

UMEDIC GROUP BERHAD
Registration No. 202101015347 (1415647-D)
(Incorporated in Malaysia)

MINUTES OF FIFTH ANNUAL GENERAL MEETING

MINUTES OF THE FIFTH ANNUAL GENERAL MEETING (“5TH AGM” OR “MEETING”) OF UMEDIC GROUP BERHAD (“UMC” OR THE “COMPANY”) HELD AT SRI MAS BALLROOM, LEVEL 4, BAYVIEW HOTEL GEORGETOWN PENANG, 25-A FARQUHAR STREET, 10200 GEORGE TOWN, PULAU PINANG ON TUESDAY, 13 JANUARY 2026 AT 10.30 A.M.

PRESENT

Board of Directors

Dato’ Seri Ng Chai Eng	Non-Independent Non-Executive Chairman
Mr. Lim Taw Seong	Executive Director /Chief Executive Officer
Dr. Pakirisamy Baskaran A/L P Thangavelu	Independent Non-Executive Director
Ms. Tan Chye Suan	Independent Non-Executive Director
Mr. Lee Yee Wooi	Independent Non-Executive Director
Dato’ Dr. Teh Keng Hwang	Independent Non-Executive Director
Ng Sze Hui	Alternate Director to Dato’ Seri Ng Chai Eng

In Attendance

Ms Ooi Yoong Yoong	Company Secretary
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By Invitation

Ms. Ng Hui Hooi	Financial Controller
Mr. Goh Chee Beng and Ms. Loh Chin Ling representing BDO PLT	External Auditors

Encik Mohamed Sophiee Ahmad Nawawi, Encik Muhammad Farhan representing Boardroom Share Registrars Sdn. Bhd.	Poll Administrator
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Ms Chin Lee Phing	Scrutineer
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**Shareholders/Proxies/Corporate
Representatives/Management Team/
Guests**

As per attendance list

CHAIRMAN OF THE MEETING

Dato’ Seri Ng Chai Eng (“Dato Seri Chairman”) chaired the Meeting and extended a warm welcome to all present at the 5th AGM.

QUORUM

There being a quorum, the 5th AGM was duly convened.

NOTICE OF MEETING

The notice convening the Meeting was tabled and taken as read.

PRELIMINARY

- (a) Dato’ Seri Chairman introduced each and every member of the Board of Director (“Board”), as well as Ms Ooi Yoong Yoong, the Company Secretary who were in attendance.

- (b) Dato' Seri Chairman indicated that any visual or audio recording of the Meeting was strictly prohibited.
- (c) Dato' Seri Chairman informed that there were 5 Ordinary Resolutions to be tabled for approval by the shareholders. He also informed that voting of the 5th AGM would be conducted on a poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. For this purpose, Dato' Seri Chairman exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Clause 121 of the Company's Constitution in respect of all resolutions which would be put to vote at the Meeting.
- (d) Dato' Seri Chairman further informed that the Company had appointed Messrs. Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the polling process and Ms. Chin Lee Phing as Independent Scrutineer to verify the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all items on the Meeting agenda.
- (e) Dato' Seri Chairman briefed the members, corporate representatives and proxies present of their right to speak and vote on the resolutions set out in the Notice of the 5th AGM dated 28 November 2025.

PRESENTATIONS BY COMPANY

Ms. Ng Sze Hui made a presentation covering the Company's business overview, key highlights for the financial year ("FY") 2025, financial performance, and future plans.

Key highlights presented by Ms. Ng were as follows:

Business Overview

- (a) Background of the Group

The Group was established in 2002 and has accumulated more than 20 years of experience in the healthcare industry. UMC is an investment holding company, and through its subsidiaries, is involved in the manufacturing, marketing, and distribution of various medical devices and consumables, as well as the provision of after-sales services for its products.

- (b) Core Values of UMC

The core values of Unity, Motivation, and Commitment remain the driving force behind the Group's journey.

- (c) Mission Statement

The mission is to be the trusted and preferred partner for all stakeholders. The vision is to provide an integrated healthcare supply chain supported by advanced healthcare technology. The purpose is to deliver excellence in healthcare.

- (d) Business Segments

The Group operates in three core business segments:

Manufacturing - Through UWHM Sdn Bhd and Akiteck (Malaysia) Sdn Bhd, focusing on respiratory related products, mounting solutions as well as emergency and medication carts.

Marketing & Distribution - Managed by UMedic Healthcare Sdn Bhd, Ateria Medika Sdn Bhd and Patho Solutions (M) Sdn Bhd, covering critical care equipment, interventional cardiology and radiology products, together with laboratory equipment and consumables in the areas of cytology and immunology.

