

UCI RESOURCES BERHAD

[Registration No. 202001015323 (1371643-X)]
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting ("**5th AGM**" or "**Meeting**") of UCI Resources Berhad ("**UCI**" or "**Company**") will be held at Meeting Room of UCI, No. 6-1 & 2, Jalan Opera G U2/G, Taman TTDI Jaya, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 26 June 2025 at 11:00 a.m. for the following purposes:

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and the Auditors thereon. [Please refer to Explanatory Note (i)]
2. To re-elect Mr. Yeap Bun Huat, who retires pursuant to Clause 21.7 of the Company's Constitution and, being eligible, has offered himself for re-election. (Resolution 1)
3. To approve the payment of Directors' fees to the Acting Managing Director and Executive Director amounting to RM40,000.00 (*Ringgit Malaysia: Forty Thousand*) only for the financial year ending 31 December 2025. (Resolution 2)
4. To re-appoint Messrs. Kreston John & Gan as Auditors of the Company until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to determine their remuneration. (Resolution 3)
5. **As Special Business**

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions:
 - (a) **ORDINARY RESOLUTION NO. 1** (Resolution 4)
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

"THAT pursuant to the Companies Act 2016 ("**the Act**"), the Constitution of the Company, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and subject to the approvals of the relevant governmental/regulatory authorities, where necessary, the Directors of the Company be and are hereby empowered to issue and allot shares or convertible securities in the capital of the Company from time to time, at such price, to such persons and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion deem fit, provided that the aggregate number of shares or convertible securities to be issued pursuant to this resolution does not exceed one hundred per centum (100%) of the total number of issued shares of the Company for the time being, of which the aggregate number of shares or convertible securities to be issued and allotted other than on a pro rata basis to the

existing shareholders must not be more than fifty per centum (50%) of the total number of issued shares of the Company for the time being ("**Proposed General Mandate I**");

THAT such approval on the Proposed General Mandate I shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company held after the approval was given;
- (b) the expiry of the period within which the next AGM of the Company is required to be held after the approval was given; or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting of the Company,

whichever is the earlier;

THAT the Directors of the Company be and are also empowered to obtain approval from Bursa Securities for the listing of and quotation for such new shares or convertible securities on the LEAP Market of Bursa Securities;

THAT authority be and is hereby given to the Directors of the Company to give effect to the Proposed General Mandate I with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities;

AND THAT pursuant to the Act to be read together with Clause 16.6 of the Company's Constitution, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate I."

(b) **ORDINARY RESOLUTION NO. 2**

(Resolution 5)

- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 TO INTERESTED PARTIES (AS DEFINED HEREIN) AND WAIVER OF PRE-EMPTIVE RIGHTS

THAT subject to the passing of Ordinary Resolution No. 1 and pursuant to the Companies Act 2016 ("**the Act**"), the Constitution of the Company, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad

("Bursa Securities") and subject to the approvals of the relevant governmental/regulatory authorities, where necessary, the Directors of the Company be and are hereby empowered to issue and allot shares or convertible securities in the capital of the Company from time to time, at such price, to a Director, major shareholder or chief executive of the Company or person connected to them ("**Interested Parties**") under the general mandate on a non-pro rata basis and for such purposes and upon such terms and conditions as the Directors of the Company may, in their absolute discretion deem fit, provided that the aggregate number of shares or convertible securities to be issued and allotted to the Interested Parties must be not more than ten per centum (10%) of the total number of issued shares of the Company for the time being and shall be approved by the Directors of the Company and done in the best interest of the Company ("**Proposed General Mandate II**");

THAT such approval on the Proposed General Mandate II shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("**AGM**") of the Company held after the approval was given;
- (b) the expiry of the period within which the next AGM of the Company is required to be held after the approval was given; or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting of the Company,

whichever is the earlier;

THAT the Directors of the Company be and are also empowered to obtain approval from Bursa Securities for the listing of and quotation for such new shares or convertible securities on the LEAP Market of Bursa Securities;

THAT authority be and is hereby given to the Directors of the Company to give effect to the Proposed General Mandate II with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities;

AND THAT pursuant to the Act to be read together with Clause 16.6 of the Company's Constitution, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to the Act;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to

the Proposed General Mandate II.”

