

**UCHI TECHNOLOGIES BERHAD**

(199801001764) (457890-A)

(Incorporated in Malaysia)

Minutes of the Extraordinary General Meeting of the Company held at the Ballroom, Level 1, Gurney Bay Hotel, 53 Persiaran Gurney, 10250 Penang on Wednesday, 20 May 2026 at 3.46 p.m.

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Attendance

As per Attendance List

The Meeting commenced at 3.46 p.m. with the requisite quorum being present.

Notice

The Notice convening the Meeting was taken as read.

**1. CHAIRMAN'S ADDRESS**

The Chairman of the Company, Mr. Charlie Ong Chye Lee welcomed the members to the Company's Extraordinary General Meeting ("EGM") and thanked them for their attendance. The Chairman continued to introduce the Board of Directors and the Company Secretary to the members. The Chairman then called the meeting to order after confirming with the Company Secretary that there was sufficient quorum present.

The Chairman informed the floor that there was a total of Eight (8) ordinary resolutions to be tabled for consideration and approval from the shareholders. He informed that all the ordinary resolutions required a simple majority of more than 50% votes from those members present in person or by proxies and voting at the Meeting. The Chairman further informed that all resolutions set out in the Notice of the EGM shall be voted by way of electronic polling in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad.

The Chairman notified the floor that the electronic polling would be conducted by Propoll Solutions Sdn Bhd as the Poll Administrator and Symphony Corporate Services Sdn Bhd had been appointed as the Independent Scrutineers.

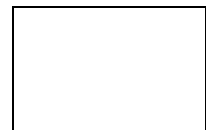
He also informed that only members and proxies appointed for the Meeting were allowed to vote, raise questions or seek clarifications which were relevant to the proposed motions in the agenda.

He continued to highlight that in the event of equality of votes, he, as the Chairman, would then exercise his casting vote as provided under Clause 62 of the Constitution of the Company.

With the shareholders' permission, it was unanimously agreed that the notice of the meeting be taken as read.

The shareholders agreed that the Poll Administrator did not need to brief the floor on the electronic polling procedures, as this had already been conducted earlier at the Twenty-Eighth Annual General Meeting today.

Chairman's signature



**CHAIRMAN’S ADDRESS (CONTINUED...)**

Before proceeding with the agenda, the Chairman informed that the Company received a letter dated 15 May 2026 from the Minority Shareholders Watch Group (“MSWG”), raising a question on the proposed allocation of Share Option Plan Awards to the Directors of the Company. The Chairman invited the Company Secretary to read out the question from MSWG and the Company’s reply as follows:-

<b>Question</b>	<b>Company’s Reply</b>
<p>Under Resolutions 6, 7 and 8, shareholders’ approval is being sought for the proposed allocation of share option plan (SOP) Awards to three independent non-executive directors (INEDs) of the Company, namely Tan Boon Hoe, Lim Tian How and Han Chin Ling.</p> <p>Could the Board explain the rationale for extending SOP Awards to INEDs, given that they do not perform executive or operational roles within the Company? How does the Board address the potential conflict of interest arising from INEDs - who are expected to provide independent oversight, including over the administration and governance of the SOP - being beneficiaries of the same scheme?</p> <p>From a corporate governance perspective, MSWG does not support the granting of SOP Awards to INEDs, as this may compromise or be perceived to compromise, their independence and objectivity. INEDs are appointed primarily to provide independent judgement, oversight and checks and balances, including in matters relating to executive remuneration and incentive structures.</p> <p>The Board should instead ensure that the remuneration framework for INEDs - through directors’ fees and meeting allowances - is appropriately structured and sufficiently competitive to recognise their contributions and support the retention of high-quality directors, without creating incentives that may impair their independence.</p>	<p>The Board notes the concern regarding the proposed allocation of Share Option Plan (SOP) awards under the Long-Term Incentive Plan (LTIP) to Independent Non-Executive Directors (INEDs). The proposed allocation of the SOP awards to the INEDs are subject to approval being obtained from the shareholders of the Company at the EGM in accordance with the By-Laws of the LTIP.</p> <p>The inclusion of INEDs for the SOP awards under the LTIP is intended to recognise their contributions and efforts to the Company’s strategic oversight, which are vital to the Company in light of the responsibilities and liabilities inherent in their appointment, albeit in non-executive capacity. Further, the granting of SOP awards to the INEDs of the Company has been consistently applied since the establishment of the ESOS in 2006 and the Existing ESOS in 2016.</p> <p>In particular, all INEDs are required to continue discharging their duties independently and are subject to annual independence assessments in accordance with the MCCG and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The structure of the LTIP is designed to avoid any undue influence on decision-making, and the INED participation does not affect their ability to exercise independent judgment on Board matters as the proposed allocation of the SOP awards is based on the INEDs contribution to the Board and not tied to the Group’s performance.</p> <p>To ensure better corporate governance, the Company has practised and will continue to practice the following measures in relation to the LTIP: -</p>