Provision of Medical Services - Via Evo Medik Sdn Bhd and Rescue Medic Sdn Bhd, encompassing emergency care solutions (including ambulance services and training) and rehabilitation and care centres supporting post-discharge recovery.

(e) Domestic presence and reach

The head office and factory complex, comprising a double-storey office building annexed to two single-storey factory buildings, is located in Batu Kawan, Penang. The facilities occupy a land area of approximately 126,852.68 square feet, with a total built-up area of 69,832.66 square feet.

The Group also maintains marketing and distribution offices, supported by in-house sales representatives stationed in major cities across Malaysia.

(f) Global Footprint

The Group maintains a market presence in more than 35 countries across Asia, Europe, America, the Middle East, Oceania, and Africa.

Key highlights and Updates

Ms. Ng reported the following operational enhancements and developments:

(a) Large-scale expansion

Manufacturing capacity at the Batu Kawan Industrial Park has been doubled to 50,000 square feet.

(b) New state-of-the-art facility

- Installation of an ISO 5 cleanroom
- Investment in advanced blow-fill-seal technology
- Deployment of a fully automated assembly machine.

These upgrades collectively improve lead time, product quality and output, while reducing overall production costs.

(c) Relocation of warehouse

The Group has relocated and upgraded its warehouse to increase storage capacity, streamline logistics, and enhance production efficiency across a broader product range. The improved system also supports faster order fulfilment.

(d) Incorporation of new subsidiary

Rescue Medic Sdn Bhd was incorporated on 11 March 2025, an 85%-owned subsidiary, to provide corporate emergency response services, safety solutions, and specialised emergency vehicle fleets.

(e) Establishment of UMC Healthcare Centre

The UMC Healthcare Centre was established to offer a wide range of services with a primary focus on rehabilitation. It enhances the patient experience through a holistic lifestyle-and-wellness approach, supporting faster recovery following discharge from the hospital.

Financial highlights

Ms. Ng presented the financial overview, including a five-year comparative analysis and segmental performance. The Group recorded total revenue of RM48.6 million in FY 2025, compared to RM54.6 million in FY 2024. Gross profit remained stable at RM22.4 million, with an improved margin of 46.05% versus 41.54% previously. Profit before tax ("PBT") and profit after tax ("PAT") stood at RM10.9 million and RM8.3 million respectively, reflecting a moderation from FY 2024 in line with overall market conditions.

The softer performance was mainly due to reduced contributions from the marketing and distribution segment, as well as the manufacturing segment, driven by softer demand for medical devices and consumables from both public and private hospitals, as well as healthcare service providers.

Despite the softer revenue environment, Ms. Ng highlighted that the Group continues to demonstrate resilience, supported by healthy margins and sustained profitability.

Malaysia remained the Group's principal market with RM32.98 million in revenue. Overseas markets collectively showed mixed performance, with some regions recording growth and others experiencing a decline, but overall continued to demonstrate encouraging traction. She also confirmed that the balance sheet remained healthy and that all IPO proceeds had been fully utilised as planned.

Future Plans

Ms. Ng concluded by outlining the Group's future plans, anchored on three pillars: manufacturing, distribution, and services.

In manufacturing, the Group is expanding into new markets, enhancing production processes, and increasing capacity through upgraded cleanroom facilities and the implementation of Water for Injection systems. She also highlighted the introduction of new digital innovations, including the patented HUMISEN sensor.

In distribution, UMC is progressing towards more exclusive partnerships for advanced and AI-driven medical technologies.

In services, the Group continues to strengthen collaborations with hospital groups to close the gaps in "Hospital-to-Home" recovery, relieve bed-blocking issues at hospitals, and provide specialised care in the medical rehabilitation and elderly care markets.

Dato' Seri Chairman thanked Ms. Ng for the presentation.

1.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 JULY 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

- 1.1 Dato' Seri Chairman tabled the Audited Financial Statements for the financial year ended 31 July 2025 together with the Reports of the Directors and Auditors thereon to the members.

- 1.2 There were no questions raised on this agenda.

- 1.3 Dato' Seri Chairman declared that the Audited Financial Statements for the financial year ended 31 July 2025 together with the Reports of the Directors and Auditors thereon were received and duly tabled at the 5th AGM.

2.0 ORDINARY RESOLUTION NO. 1

APPROVAL OF 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 14 JANUARY 2026 UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2027

- 2.1 Dato' Seri Chairman informed that the next agenda in the notice of the 5th AGM was 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 14 January 2026 until the conclusion of the next annual general meeting of the Company to be held in 2027.

- 2.2 Dato' Seri Chairman advised the Non-Executive Directors who are also the shareholders of the Company to abstain from voting on the resolution concerning their fees and benefit.

