ORDINARY RESOLUTION

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| 1. | To receive the Audited Financial Statements for the financial year ended 31 July 2025 together with the Reports of Directors and Auditors thereon. | (Please refer to Note 2) |
| 2. | To approve the payment of Directors’ fees and Directors’ benefits for an aggregate amount of up to RM210,000 to the Independent Non-Executive Directors of the Company from 10 January 2026 until the next AGM of the Company. | 1 |
| 3. | To re-elect the following Directors retiring by rotation in accordance with Clause 165.1 of the Company’s Constitution: | |
| 3.1 | Dato’ Wan Hashim Bin Wah Jusoh | 2 |
| 3.2 | Dato’ Lau Chee Kheong | 3 |
| 4. | To re-elect Dato’ Seri Lee Teong Li, who was appointed during the year and retiring in accordance with Clause 156 of the Company’s Constitution. | 4 |
| 5. | To re-appoint Messrs BDO PLT as External Auditors of the Company for the year ending 31 July 2026 to hold office until the next AGM and to authorise the Directors to determine their remuneration. | 5 |

As **SPECIAL BUSINESS**, to consider and, if thought fit, with or without any modification, to pass the following resolutions:

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| 6. | AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 | 6 |
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“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“the Act”), the Directors be and are hereby empowered to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company at the time of issue, subject always to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.

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 shares 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.

AND THAT the Directors of the Company be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next AGM of the Company.”

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| 7. | To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016. | |
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FURTHER NOTICE IS HEREBY GIVEN THAT only members whose names appear on the Record of Depositors as at 31 December 2025 shall be entitled to attend the AGM or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.

By Order of the Board

CHAN EOI LENG

(SSM PC No. 202008003055)

(MAICSA 7030866)

Chartered Secretary

Perak Darul Ridzuan

28 November 2025

Notes:

1. Proxy

- 1.1 A proxy need not be a member and a member may appoint any person to be his proxy without limitation, save that the proxy must be of full age.
- 1.2 A member (other than an exempt authorized nominee) entitled to attend, participate, speak and vote at this Meeting is entitled to appoint one (1) or two (2) proxies to attend, participate, speak and vote instead of him/her.
- 1.3 Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- 1.4 Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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 but the proportion of holdings to be represented by each proxy must be specified.
- 1.5 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 not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting and must be deposited at 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 either by hand, post, courier, or electronically lodged via Vistra Share Registry and IPO (MY) portal ("The Portal") at <https://smy.vistra.com>. Please refer to the Administrative Guide on the procedure for electronic lodgement of Proxy Form via The Portal.
- 1.6 The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. If under the hand of attorney/authorised officer, the Power of Attorney or Letter of Authorisation must be attached.

2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2025

Agenda 1 is meant for discussion only as Section 340(1)(a) of the Companies Act, 2016 only requires the Audited Financial Statements to be laid before the Company at the AGM and they do not require shareholders' approval. Hence, this Agenda is not put forward for voting.

3. DIRECTORS' FEES AND DIRECTORS' BENEFITS TO INDEPENDENT NON-EXECUTIVE DIRECTORS

Section 230(1) of the Companies Act, 2016 provides amongst others, that "fees" of the Directors and "any benefits" payable to Directors of a listed company and its subsidiaries shall be approved at a general meeting.

Pursuant thereto, shareholders' approval is sought under Ordinary Resolution 1 on payment of Directors' fees and Directors' benefits of the Company. These have been reviewed by the Remuneration Committee and the Board, which recognises that the Directors' fees and Directors' benefits payable are in the best interest of the Company. The quantum of Directors' fees and Directors' benefits payable to the Independent Non-Executive Directors would be calculated based on the current composition of the Board and Board Committees and the number of meetings scheduled for the Board and Board Committees and includes all benefits payable to the Directors, such as meeting allowances, etc. The amount also includes a contingency sum to cater for unforeseen circumstances such as the appointment of any additional INED and additional unscheduled meetings.



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Notes: (cont'd)

3. DIRECTORS' FEES AND DIRECTORS' BENEFITS TO INDEPENDENT NON-EXECUTIVE DIRECTORS (cont'd)

Upon approval, this will facilitate payment of Directors' fees and Directors' benefits payable on a current financial year basis, based on the current board size and assuming that all Independent Non-Executive Directors shall hold office until the end of the financial year. In the event that the proposed Directors' fees and Directors' benefits payable are insufficient (due to the enlarged board size), approval will be sought at the next AGM for additional fees to meet the shortfall. It will also authorise payment to be made by the Company on a monthly basis and/or as and when incurred. The Board is of the view that it is fair and equitable for the Independent Non-Executive Directors to be paid on a monthly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the relevant period.

4. RE-ELECTION OF DIRECTORS

Dato' Wan Hashim Bin Wah Jusoh and Dato' Lau Chee Kheong, both Directors of the Company, are seeking re-election at the 8th AGM (the "**Retiring Directors**") pursuant to Clause 165.1 of the Company's Constitution and being eligible, have offered themselves for re-election under Ordinary Resolutions 2 and 3 respectively.

Dato' Seri Lee Teong Li, who was appointed as a Director of the Company during the year and retiring pursuant to Clause 156 of the Company's Constitution (the "**Retiring Directors**") and being eligible, has offered himself for re-election at the 8th AGM under Ordinary Resolution 4.

The Board has via the Nomination Committee had conducted an assessment on the effectiveness and contributions of the abovesaid Retiring Directors including their skills, experience, competency and time commitments, and has recommended for them to be re-elected to the Board. The profiles of the Retiring Directors are set out in the Profile of Directors of the Annual Report 2025.

5. RE-APPOINTMENT OF EXTERNAL AUDITORS ("EA")

The Audit Committee ("AC") has carried out an assessment of the suitability and independence of the EA, which included an assessment of the engagement teams' qualifications, credentials, and experience, audit work approach, and performance of the work within UWC Group's timeline by completing an assessment questionnaire.

The AC in its assessment, found Messrs BDO PLT to be sufficiently objective and independent and was satisfied with the suitability based on the quality of audit, performance, and resources in terms of their audit team provided to the Group.

The Board, therefore, approved the AC's recommendation that the re-appointment of Messrs BDO PLT as External Auditors of the Company for the financial year ending 31 July 2026 be put forward for the shareholders' approval at the 8th AGM.

6. AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue up to a maximum of 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority will unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

The general mandate sought for allotment and issue of shares is a renewal of the general mandate sought in the preceding year. As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the last AGM held on 6 January 2025 and which will lapse at the conclusion of this 8th AGM. No proceeds were raised therefrom. The general mandate will provide flexibility to the Company for any possible fundraising activities, including but not limited to placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make announcement in respect thereof.

ANNUAL REPORT 2025 AND CORPORATE GOVERNANCE REPORT 2025

The Annual Report 2025 and Corporate Governance Report 2025 can be downloaded at www.uwcberhad.com.my