



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

# NOTICE OF THIRD ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Third Annual General Meeting (“3<sup>rd</sup> 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 Tuesday, 16 January 2024 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 2023 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
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 17 January 2024 until the conclusion of the next annual general meeting (“AGM”) of the Company to be held in 2025. **Ordinary Resolution 2**
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: - **Ordinary Resolution 3**
  - (i) Dato’ Ng Chai Eng
  - (ii) Ms. Tan Chye Suan.
4. To re-elect Dato’ Dr. Teh Keng Hwang as Director who retires pursuant to Clause 156 of the Company’s Constitution and being eligible, has offered herself for re-election. **Ordinary Resolution 4**
5. To re-appoint Messrs. BDO PLT as Auditors of the Company and to authorise the Directors to determine their remuneration. **Ordinary Resolution 5**

## SPECIAL BUSINESS

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

### 6. **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 Company’s Constitution, the ACE/ Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (as the case may be) and the approvals of the relevant government and/or regulatory authorities, the Directors of the Company 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 number of the shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and that the Directors are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares to be issued.

THAT pursuant to Section 85 of the Act read together with Clause 31 of the Company’s Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares of the Company arising from issuance of new shares pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new share.” **Ordinary Resolution 6**

7. 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

3 November 2023



**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 authorized 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 11<sup>th</sup> 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](mailto: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 **Sunday, 14 January 2024 at 10.30 a.m.**



**Notes (Cont'd):-**

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.

**General Meeting Record of Depositors**

12. Only a depositor whose name appears on the Record of Depositors of the Company as at **29 December 2023** shall be entitled to attend this 3<sup>rd</sup> 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 2023**  
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 17 January 2024 until the conclusion of the next AGM of the Company to be held in 2025**  
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 17 January 2024 until the next AGM to be held in 2025. 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, 3 and 4 – 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.

Clause 156 of the Company's Constitution states that the Board can appoint a person as an additional director or as a replacement for another director. A director appointed in this way automatically retires at the next AGM after their appointment in accordance with Clause 165 unless elected or re-elected at that AGM.

Dato' Ng Chai Eng and Ms. Tan Chye Suan retire in accordance with Clause 165.1 and Dato' Dr. Teh Keng Hwang retires in accordance with Clause 156 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 3<sup>rd</sup> 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) Ms. Tan Chye Suan is an Independent Non-Executive Director of the Company. She has fulfilled the requirements on independence as set out in the ACE LR. No circumstances have arisen in the past year to impair the independent judgement of Ms. Tan on matters brought for Board discussion and she 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.



**Notes (Cont'd):-**

**16. Ordinary Resolution 5 – 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 Rule 15.21 of the ACE LR. 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.

**Special Business**

**17. Ordinary Resolution 6 - Authority pursuant to Sections 75 and 76 of the Companies Act, 2016 for the Directors to allot and issue shares**

The proposed Ordinary Resolution 6, 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.

By voting in favour, the shareholders of the Company will waive their statutory pre-emptive right and thus will allow the Directors to issue new shares to any person under the General Mandate without having to offer the new shares to be issued equally to all existing shareholders of the Company prior to issuance.

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 3<sup>rd</sup> AGM**

18. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of 3<sup>rd</sup> AGM will be put to vote by poll.