

# UCHI TECHNOLOGIES BERHAD

(199801001764) (457890-A)

(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Seventh Annual General Meeting of the Company will be held at the Ballroom, Level 1, Gurney Bay Hotel, 53 Persiaran Gurney, 10250 Penang on Wednesday, May 28, 2025 at 2.00 p.m. for the following purposes:

### A G E N D A

1. To receive the Audited Financial Statements of the Company for the year ended December 31, 2024 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 2**

#### As Ordinary Business

2. To Declare a Final Single Tier Dividend of 6 sen per share for the year ended December 31, 2024. **Ordinary Resolution 1**
3. To approve the payment of Directors' Fees of RM529,200 for the year ending December 31, 2025. **Ordinary Resolution 2**
4. To re-elect Mr. Tan Boon Hoe retiring under Clause 76(3) of the Constitution of the Company. **Ordinary Resolution 3**
5. To re-elect Mr. Huang, Yen-Chang also known as Stanley Huang retiring under Clause 76(3) of the Constitution of the Company. **Ordinary Resolution 4**
6. To re-elect Ms. Han Chin Ling retiring under Clause 76(3) of the Constitution of the Company. **Ordinary Resolution 5**
7. To re-appoint Messrs. Deloitte PLT as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 6**

#### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

8. **Continuing in Office as an Independent Non-Executive Director ("INED")**  
  
"That subject to the passing of Ordinary Resolution 3, authority be and is hereby given to Mr. Tan Boon Hoe who has served as an INED of the Company for a cumulative term of more than nine (9) years, to continue to act as an INED of the Company until the conclusion of the next AGM of the Company." **Ordinary Resolution 7**
9. **Proposed Renewal of Share Buy-Back Authority**  
  
"THAT subject to the provisions under the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("MMLR") and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company ("Uchi Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at the point of purchase ("Proposed Renewal of Share Buy-Back Authority"). THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company's retained profits.  
  
THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any Uchi Shares so purchased by the Company in the following manner:  
  
(i) the Uchi Shares so purchased could be cancelled; or  
  
(ii) the Uchi Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or

## NOTICE OF ANNUAL GENERAL MEETING (cont'd)

### 9. Proposed Renewal of Share Buy-Back Authority (cont'd)

(iii) combination of (i) and (ii) above; or

(iv) in any other manner as prescribed by the Act and MMLR from time to time.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
- (ii) the passing of the date on which the next annual general meeting of the Company is required by law to be held; or
- (iii) the authority is revoked or varied by resolution of the shareholders of the Company in a general meeting;

whichever occurs first.

And THAT the Directors of the Company be and are authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

10. 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

**LIM CHOO TAN** (LS 0008888) (SSM PC No. 202008000713)

**LEE LING** (MAICSA 7065337) (SSM PC No. 202408000941)

Secretaries

April 29, 2025

Penang

## NOTICE OF ANNUAL GENERAL MEETING (cont'd)

### Notes:

#### 1. Proxy

- 1.1 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 May 21, 2025. 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.
- 1.2 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 but need not be a member of the Company.
- 1.3 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.
- 1.4 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.
- 1.5 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.
- 1.6 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 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.
- 1.7 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.
- 1.8 The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang. In the case of electronic appointment, the proxy form must be submitted via *PROPOLL* Portal at <https://www.propollsolutions.com.my>. Please refer to the Annexure to the Form of Proxy for further information on electronic submission. All proxy forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.
- 1.9 Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the registered office of the Company situated at Suite A, Level 9, Wawasan Open University, 54 Jalan Sultan Ahmad Shah, 10050 Georgetown, Penang 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 notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- 1.10 Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- 1.11 Last date and time for lodging this proxy form is 2.00 p.m., May 26, 2025 (Monday).
- 1.12 Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
  - a. Identity card (NRIC) (Malaysian), or
  - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
  - c. Passport (Foreigner).
- 1.13 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 this proxy form if this has not been lodged at the Company's registered office earlier.