Chairman’s signature



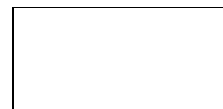
**CHAIRMAN'S ADDRESS (CONTINUED...)**

<p>The recognition and retention of quality INEDs should be addressed through an appropriately structured remuneration framework. Directors' fees and benefits should be sufficient to fairly compensate them for their responsibilities, time commitment and contributions, without creating incentives that could compromise or be perceived to compromise, their independence and objectivity.</p>	<p>(i) The responsibility to oversee the allocation of the SOP awards does not fall only on one director, but it is the responsibility of the LTIP committee as a whole. The LTIP committee is expected to comprise the Executive Directors and the INEDs whose allocations are being proposed will not be participating in the deliberation or discussion of their allocations.</p> <p>(ii) The shares that the INEDs obtained through the exercise of the SOP awards are also subject to 1-year "moratorium" period from the date of offer of such SOP, i.e. the INEDs cannot sell, transfer or assign the shares during such period.</p> <p>With the above measures, the Board believes that the standards of corporate governance are observed to ensure that the Company's affairs are conducted with integrity, transparency and professionalism to safeguard stakeholders' investment, enhancing shareholders' value as well as the interest of other stakeholders.</p>
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The Chairman also provided the following addendum to the Company's reply to MSWG, as ready by the Company Secretary:-

- (i) The allocation of SOP awards to INEDs is not a new practice for the Company, and is also adopted by other publicly listed companies on Bursa Malaysia.
- (ii) There is no prohibition under the Listing Requirements of Bursa Malaysia Securities Berhad or any other applicable rules issued by the relevant authority having jurisdiction in this matter.
- (iii) With the safeguards set out in the procedures presented earlier, there is no significant likelihood of conflict of interest in the conduct of INEDs. It is noted that the probability of INED abdicating his fiduciary duties to the Company and shareholders is remote.
- (iv) SOP are not granted free of charge for INEDs. There is an issue price to be paid. In addition, the INEDs are not prohibited from purchasing the Company's shares in the open market.
- (v) To the best of Chairman's knowledge, there are no published articles or commentary by corporate news editors or corporate publishers highlighting risks or concerns regarding the issuance of SOP to INEDs. As such, the risk of conflict is considered very remote.

Chairman's signature



2. **PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF UTB (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF UTB AND ITS SUBSIDIARY COMPANIES (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) (“PROPOSED LTIP” OR “SCHEME”)**

Members were informed that the proposed Ordinary Resolution 1 was to approve the establishment of a Long Term Incentive Plan (“LTIP”). The full text of the proposed Resolution is set out in the Notice of EGM and the Circular to Shareholders provides the details of the Proposed LTIP, including the rationale, Directors’ statement and recommendation.

The Chairman invited a shareholder/proxy each to propose and second the following motion:-

“**THAT** subject to the approvals of all relevant authorities (where required) being obtained, and to the extent permitted by law and the Constitution of UTB (“**Constitution**”), the board of directors of UTB (“**Board**”) be and is hereby authorised to:

- (i) establish, implement and administer the Proposed LTIP of up to ten percent (10%) of the total number of issued shares of UTB (excluding treasury shares, if any) at any point in time during the duration of the Scheme for the eligible directors and employees of the Group (excluding subsidiary companies which are dormant) (“**Eligible Persons**”) in accordance with the provisions of the by-laws governing the Proposed LTIP (“**By-Laws**”), a draft of which is set out in Appendix I of the circular to shareholders of UTB dated 21 April 2026 (“**Circular**”), and to give full effect to the Proposed LTIP with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities. The Proposed LTIP comprises the proposed establishment of an employees’ share grant plan (“**Proposed SGP**”) and proposed establishment of an employees’ share option plan (“**Proposed SOP**”);
- (ii) allot and issue new ordinary shares in UTB (“**UTB Shares**” or “**Shares**”), acquire existing Shares from the open market of Bursa Malaysia Securities (“**Bursa Securities**”) and/or transfer such number of Shares from time to time to the Eligible Persons upon vesting of the award of Shares pursuant to the Proposed SGP (“**SGP Awards**”) and/or exercise of the award of options (“**SOP Options**”) pursuant to the Proposed SOP (“**SOP Awards**”) under the Proposed LTIP, provided that the maximum number of Shares which may be made available under the Proposed LTIP shall not in aggregate exceed ten percent (10%) of the total number of issued shares of UTB (excluding treasury shares, if any) at any point in time during the duration of the Proposed LTIP;

