

# **UUE HOLDINGS BERHAD**

Registration No. 202201026669 (1472366-A)

*(Incorporated in Malaysia)*

**MINUTES** of the Second Annual General Meeting (“2<sup>nd</sup> AGM”) of **UUE HOLDINGS BERHAD** (“UUE” or “Company”) duly convened and held at Trading Post, Ponderosa Golf & Country Club, No. 3, Jalan Ponderosa 1, Taman Ponderosa, 81100 Johor Bahru, Johor on Friday, 25 July 2025 at 9.30 a.m.

- Present : Directors  
Mr Lee Chye Tee (*Chairman/ Independent Non-Executive Director*)  
Datuk Dr Ting Kok Hwa (*Managing Director*)  
Mr Hin Wai Mun (*Executive Director*)  
Mr Chong Tuoo Choi (*Executive Director*)  
Mr Vincent Wong Soon Choy (*Executive Director*)  
Ms Ng Lee Thin (*Independent Non-Executive Director*)  
Ms Latha A/P Dhamodaran Pillay (*Independent Non-Executive Director*)  
Ms Goh Lei Lei (*Independent Non-Executive Director*)
- Shareholders and Proxies  
(as per Attendance List)
- By Invitation : Mr Johnny Sia Yeak Hong (*External Auditors – BDO PLT*)  
Ms Ng Chong Jin (*External Auditors – BDO PLT*)  
Ms Irene Juay Yee Luan (*Independent Scrutineer, Next Secretarial Works Sdn. Bhd.*)  
(others as per Attendance List)
- In Attendance : Ms Pow Juliet (*Company Secretary*)  
Ms An Yu Qing (*Company Secretary*)
- Chairman : Mr Lee Chye Tee was in the chair and called the meeting to order at 9.30 a.m.
- Notice : With the assent of all members, the Notice was taken as read.
- Quorum : The Chairman confirmed that there was a requisite quorum for the meeting and declared the meeting duly convened and constituted.
- Preliminaries : The Chairman explained the procedures to be observed, in tabling and approving resolutions at the 2<sup>nd</sup> AGM.

In particular, the Chairman highlighted that in line with Rule 8.31A of Bursa Malaysia Securities Berhad (“Bursa Securities”)’s ACE Market Listing Requirements (“ACE LR”), all resolutions set out in the Notice of the 2<sup>nd</sup> AGM shall be voted by poll.

The Chairman then demanded that all the resolutions tabled at the 2<sup>nd</sup> AGM to be voted by way of a poll pursuant to Clause 92 of the Company’s Constitution.

All shareholders and proxies present had no objection and assented to the Chairman’s proposal that all business on the Agenda as set forth in the Notice would be dealt with by tabling all the motions, question and answer session and thereafter, conduct the electronic poll voting via AscendServ Capital Markets Services Sdn. Bhd. (“ACM”)’s e-vote system for all the motions tabled.

In line with the procedural requirements for voting by poll, the Company had engaged ACM as the Poll Administrator and Ms. Irene Juay Yee Luan of Next

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SecretarialWorks Sdn. Bhd. as the Independent Scrutineer for the conduct of the poll.

As part of the Board's initiatives to encourage shareholders' participation and enhancement of dialogue, the Chairman highlighted that the Annual General Meeting was the primary forum for communication with the shareholders and he encouraged the shareholders to actively participate and share their thoughts and ideas with the Board and Management. The Chairman further highlighted that proxies present have the same rights as a member to speak at the meeting.

The Chairman then proceeded with the Agenda for the meeting.

**1. AUDITED FINANCIAL STATEMENTS**

The 1<sup>st</sup> item on the Agenda was to receive the Audited Financial Statements for the financial year ended 28 February 2025 together with the Reports of the Directors and Auditors thereon.

The Chairman informed the shareholders that this Agenda item was meant for discussion only as the provision of Section 248(2) and Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders and hence, this item was not put forward for voting.

As there were no queries or questions raised by the shareholders, the Chairman directed that the Secretary placed on record that the Audited Financial Statements for the financial year ended 28 February 2025 had been duly tabled and laid before the shareholders at the 2<sup>nd</sup> AGM.

**2. ORDINARY RESOLUTION 1  
RE-ELECTION OF MR HIN WAI MUN**

The 2<sup>nd</sup> item on the Agenda was to re-elect Mr Hin Wai Mun who retired under the provision of Clause 133 of the Company's Constitution and being eligible had offered himself for re-election.

The shareholders were informed that the Nominating Committee had carried out an assessment on Mr Hin Wai Mun's performance. The Nominating Committee and the Board of Directors, after taking into consideration the outcome of the assessment had unanimously recommended the re-election of Mr Hin Wai Mun as a Director of the Company.

The following motion was tabled for consideration as Ordinary Resolution 1: -

“THAT Mr Hin Wai Mun, a Director retiring by rotation pursuant to Clause 133 of the Company's Constitution be hereby re-elected as a Director of the Company.”