## NOTICE OF ANNUAL GENERAL MEETING (cont'd)

### 2. Audited Financial Statements for the financial year ended December 31, 2024

This Agenda item is meant for discussion only as the provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

### 3. Ordinary Resolution 2 – To approve the payment of Directors' Fees of RM529,200 for the year ending December 31, 2025

The proposed Ordinary Resolution 2, if passed, will authorise the payment of Directors' Fees for the year ending December 31, 2025 amounting to RM529,200.

There is no other benefit payable to Directors except the options to subscribe for new shares granted to the Directors under the ESOS 2016 which has previously been approved by the shareholders at the Extraordinary General Meeting held on May 18, 2016.

### 4. Ordinary Resolutions 3, 4 and 5 – Re-election of retiring Directors

The details and profile of the retiring Directors, Mr. Tan Boon Hoe, Mr. Huang, Yen-Chang also known as Stanley Huang and Ms. Han Chin Ling who are standing for re-election at the AGM is set out in the Directors' profile on page 16 and 17 of the Annual Report 2024.

The Board through the Nomination Committee ("NC") had conducted an annual assessment on the performance and contribution of the individual Directors including the retiring Directors for the financial year ended December 31, 2024 based on a set of prescribed criteria. Based on the results of the annual assessment, the performance of each individual Director was found to be satisfactory and the NC had assessed that each individual Director was fit and proper to continue to hold the position as a Director of the Company.

Premised on the satisfactory outcome of the assessments, the Board endorsed the recommendation of the NC to seek members' approval for the re-election of Mr. Tan Boon Hoe, Mr. Huang, Yen-Chang also known as Stanley Huang and Ms. Han Chin Ling as Directors of the Company.

#### Explanatory Note on Special Business:

### 5. Ordinary Resolution 7 – Continuing in Office as an Independent Non-Executive Director ("INED")

The Nomination & Remuneration Committee had on February 25, 2025 assessed the independence of Mr. Tan Boon Hoe, who has served as an INED of the Company for a cumulative term of more than nine (9) years. The Board recommended the approval of the shareholders be sought to re-appoint Mr. Tan Boon Hoe as an Independent Non-Executive Director as he possesses the following attributes necessary in discharging his roles and functions as an Independent Non-Executive Director of the Company, i.e.

- (i) He has met the criteria under the definition of Independent Non-Executive Director pursuant to Chapter 1 of the Listing Requirements of Bursa Malaysia Securities Berhad; and
- (ii) He has vast experience in the industries the Group is involved and as such could provide the Board with a diverse set of experience, expertise and independent judgment; and
- (iii) He consistently challenges the management in an effective and constructive manner; and
- (iv) He actively expresses his views and participates in Board deliberations and decision making in an objective manner; and
- (v) His length of service on the Board does not in any way interfere with his fiduciary duties in exercising due care in the best interest of the Company and minority shareholders.

Meanwhile, as recommended by the Malaysia Code on Corporate Governance, the Board will be seeking shareholders' approval through a two-tier voting process at the Twenty-Seventh Annual General Meeting to retain Mr. Tan Boon Hoe as an Independent Non-Executive Director as his tenure exceeded 9 years this year.

### 6. Ordinary Resolution 8 – Proposed Renewal of Share Buy-Back Authority

The proposed Ordinary Resolution 8 if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the total number of issued shares of the Company. This Authority will, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.

## NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that, subject to the approval of the shareholders at the forthcoming Twenty-Seventh Annual General Meeting, a Final Single Tier Dividend of 6 sen per share for the financial year ended December 31, 2024 will be paid on June 26, 2025 to Depositors registered in the Record of Depositors at the close of business on June 12, 2025.

A Depositor shall qualify for entitlement to the Dividend in respect of: -

- a) shares transferred into the Depositor's Securities Account before 4.30 p.m. on June 12, 2025 in respect of transfers;
- b) shares bought on the Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the rules of Bursa Securities.

By Order of the Board

**LIM CHOO TAN** (LS 0008888) (SSM PC No. 202008000713)  
**LEE LING** (MAICSA 7065337) (SSM PC No. 202408000941)  
Secretaries

April 29, 2025

Penang