



UNI WALL APS HOLDINGS BERHAD
(Registration No. 201801007506 (1269520-X))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth (5th) Annual General Meeting (“**AGM**”) of Uni Wall APS Holdings Berhad (the “**Company**”) will be conducted virtually through live streaming from the broadcast venue at Meeting Room, 15, Jalan Kesuma 2/3, Bandar Tasik Kesuma, 43700 Semenyih, Selangor on Wednesday, 13 December 2023 at 2.30 p.m. or at any adjournment thereof for the following purposes:-

AS ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial period ended 30 June 2023 together with the Reports of the Directors and Auditors thereon. | <i>Please refer to Explanatory Note 1</i> |
| 2. | To approve the payment of Directors’ fees and other benefits payable up to RM1,000,000 to be divided amongst the Directors in such manner as the Directors may determine in respect of the period from the 5 th AGM until the conclusion of the 6 th AGM of the Company. | Ordinary Resolution 1 |
| 3. | To re-elect Mr. Siew Choon Jern who is retiring pursuant to Clause 103 of the Company’s Constitution and being eligible, has offered himself for re-election. | Ordinary Resolution 2 |
| 4. | To re-appoint Messrs. UHY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary Resolution 3 |

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications the following resolution: -

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| 5. | AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016 | Ordinary Resolution 4 |
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“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 (“**the Act**”) and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares of the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares issued pursuant to this resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares of the Company for the time being AND

THAT the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities.

THAT such authority shall continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

AND THAT pursuant to Section 85 of the Act read together with Clause 61 of the Company's Constitution, approval be given to waive the statutory pre-emptive rights conferred upon the shareholders of the Company AND THAT the Board is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the issuance and allotment of new shares pursuant to the Section 75 and Section 76 of the Act."

6. To transact any other ordinary business for which due notice have been given.

By Order of the Board,

TAN TONG LANG (SSM PC NO. 202208000250 & MAICSA 7045482)
Company Secretary

Kuala Lumpur
31 October 2023

Notes:

- (1) Please refer to the Administrative Guide for the procedures to register and participate in the virtual meeting. Shareholders will not be allowed to attend the 5th AGM in person at the broadcast venue on the day of the meeting.
- (2) A member of the Company entitled to attend and vote at this meeting may appoint proxy(ies) (or in case of a corporation, a duly authorised representative) to attend and vote on his stead. A proxy may but need not be a member of the Company.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the proxy form shall be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- (4) Where a member appoints more than one (1) proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- (5) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 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.
- (6) The instrument appointing a proxy must be deposited at the Company's Share Registrar's Office, B-21-1, Level 21, Tower B, Northpoint Mid Valley City, No. 1, Medan Syed Putra Utara, 59200 Kuala Lumpur or email to admin@aldpro.com.my not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof.
- (7) Only the member whose names appear on the Record of Depositors as at 5 December 2023 shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend and vote on their behalf.

Explanatory Notes:

1. Audited Financial Statements for the Financial Period Ended 30 June 2023

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the audited financial statements. As such, this item is not put forward for voting.

2. Ordinary Resolution 4: Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act 2016

The Ordinary Resolution 4, if passed, is proposed for the purpose of granting the Company a renewed general mandate ("**General Mandate**") under Sections 75 and 76 of the Companies Act, 2016 and subject to Rule 5.04 of the LEAP Market Listing Requirements of Bursa Securities.

The Ordinary Resolution 4, if passed, will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without convening a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company, or during the expiration of period within which the next AGM is required by law to be held, whichever is earlier.

The General Mandate, if granted, will provide flexibility to the Company for any possible fund-raising activities, including but not limited to, further placing of shares, for the purpose of funding investment project(s), working capital and/or acquisitions.

Pursuant to Section 85 of the Act and Clause 61 of the Company's Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company. This Ordinary Resolution 4, if passed, will exclude the shareholders' pre-emptive right to be offered new shares to be issued by the Company.

As at the date of this Notice, the Company has not issued any ordinary shares pursuant to the general mandate that was granted by the shareholders at the 4th AGM of the Company held on 27 June 2022 and hence, no proceeds were raised therefrom.