



UMediC Group Berhad
(Registration No. 202101015347) (1415647-D)

NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting (“4th AGM”) of UMediC Group Berhad (“UMC” or the “Company”) will be held at Sri Mas Ballroom, Level 4, Bayview Hotel Georgetown Penang, 25-A Farquhar Street, 10200 George Town, Pulau Pinang on Wednesday, 15 January 2025 at 10.30 a.m. for the transaction of the following business:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for financial year ended 31 July 2024 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors’ fees and benefits of up to an aggregate amount of RM200,000.00 to the Non-Executive Directors for the period from 16 January 2025 until the conclusion of the next annual general meeting (“AGM”) of the Company to be held in 2026.
3. To re-elect the following Directors who retire by rotation in accordance with Clause 165.1 of the Company’s Constitution and who, being eligible, offer themselves for re-election: -
 - (i) Mr. Lim Taw Seong
 - (ii) Mr. Lee Yee Wooi
4. To re-appoint Messrs. BDO PLT as Auditors of the Company and to authorise the Directors to determine their remuneration.

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

5. **AUTHORITY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES**

“THAT, subject always to the Companies Act, 2016 (“the Act”), the Constitution of the Company and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deemed fit, provided that the aggregate of the shares to be issued does not exceed 10% of the total number of issued shares of the Company and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued.

THAT the existing shareholders’ right of pre-emption under Clause 31 of the Company’s Constitution shall not apply to the allotment and issuance of new shares pursuant to this mandate.”

Ordinary Resolution 5

6. To transact any other business of which due notice shall have been given in accordance with the Company’s Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

OOI YOONG YOONG (MAICSA 7020753/ SSM PC NO. 202008002042)

Company Secretary

Penang

29 November 2024

NOTICE OF FOURTH ANNUAL GENERAL MEETING (CONT'D)

Notes :-

Appointment of Proxy

1. A proxy need not be a member and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age.
 2. A member of the Company entitled to attend, participate, speak and vote at the meeting is entitled to appoint one (1) or more proxies (who need not be members) to attend, participate, speak and vote at the same meeting.
 3. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
 4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing.
 5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), 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 is an exempt authorised nominee as defined under the SICDA which 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. For a proxy to be valid, the instrument appointing a proxy must be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting PROVIDED that in the event the member(s) duly execute(s) the Proxy Form but does/do not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, PROVIDED ALWAYS that the rest of the Proxy Form, other than the particulars of the proxy, have been duly completed by the member(s):
 - i. In hard copy form
The proxy form must be deposited at the office of the Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor.
 - ii. By electronic means via facsimile
The proxy form must be received via facsimile at +603-7890 4670.
 - iii. By electronic means via email
The proxy form must be received via email at bsr.helpdesk@boardroomlimited.com.
 - iv. By electronic means via Boardroom Smart Investor Portal, BSIP online (for individual shareholder only)
The Proxy Form can be lodged electronically via BSIP Online website at <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide on the procedure for electronic lodgement of proxy form via Online.
- For option (ii) and (iii), the Company will require the member to deposit the original executed proxy form to the office of Share Registrar before or on the day of meeting for verification purpose.
8. Any authority pursuant to which an appointment is made by a power of attorney must be deposited at the office of the Share Registrar before the cut-off time for the lodgement of the proxy form.
 9. Please ensure that ALL particulars as required in the Proxy Form are completed and the said Proxy Form is duly signed and dated.
 10. Last date and time for lodging the Proxy Form is **Monday, 13 January 2025 at 10.30 a.m.**
 11. For corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please bring the original / duly certified certificate of appointment executed in the following manner if the Proxy Form has not been lodged at the office of the Share Registrar earlier:
 - (a) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the Constitution of the corporate member.
 - (b) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (i) at least two (2) authorised officers, of whom one shall be a director; or
 - (ii) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

NOTICE OF FOURTH ANNUAL GENERAL MEETING (CONT'D)

General Meeting Record of Depositors

12. Only a depositor whose name appears on the Record of Depositors of the Company as at **31 December 2024** shall be entitled to attend this 4th AGM or appoint proxies to attend, participate, speak and/or vote on his/her behalf.