The Shares arising upon the vesting of SGP Awards and/or exercising of the SOP Options shall, upon allotment and issuance, rank equally in all respects with the existing Shares and shall:

- (a) be subject to the provisions of the Constitution; and

Chairman’s signature



**PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF UTB (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF UTB AND ITS SUBSIDIARY COMPANIES (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) (“PROPOSED LTIP” OR “SCHEME”) (CONTINUED)**

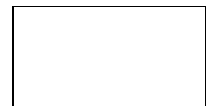
- (b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the date on which the Shares are credited into the central depository system account of the Eligible Persons and shall in all other respects rank equally with other existing Shares then in issue;
- (iii) add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Scheme from time to time provided that such additions, amendments, modifications and/or deletions are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP;
- (iv) do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) for the listing of and quotation for the new Shares that may, hereafter from time to time, be issued pursuant to the Proposed LTIP; and
- (v) appoint and authorise a committee (“**LTIP Committee**”) by which the Proposed LTIP will be administered in accordance with the By-Laws by the LTIP Committee, who will be responsible for, amongst others, implementing and administering the Scheme. The members of the LTIP Committee shall comprise such number of Directors and/or senior management personnel of the Group to be identified and appointed from time to time;

**THAT** the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed LTIP.

**AND THAT** the draft By-Laws as set out in Appendix I of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Securities (“**Listing Requirements**”), be and is hereby approved and adopted.”

On the proposal of En Zulkifli Bin Hussain and seconded by Ms Tan Kim Choo, the motion was put to vote via e-polling.

Chairman’s signature



**PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN OF UP TO TEN PERCENT (10%) OF THE TOTAL NUMBER OF ISSUED SHARES OF UTB (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF UTB AND ITS SUBSIDIARY COMPANIES (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) (“PROPOSED LTIP” OR “SCHEME”) (CONTINUED)**

Based on the polling results as shown on the projector screen in the meeting hall, the Chairman announced the results as follows:-

**Result on Voting by Poll**

Resolution(s)	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
<b>Ordinary Resolution 1</b>	111,962,846	79.5489	28,784,280	20.4512

Based on the final results, the Chairman declared that Ordinary Resolution 1 be carried.

**3. PROPOSED ALLOCATION OF LTIP AWARDS TO MR CHIN YAU MENG**

Members were informed that the proposed Ordinary Resolution 2 was to approve the Proposed Allocation of LTIP Awards to Mr Chin Yau Meng, the Managing Director of the Company.

The Chairman briefed the floor that the interested directors, major shareholders and person connected with him were deemed interested in the Proposed Allocation of LTIP Awards and will accordingly abstain from voting.

On the proposal of En Zulkifli Bin Hussain and seconded by Ms. Yin Thooi Li, the motion was put to vote via e-polling.

Based on the polling results as shown on the projector screen in the meeting hall, the Chairman announced the results as follows:-

**Result on Voting by Poll**

Resolution(s)	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
<b>Ordinary Resolution 2</b>	196,745,896	94.5139	11,420,308	5.4861

Based on the final results, the Chairman declared that Ordinary Resolution 2 be carried.

Chairman’s signature



**4. PROPOSED ALLOCATION OF LTIP AWARDS TO MR KAO, DE-TSAN ALSO KNOWN AS TED KAO**

Members were informed that the proposed Ordinary Resolution 3 was to approve the Proposed Allocation of LTIP Awards to Mr Kao, De-Tsan also known as Ted Kao, the Executive Director of the Company.

The interested directors, major shareholders and person connected with him were deemed interested in the Proposed Allocation of LTIP Awards and will accordingly abstain from voting.

On the proposal of En Zulkifli Bin Hussain and seconded by Ms Tan Kim Choo, the motion was put to vote via e-polling.

Based on the polling results as shown on the projector screen in the meeting hall, the Chairman announced the results as follows:-

**Result on Voting by Poll**

Resolution(s)	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
<b>Ordinary Resolution 3</b>	71,984,399	64.2046	40,132,728	35.7954

Based on the final results, the Chairman declared that Ordinary Resolution 3 be carried.

**5. PROPOSED ALLOCATION OF LTIP AWARDS TO MR HUANG, YEN-CHANG ALSO KNOWN AS STANLEY HUANG**

Members were informed that the next agenda was to approve the Proposed Allocation of LTIP Awards to Mr Huang, Yen-Chang Also Known As Stanley Huang, the Executive Director of the Company.

The interested directors, major shareholders and person connected with him were deemed interested in the Proposed Allocation of LTIP Awards and will accordingly abstain from voting.

On the proposal of Ms Tan Kim Choo and seconded by En Zulkifli Bin Hussain, the motion was put to vote via e-polling.