- 2.3 There were no questions raised on this agenda.

3.0 ORDINARY RESOLUTIONS NO. 2 AND NO. 3

RE-ELECTION OF DIRECTORS OF THE COMPANY PURSUANT TO CLAUSE 165.1 OF THE COMPANY'S CONSTITUTION

- 3.1 Dato' Seri Chairman informed the meeting that the Directors who retired by rotation pursuant to Clause 165.1 of the Company's Constitution offered themselves for re-election as Directors of the Company were as follows: -

- a) Dr. Pakirisamy Baskaran A/L P Thangavelu under Ordinary Resolution 2; and
- b) Ms. Tan Chye Suan under Ordinary Resolution 3.

- 3.2 He then informed that the profiles of the said Directors were provided in page 27 and 28 of the 2025 Annual Report.

- 3.3 There were no questions raised on this agenda.

4.0 ORDINARY RESOLUTION NO. 4

RE-APPOINTMENT OF MESSRS. BDO PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

- 4.1 Dato' Seri Chairman informed that Ordinary Resolution 4 was to re-appoint Messrs. BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

- 4.2 There were no questions raised on this agenda.

5.0 ORDINARY RESOLUTION NO. 5

AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ISSUE SHARES

- 5.1 Dato' Seri Chairman moved on to the special business on the morning's agenda. He informed that Ordinary Resolution 5 was to obtain shareholders' mandate for the Directors to issue shares in the Company up to a maximum of 10% of the total number of issued shares of the Company.
- 5.2 The rationale for obtaining this mandate was to provide certain amount of flexibility to the Board, when need arises, to issue additional shares subject to the approval of authorities being obtained.
- 5.3 There were no questions raised on this agenda.

6.0 ANY OTHER BUSINESS

- 6.1 Dato' Seri Chairman informed that the Company Secretary had confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

7.0 POLLING PROCESS

- 7.1 Dato' Seri Chairman invited the poll administrator to explain the procedures for the conduct of poll at the Meeting.
- 7.2 Encik Muhammad Farhan briefed the Meeting that voting slips for the 5th AGM were pre-printed with name, identity card number/ company number, and number of shares held. The shareholders were requested to indicate their votes by marking an "X" in the appropriate box for all the Resolutions, and sign on the voting slip for the 5th AGM which was given upon registration. All the voting slips should be placed in the ballot box. The poll vote count would commence after the adjournment of the Meeting and the results of the poll would be verified by the Scrutineer, Ms. Chin Lee Phing.
- 7.3 Dato' Seri Chairman then declared that the Meeting be adjourned for 20 minutes for the poll vote count and would resume later for the declaration of poll results in respect of all the Resolutions.
- 7.4 The Meeting had no objection to the adjournment.

8.0 ANNOUNCEMENT OF POLL RESULTS

- 8.1 Dato' Seri Chairman reconvened the Meeting at 11.40 a.m. He informed that he had received the poll results from the Scrutineer and the same was shown on the screen for Members' information. The results announced were as follows:

Ordinary	For			Against		
	No. of Voters	Number of Shares	%	No. of Voters	Number of Shares	%
Resolution 1	26	160,152,736	100.000	0	0	0.0000
Resolution 2	30	252,006,155	100.000	0	0	0.0000
Resolution 3	30	252,006,155	100.000	0	0	0.0000
Resolution 4	30	251,978,156	99.9889	1	28,000	0.0111
Resolution 5	28	251,978,055	99.9888	3	28,101	0.0112

- 8.2 Dato' Seri Chairman then declared that Ordinary Resolutions 1 to 5 were carried and duly passed as follows: -
- a) Ordinary Resolution 1

“That 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 14 January 2026 until the conclusion of the next annual general meeting of the Company to be held in 2027 be approved.”

b) Ordinary Resolution 2

“That Dr. Pakirisamy Baskaran A/L P Thangavelu who retired in accordance with the Clause 165.1 of the Company’s Constitution, be re-elected as Director of the Company.”

c) Ordinary Resolution 3

“That Ms. Tan Chye Suan who retired in accordance with the Clause 165.1 of the Company’s Constitution, be re-elected as Director of the Company.”

d) Ordinary Resolution 4

“That the re-appointment of Messrs. BDO PLT as Auditor of the Company and authorization to the Directors to fix their remuneration be approved.”

e) Ordinary Resolution 5

“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.”

9.0 CONCLUSION

- 9.1 There being no other business to be transacted, Dato’ Seri Chairman thanked the members present for their support and attendance; and he declared the Meeting closed at 11.45 a.m.

READ AND CONFIRMED BY,



CHAIRMAN