Ordinary Business

13. **Audited Financial Statements for financial year ended 31 July 2024**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

14. **Ordinary Resolution 1 – To approve the payment of Directors' fees and benefits of up to an aggregate amount of RM200,000.00 to the Non-Executive Directors for the period from 16 January 2025 until the conclusion of the next AGM of the Company to be held in 2026**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors and any benefits payable to the directors of the Company and its subsidiaries shall be approved at a general meeting.

The Ordinary Resolution 1 is to seek shareholders' approval on the payment of Directors' fees and benefits to the Non-Executive Directors. In determining the estimated total amount of fees and benefits, the Board considered various factors including the number of scheduled meetings as well as the number of Directors involved in these meetings for the period from 16 January 2025 until the next to be held in 2026. In the event that the proposed amount is insufficient (due to enlarged Board size and additional number of meetings), approval will be sought at the next AGM to meet the shortfall.

15. **Ordinary Resolutions 2 and 3 – Re-election of Directors**

Clause 165.1 of the Company's Constitution states that one-third (1/3) of the Directors shall retire from office and shall be eligible for re-election at each AGM. All the Directors shall retire from office at least once in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

Mr. Lim Taw Seong and Mr. Lee Yee Wooi retire in accordance with Clause 165.1 of the Company's Constitution and being eligible, have offered themselves for re-election.

In determining the eligibility of the Directors due for retirement to stand for re-election at the forthcoming 4th AGM, the Nomination Committee ("NC") has assessed the retiring Directors and recommended the re-election of retiring Directors based on the following consideration:

- (i) they met the criteria of character, experience, integrity, competence and time commitment in discharging their roles as directors of the Company;
- (ii) their active participation at the Board meetings showed that they were prepared and were effective in the discharge of their responsibilities; and
- (iii) Mr. Lee Yee Wooi is an Independent Non-Executive Director of the Company. He has fulfilled the requirements on independence as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. No circumstances have arisen in the past year to impair the independent judgement of Mr Lee on matters brought for Board discussion and he has always acted in the best interest of the Company as a whole.

Based on the above, the Board supports the re-election of the retiring Directors. The retiring Directors had abstained from deliberation and decision making on their own eligibility to stand for re-election at the relevant NC and Board meetings.

16. **Ordinary Resolution 4 – Re-appointment of Messrs. BDO PLT as Auditors**

The Audit and Risk Management Committee ("ARMC") and the Board have considered the re-appointment of Messrs. BDO PLT as Auditors of the Company, are satisfied with the performance, competency, audit approach and independence of Messrs. BDO PLT and collectively agreed that they have met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board endorsed ARMC's recommendation to seek for shareholders' approval to re-appoint Messrs. BDO PLT as external auditors of the Company and to authorise the Directors to fix their remuneration.

NOTICE OF FOURTH ANNUAL GENERAL MEETING

(CONT'D)

Special Business

17. Ordinary Resolution 5 - Authority pursuant to Sections 75 and 76 of the Companies Act, 2016 for the Directors to allot and issue shares

The proposed Ordinary Resolution 5, if passed, will give authority to the Directors to allot and issue up to a maximum of ten per centum (10%) of the total number of issued shares of the Company at any time in their absolute discretion and 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.

This new general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

Voting at 4th AGM

18. Pursuant to Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements, all resolutions set out in the Notice of 4th AGM will be put to vote by poll.

STATEMENT ACCOMPANYING NOTICE OF 4th AGM

(Pursuant to Paragraph 8.27 of Bursa Malaysia Securities Berhad Main Market Listing Requirements)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding Directors who are standing for re-election as stated above) at this forthcoming 4th AGM.