As there were no queries or questions raised by the shareholders, the Chairman directed that the motion be put to the vote by way of a poll to be taken immediately after all motions under the Agenda had been tabled and deliberated upon.

**3. ORDINARY RESOLUTION 2  
RE-ELECTION OF MS NG LEE THIN**

The 3<sup>rd</sup> item on the Agenda was to re-elect Ms Ng Lee Thin who retired under the provision of Clause 133 of the Company's Constitution and being eligible had offered herself for re-election.

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The shareholders were informed that the Nominating Committee had carried out an assessment on Ms Ng Lee Thin's performance. The Nominating Committee and the Board of Directors, after taking into consideration the outcome of the assessment had unanimously recommended the re-election of Ms Ng Lee Thin as a Director of the Company.

The following motion was tabled for consideration as Ordinary Resolution 2: -

“THAT Ms Ng Lee Thin, a Director retiring by rotation pursuant to Clause 133 of the Company's Constitution be hereby re-elected as a Director of the Company.”

As there were no queries or questions raised by the shareholders, the Chairman directed that the motion be put to the vote by way of a poll to be taken immediately after all motions on the Agenda had been tabled and deliberated upon.

**4. ORDINARY RESOLUTION 3**  
**RE-ELECTION OF MS LATHA A/P DHAMODARAN PILLAY**

The 4<sup>th</sup> item on the Agenda was to re-elect Ms Latha A/P Dhamodaran Pillay (“Ms Latha”) who retired under the provision of Clause 133 of the Company's Constitution and being eligible had offered herself for re-election.

The shareholders were informed that the Nominating Committee had carried out an assessment on Ms Latha's performance. The Nominating Committee and the Board of Directors, after taking into consideration the outcome of the assessment had unanimously recommended the re-election of Ms Latha as a Director of the Company.

The following motion was tabled for consideration as Ordinary Resolution 3: -

“THAT Ms Latha A/P Dhamodaran Pillay, a Director retiring by rotation pursuant to Clause 133 of the Company's Constitution be hereby re-elected as a Director of the Company.”

As there were no queries or questions raised by the shareholders, the Chairman directed that the motion be put to vote by way of a poll to be taken immediately after all motions on the Agenda had been tabled and deliberated upon.

**5. ORDINARY RESOLUTION 4**  
**APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 28 FEBRUARY 2025**

The 5<sup>th</sup> item on the Agenda was to approve the payment of Directors' fees of RM250,667-00 for the financial year ended 28 February 2025.

The shareholders were informed that the proposed Ordinary Resolution 4, if passed, will facilitate the payment of Directors' Fees for financial year ended 28 February 2025 as disclosed in page 60 of the Prospectus issued for Listing of the Company on ACE Market of Bursa Malaysia Securities Berhad. It comprised the Directors' Fees for the Executive Directors for the full financial year ended 28 February 2025, while the Directors' Fees for the Independent Directors were apportioned for the period from the Listing date to the end of the same financial year.

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The following motion was tabled for consideration as Ordinary Resolution 4: -

“THAT the payment of Directors’ fees of RM250,667-00 for the financial year ended 28 February 2025 be and is hereby approved.”

As there were no queries or questions raised by the shareholders, the Chairman directed that the motion be put to the vote by way of a poll to be taken immediately after all motions on the Agenda had been tabled and deliberated upon.

**6. ORDINARY RESOLUTION 5**  
**APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 28 FEBRUARY 2026**

The 6<sup>th</sup> item on the Agenda was to approve the payment of Directors’ fees of RM306,000-00 for the financial year ending 28 February 2026, payable quarterly in arrears after each month of completed service.

The shareholders were informed that the proposed Ordinary Resolution 5, if passed, will facilitate the payment of Directors’ fees for the financial year ending 28 February 2026 payable quarterly in arrears after each month of completed service.

The following motion was tabled for consideration as Ordinary Resolution 5: -

“THAT the payment of Directors’ fees of RM306,000-00 for the financial year ending 28 February 2026, payable quarterly in arrears after each month of completed service, be and is hereby approved.”

As there were no queries or questions raised by the shareholders, the Chairman directed that the motion be put to the vote by way of a poll to be taken immediately after all motions on the Agenda had been tabled and deliberated upon.

**7. ORDINARY RESOLUTION 6**  
**APPROVAL OF DIRECTORS’ BENEFIT FOR THE FINANCIAL YEAR ENDING 28 FEBRUARY 2026**

The 7<sup>th</sup> item on the Agenda is to approve the Directors’ Benefit amounting to RM6,000 for four Independent Directors for the period commencing after the 2<sup>nd</sup> AGM to be held in 2025 up to the 3<sup>rd</sup> AGM to be held in 2026.

The shareholders were informed that 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 AGM up to 2026 AGM.