Based on the polling results as shown on the projector screen in the meeting hall, the Chairman announced the results as follows:-

**Result on Voting by Poll**

Resolution(s)	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
<b>Ordinary Resolution 4</b>	197,240,616	83.0940	40,129,728	16.9060

Based on the final results, the Chairman declared that Ordinary Resolution 4 be carried.

Chairman's signature



**6. PROPOSED ALLOCATION OF SOP AWARDS TO MR CHARLIE ONG CHYE LEE**

The chair was passed to Mr Tan Boon Hoe (“Mr Tan”) since the Chairman was an interested party in the proposed Ordinary Resolution 5.

Mr Tan informed that the next agenda was to approve the Proposed Allocation of SOP Awards to Mr Charlie Ong Chye Lee, the Chairman cum Non-Independent Non-Executive Director of the Company.

The interested directors, major shareholders and person connected with Mr Charlie Ong Chye Lee were deemed interested in the Proposed Allocation of SOP Awards and will accordingly abstain from voting.

On the proposal of Ms Tan Kim Choo and seconded by En Zulkifli Bin Hussain, the motion was put to vote via e-polling.

Based on the polling results as shown on the projector screen in the meeting hall, the Chairman announced the results as follows:-

**Result on Voting by Poll**

Resolution(s)	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
<b>Ordinary Resolution 5</b>	147,782,096	71.4375	59,087,058	28.5625

Based on the final results, the Chairman declared that Ordinary Resolution 5 be carried.

Mr Tan then passed the chair back to the Chairman.

**7. PROPOSED ALLOCATION OF SOP AWARDS TO MR TAN BOON HOE**

Members were informed that the next agenda was to approve the Proposed Allocation of SOP Awards to Mr Tan Boon Hoe, the Non-Independent Non-Executive Director of the Company.

The interested directors, major shareholders and person connected with him were deemed interested in the Proposed Allocation of SOP Awards and will accordingly abstain from voting.

On the proposal of En Zulkifli Bin Hussain and seconded by Ms Tan Kim Choo, the motion was put to vote via e-polling.

Based on the polling results as shown on the projector screen in the meeting hall, the Chairman announced the results as follows:-

Chairman’s signature



**PROPOSED ALLOCATION OF SOP AWARDS TO MR TAN BOON HOE  
(CONTINUED...)**

**Result on Voting by Poll**

Resolution(s)	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
<b>Ordinary Resolution 6</b>	149,322,436	62.9187	88,003,688	37.0813

Based on the final results, the Chairman declared that Ordinary Resolution 6 be carried.

**8. PROPOSED ALLOCATION OF SOP AWARDS TO MR LIM TIAN HOW**

Members were informed that the next agenda was to approve the Proposed Allocation of SOP Awards to Mr Lim Tian How, the Independent Non-Executive Director of the Company.

The interested directors, major shareholders and person connected with him were deemed interested in the Proposed Allocation of SOP Awards and will accordingly abstain from voting.

On the proposal of En Zulkifli Bin Hussain and seconded by Mr Tan Hock Lye, the motion was put to vote via e-polling.

Based on the polling results as shown on the projector screen in the meeting hall, the Chairman announced the results as follows:-

**Result on Voting by Poll**

Resolution(s)	Vote For		Vote Against	
	No. of Units	%	No. of Units	%
<b>Ordinary Resolution 7</b>	148,199,056	71.4946	59,088,068	28.5054

Based on the final results, the Chairman declared that Ordinary Resolution 7 be carried.

**9. PROPOSED ALLOCATION OF SOP AWARDS TO MS HAN CHIN LING**

Members were informed that the last agenda was to approve the Proposed Allocation of SOP Awards to Ms Han Chin Ling, the Independent Non-Executive Director of the Company.

The interested directors, major shareholders and person connected with her were deemed interested in the Proposed Allocation of SOP Awards and will accordingly abstain from voting.

Chairman's signature



**PROPOSED ALLOCATION OF SOP AWARDS TO MS HAN CHIN LING (CONTINUED...)**

On the proposal of Mr Tan Hock Lye and seconded by En Zulkifli Bin Hussain, the motion was put to vote via e-polling.

Based on the polling results as shown on the projector screen in the meeting hall, the Chairman announced the results as follows:-

**Result on Voting by Poll**

<b>Resolution(s)</b>	<b>Vote For</b>		<b>Vote Against</b>	
	No. of Units	%	No. of Units	%
<b>Ordinary Resolution 8</b>	149,688,056	71.6897	59,111,768	28.3103

Based on the final results, the Chairman declared that Ordinary Resolution 8 be carried.

**10. CLOSURE**

There being no other business to discuss, the Meeting ended at 4.13 p.m. with a vote of thanks to the Chairman.

Signed as a correct record

**CHAIRMAN**

Date: