



UUE HOLDINGS BERHAD

Registration No. 202201026669 (1472366-A)
(Incorporated in Malaysia)

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("2nd AGM") of UUE Holdings Berhad will be held via physical mode at Trading Post, Ponderosa Golf & Country Club, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor on Friday, the 25th day of July, 2025 at 9.30 a.m. for the following purposes :-

AGENDA

AS ORDINARY BUSINESS:

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| 1. To receive the Audited Financial Statements for the financial year ended 28 February 2025 together with the Reports of the Directors and Auditors thereon. | (See Explanatory Note 1) |
| 2. To re-elect MR HIN WAI MUN, a Director retiring by rotation pursuant to Clause 133 of the Company's Constitution. | ORDINARY RESOLUTION 1 |
| 3. To re-elect MS NG LEE THIN, a Director retiring by rotation pursuant to Clause 133 of the Company's Constitution. | ORDINARY RESOLUTION 2 |
| 4. To re-elect MS LATHA A/P DHAMODARAN PILLAY, a Director retiring by rotation pursuant to Clause 133 of the Company's Constitution. | ORDINARY RESOLUTION 3 |
| 5. To approve Directors' Fees amounting to RM250,667-00 for the financial year ended 28 February 2025. | ORDINARY RESOLUTION 4 |
| 6. To approve Directors' Fees amounting to RM306,000-00 for the financial year ending 28 February 2026 payable quarterly in arrears after each month of completed service. | ORDINARY RESOLUTION 5 |
| 7. To approve Directors' Benefit amounting to RM6,000-00 for four Independent Directors for the period commencing after the 2 nd AGM up to the 3 rd AGM to be held in 2026. | ORDINARY RESOLUTION 6 |
| 8. To re-appoint MESSRS BDO PLT, as Auditors of the Company for the financial year ending 28 February 2026 and to authorise the Directors to fix their remuneration. | ORDINARY RESOLUTION 7 |

AS SPECIAL BUSINESS:

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

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| 9. ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 | ORDINARY RESOLUTION 8 |
| <p>"THAT subject always to the Companies Act 2016, the ACE Market Listing Requirements ("ACE LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016 to issue and allot new shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person(s) whomsoever 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 issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting ("AGM") of the Company ("General Mandate").</p> | |
| 10. To transact any other business for which due notice shall have been given in accordance with the Company's Constitution and/or the Act. | |

BY ORDER OF THE BOARD

POW JULIET (MAICSA 7020821) SSM Practicing Certificate No. 202008001248
AN YU QING (MAICSA 7076459) SSM Practicing Certificate No. 202108000205
Secretaries

Date: 26 June 2025

Notes:

- A member of the Company entitled to attend and vote is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote in his stead.
- A member of the Company may appoint not more than two (2) proxies to attend the meeting, provided that the member specifies the proportion of the members shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.
- A proxy may but need not be a member and there shall be no restriction as to the qualification of the proxy.
- Where a member 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. 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- The appointment of a proxy/ attorney for the 2nd AGM may be made in hard copy form or by electronic means. The duly executed instrument appointing a proxy/ attorney must be deposited or submitted in the following manner, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid:
 - In hard copy form (for Individual and/or Corporate member)**
In the case of an appointment made in hard copy form, the duly executed Form of Proxy must be deposited with the Share Registrar of the Company, AscendServ Capital Markets Services Sdn. Bhd.'s ("ACM") office at Office Suite No. 603 Block C, Pusat Dagangan Phileo Damansara 1, No. 9, Jalan 16/11, Off Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan;
Attorney(s) appointed by Power of Attorney **MUST** deposit their **ORIGINAL** Power of Attorney or a **NOTARILY CERTIFIED COPY** thereof with the Share Registrar of the Company at ACM's office; **OR**
 - By electronic means via Dvote Online (for Individual member only)**
The Form of Proxy can be electronically lodged with the Share Registrar of the Company via Dvote Online website at <https://www.dvote.my>.
- An instrument appointing a proxy shall in the case of an individual, be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, be either under its common seal or signed by its attorney or in accordance with the provision of its constitution or by an officer duly authorised on behalf of the corporation.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 July 2025, shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes:

Ordinary Business:

- Item 1 of the Agenda - Audited Financial Statements for the year ended 28 February 2025**
This agenda item is meant for discussion only and do not require a formal approval of the shareholders and hence, is not put forward for voting.
- Item 5 of the Agenda - Directors' Fees for the financial year ended 28 February 2025**
The proposed Ordinary Resolution 4, if passed, will facilitate the payment of Directors' Fees of RM250,667-00 to the Executive Directors and Independent Directors for financial year ended 28 February 2025. The Directors' Fees of RM250,667-00 as disclosed in page 60 of the Prospectus issued for Listing of the Company on ACE Market of Bursa Securities comprised of Directors' Fees of the Executive Directors were for the full financial year ended 28 February 2025 whilst the Directors' Fees of the Independent Directors would be apportioned for the period from Listing till the end of the financial year ended 28 February 2025.
- Item 6 of the Agenda - Directors' Fees for the financial year ending 28 February 2026**
The proposed Ordinary Resolution 5, if passed, will facilitate the payment of Directors' Fees of RM306,000-00 to the Executive Directors and Independent Directors for financial year ending 28 February 2026 payable quarterly in arrears after each month of completed service.
- Item 7 of the Agenda - Directors' Benefit for the period after 2025 Annual General Meeting up to 2026 Annual General Meeting**
The proposed Ordinary Resolution 6, if passed will authorise the payment of Directors' Benefit of RM6,000-00 comprised of meeting attendance of RM300 per day for each Independent Director for the period after 2025 Annual General Meeting up to 2026 Annual General Meeting.

Special Business:

- Item 9 of the Agenda - Authority to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**
The proposed Ordinary Resolution 8, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company and such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company. This is a new general mandate upon the listing of the Company on the ACE Market of Bursa Securities. The general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. The Board of Directors of the Company is of the view that the general mandate is in the best interest of the Company. At as the date of this Notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

Voting by Poll

Pursuant to Rule 8.31A of the ACE LR of Bursa Securities, all resolutions set out in this Notice are to be voted by poll.