The following motion was tabled for consideration as Ordinary Resolution 6: -

“THAT the payment of Directors’ Benefit amounting to RM6,000 for four Independent Directors for the period commencing after the 2<sup>nd</sup> AGM to be held in 2025 up to the 3<sup>rd</sup> AGM to be held in 2026 be and is hereby approved.”

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As there were no queries or questions raised by the shareholders, the Chairman directed that the motion be put to the vote by way of a poll to be taken immediately after all motions on the Agenda had been tabled and deliberated upon.

**8. ORDINARY RESOLUTION 7**  
**RE-APPOINTMENT OF AUDITORS**

The 8<sup>th</sup> item on the Agenda was to re-appoint BDO PLT as Auditors of the Company for the financial year ending 28 February 2026 and to authorise the Directors to fix their remuneration.

The shareholders noted that the External Auditors, BDO PLT who retired at this Annual General Meeting had expressed their willingness to continue in office. After the end of the financial year ended 28 February 2025, the Audit and Risk Management Committee (“ARMC”) had evaluated the External Auditors’ performance and independence. The ARMC and the Board of Directors were satisfied with the independence, performance and services provided by them and recommended the re-appointment of BDO PLT, the retiring Auditors as Auditors for the financial year ending 28 February 2026.

The following motion was tabled for consideration as Ordinary Resolution 7: -

“THAT BDO PLT, be hereby re-appointed as Auditors of the Company for the financial year ending 28 February 2026 at a remuneration to be determined by the Directors.”

As there were no queries or questions raised by the shareholders, the Chairman directed that the motion be put to the vote by way of a poll to be taken immediately after all motions on the Agenda had been tabled and deliberated upon.

**9. ORDINARY RESOLUTION 8**  
**AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

The 9<sup>th</sup> item on the Agenda under Special Business was to authorise Directors to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act 2016.

The Chairman highlighted to the shareholders that this Agenda, if passed, would 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 was a new general mandate upon the listing of the Company on the ACE Market of Bursa Securities. The general mandate would 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 was of the view that the general mandate is in the best interest of the Company. As at the date of Notice of AGM issued on 26 June 2025, there was no decision to issue new shares. Should there be a decision to issue new shares after the authorisation has been sought, the Company would make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

The following motion was tabled for consideration as Ordinary Resolution 8: -

“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

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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”).”

As there were no queries or questions raised by the shareholders, the Chairman directed that the motion be put to the vote by way of a poll to be taken immediately after all motions on the Agenda had been tabled and deliberated upon.

**10. ANY OTHER BUSINESS**

No notice to transact any other matters had been received from shareholders of the Company.

After dealing with all the items on the Agenda, the proposed resolutions were put to vote by a poll. The Chairman invited the representative of the Poll Administrator, AscendServ Capital Markets Services Sdn. Bhd. to explain to the members present on the process and instruction for the poll voting to be taken and requested Ms. Irene Juay Yee Luan of Next SecretarialWorks Sdn. Bhd., the appointed Independent Scrutineer, to observe and scrutinise the polling process. The poll was carried out for all the proposed resolutions.

**ADJOURNMENT OF MEETING**

The meeting was adjourned at 10.05 a.m. to await the poll results from the Scrutineer.

**RESUMPTION OF MEETING**

The meeting resumed at 10.25 a.m. after the counting of votes had been completed. The Scrutineer passed the Scrutineers’ Report to the Chairman for declaration of the results of the Poll voting as follows:-

RESOLUTION	FOR		AGAINST	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1 – Re-election of Mr Hin Wai Mun as Director	502,932,000	100.0000	0	0
Ordinary Resolution 2 – Re-election of Ms Ng Lee Thin as Director	476,646,100	94.7735	26,285,900	5.2265
Ordinary Resolution 3 – Re-election of Ms Latha A/P Dhamodaran Pillay as Director	502,932,000	100.0000	0	0
Ordinary Resolution 4 – Directors' Fees amounting to RM250,667- 00 for the financial year ended 28 February 2025	502,932,000	100.0000	0	0

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Ordinary Resolution 5 – 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	502,932,000	100.0000	0	0
Ordinary Resolution 6 – Directors' Benefit amounting to RM6,000-00 for four Independent Directors for the period commencing after the 2nd AGM up to the 3rd AGM to be held in 2026	502,932,000	100.0000	0	0
Ordinary Resolution 7 – Re-appointment of MESSRS BDO PLT as Auditors	502,932,000	100.0000	0	0
Ordinary Resolution 8 – Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016	474,149,300	94.2770	28,782,700	5.7230

Based on the results of the poll, the Chairman declared that Ordinary Resolution 1, 2, 3, 4, 5, 6, 7 and 8 duly passed with the respective majority as set out above.

**TERMINATION**

There being no other business, the meeting concluded at 10.25 a.m. with a vote of thanks to the Chair.

***CONFIRMED***

*-SIGNED-*

*LEE CHYE TEE*  
CHAIRMAN

Dated: 25 July 2025