6. To transact any other ordinary business of which due notice has been given in accordance with the Companies Act 2016 or the Company’s Constitution.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689 & SSM PC NO. 201908002648)
CHIN MUN YEE (MAICSA 7019243 & SSM PC NO. 201908002785)
Company Secretaries

Kuala Lumpur
28 May 2025

Explanatory Notes to Ordinary and Special Businesses:

- (i) Audited Financial Statements for the financial year ended 31 December 2024 (“**Audited Financial Statements**”)

This Agenda item is meant for discussion only, as the provision of Section 340(1) of the Companies Act 2016 (“**the Act**”) does not require the formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- (ii) Resolution 1 - Re-election of Director

The Board of Directors (“**Board**”) had recommended the re-election of Mr. Yeap Bun Huat, who is due to retire pursuant to Clause 21.7 of the Company’s Constitution (“**Retiring Director**”). The Retiring Director has consented to his re-election and abstained from deliberation and voting in relation to his re-election at the Board meeting.

- (iii) Resolution 2 - Payment of Directors’ fees

This Agenda item is to approve the proposed Directors’ fees to the Acting Managing Director and Executive Director for the financial year ending 31 December 2025 of RM40,000.00.

In this respect, the proposed Resolution 2, if approved, will authorise the payment of Directors’ fees pursuant to Clause 21.4(c) of the Company’s Constitution.

- (iv) Resolution 3 - Re-appointment of Auditors

The Board has assessed the suitability, objectivity, and independence of Messrs. Kreston John & Gan as the Company’s External Auditors for the financial year ended 31 December 2024. The Board has then recommended that the same be tabled for approval by the shareholders at the forthcoming 5th AGM of the Company.

- (v) Resolution 4 - Authority to issue shares pursuant to the Act and waiver of pre-emptive rights

The Company wishes to renew its Proposed General Mandate I obtained from its shareholders at the Fourth Annual General Meeting (“**AGM**”) of the Company held on 27 June 2024 (“**Previous Mandate**”) and waiver of pre-emptive rights under Section 85 of the Act read together with Clause 16.6 of the Company’s Constitution (“**Waiver**”). This authority, unless revoked or varied by the Company at a general meeting, will expire upon the conclusion of the next AGM of the Company or during the expiry of the period within which the next AGM of the Company is required to be held after approval is given, whichever is the earlier.

The Previous Mandate granted by the shareholders had not been utilised, and hence, no proceeds were raised therefrom.

The Proposed General Mandate I will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares or convertible securities, for the purpose of funding future investment, project(s), working capital and/or acquisitions, while the Waiver would allow the Directors to issue new shares to any person under the Proposed General Mandate I without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to the allotment.

- (vi) Resolution 5 - Authority to issue shares pursuant to the Act to interested parties and waiver of pre-emptive rights

The Company wishes to seek the mandate on the Proposed General Mandate II and Waiver. This authority, unless revoked or varied by the Company at a general meeting, will expire upon the conclusion of the next AGM of the Company or during the expiry of the period within which the next AGM of the Company is required to be held after approval is given, whichever is the earlier.

The Proposed General Mandate II will provide flexibility to the Company for any possible fundraising activities, including but not limited to further placing of shares or convertible securities, for the purpose of funding future investment, project(s), working capital and/or acquisitions, while the Waiver would allow the Directors to issue new shares to the interested parties under the Proposed General Mandate II without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to the allotment.

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 19 June 2025 (General Meeting Record of Depositors) shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Meeting of the Company shall be entitled to appoint more than one (1) proxy to attend, speak, and vote instead of the member at the Meeting. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to attend, speak, and vote at the Meeting, and upon appointment, a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. Where a member appoints more than one (1) proxy in relation to the Meeting, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
4. The instrument appointing a proxy shall be in writing under the hand of the member or of his/her attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an exempt authorised nominee who holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the office of the Share Registrar of the Company at Securities Services (Holdings) Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan or via facsimile at 03-2094 9940/ 03-2095 0292 not less than forty-eight (48) hours before the time set for holding the Meeting, i.e., on or before 11:00 a.m., on Tuesday, 24 June 2025 or at any

adjournment thereof at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

All resolutions set out in this notice of meeting are to be voted by poll.

8. The lodging of the Form of Proxy will not preclude any shareholder from participating and voting at the Meeting. If you have submitted your Form of Proxy prior to the Meeting and subsequently wish to revoke your proxy appointment(s), please email to info@sshb.com.my or deposit the written notice of termination of proxy authority at the office of the Share Registrar of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, to revoke the earlier appointed proxy(ies) before the time stipulated for holding the Meeting or at any adjournment thereof. In such an event, you should advise your proxy(ies) accordingly.