UMS-NEIKEN GROUP BERHAD
Registration No. 200401011970 (650473-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting ("AGM") of the Company will be held at Pavilion Hall, Tasik Puteri Golf & Country Club, Bandar Tasik Puteri, 48000 Rawang, Selangor Darul Ehsan on Tuesday, 26 May 2026 at 10.00 a.m. for the following purposes:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and the Auditors thereon. ***(Please refer to Explanatory Note A)***
2. To re-elect the following Directors, who retire by rotation in accordance with Clause 97 of the Constitution of the Company and, being eligible, offers themselves for re-election:
   (a) Mr. Cheng Wong ***Ordinary Resolution 1***
   (b) Ms. Cheng Siow Chun ***Ordinary Resolution 2***
3. To approve the payment of Directors' Fees of RM108,500 for the financial year ending 31 December 2026. ***Ordinary Resolution 3***
4. To approve the payment of Directors' Remuneration (excluding Directors' Fees) payable to the Directors of the Company and its subsidiaries amounting to RM15,000 for the financial period from 27 May 2026 until the next AGM. ***Ordinary Resolution 4***
5. To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to determine their remuneration. ***Ordinary Resolution 5***

Special Business

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without modification:-

6. **AUTHORITY TO ISSUE SHARES** ***Ordinary Resolution 6***

"THAT subject to the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and/or the approvals from any other governmental/ regulatory authorities, where such approval is necessary and pursuant to Section 75 of the Act, authority be hereby given for the Directors to issue and allot not more than ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deemed fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company pursuant to Section 76 of the Act AND THAT the Directors be hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof."

7. **PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")** ***Ordinary Resolution 7***

"THAT subject to the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and/or the approval from any other governmental/ regulatory authorities, approval be hereby given for the Company and/or its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 1.3 of Part A of the Circular to Shareholders dated 21 April 2026, provided that such transactions and/or arrangements are:-

(i) necessary for the day-to-day operations of the Company;

(ii) carried out on arm's length basis, in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to the public; and

(iii) not to the detriment of the minority shareholders.

THAT the authority shall commence upon passing of this ordinary resolution and shall continue to be in force until: -

(a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM;

(b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier.

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts, deeds and things as they may consider expedient or necessary to give effect to the Proposed Renewal of Existing Shareholders' Mandate, with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed or permitted by the relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver, for and on behalf of the Company, all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise, complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

8. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")** ***Ordinary Resolution 8***

"THAT subject to the Companies Act, 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and/or the approvals from any other governmental/ regulatory authorities, where such approval is required, authority be hereby given for the Company, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:-

(i) the aggregate number of shares purchased or held as treasury shares does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on the Bursa Securities at the point of purchase;

(ii) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall be backed by an equivalent amount of retained profits; and

(iii) the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or transfer the shares under employee share scheme or as purchase consideration.

THAT the authority shall commence upon passing of this ordinary resolution and shall continue to be in force until: -

(a) the conclusion of the next Annual General Meeting ("AGM") at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or

(b) the expiration of the period within which the next AGM after that date is required by law to be held; or

(c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be hereby authorised to take all such steps which are necessary or expedient to implement or to effect the purchase(s) of the shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto."

9. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, MS. CHENG SIOW CHUN** ***Ordinary Resolution 9***

"THAT approval be and is hereby given to Ms. Cheng Siow Chun to be retained as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

10. To transact any other business of which due notice shall be given in accordance with the Companies Act, 2016 and the Constitution of the Company.

By Order of the Board
KHOO MING SIANG
(MAICSA 7034037 & SSM PC NO. 202208000150)
Company Secretary

Selangor Darul Ehsan
21 April 2026

Notes:

(A) The Audited Financial Statements for the financial year ended 31 December 2025 ("AFS") are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 ("Act") for discussion only under Agenda 1. The AFS does not require shareholders' approval and thus, it would not be put for voting.

(1) A member of the Company entitled to attend and vote at the general meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.

(2) Where a member appoints more than one (1) proxy, he/she shall specify the proportions of his/her shareholdings to be represented by each proxy. Failing which, the appointment shall be invalid.

(3) Where a member of the Company is an exempt authorised nominee 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.

(4) If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.

(5) The instrument appointing a proxy and the power of attorney or other authority (if any) may be made in physical form or electronic form. In the case of an appointment is made in physical form, the proxy form must be deposited with the Company's Share Registrar at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. In the case of an appointment made in electronic form, the proxy form must be deposited via SRMY Vistra Portal at https://srmy.vistra.com. All proxy forms submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the general meeting or adjourned general meeting at which the person named in the appointment proposes to vote.

(6) If the appointer is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.

(7) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all proposed resolutions set out in the Notice of Twenty-Second Annual General Meeting ("22nd AGM") will be put to vote on a poll.

(8) For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors ("ROD") as at 19 May 2026 and only a Depositor whose name appears on such ROD shall be entitled to attend this meeting or appoint proxy to attend and/or vote in his/her behalf.

(9) Explanatory Notes on the Ordinary and/or Special Business:

(i) Ordinary Resolutions 1 & 2

Clause 97 of the Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an Annual General Meeting of the Company provided always that each director shall retire at least once in every three (3) years but shall be eligible for re-election.

The Nomination Committee ("NC") has taken into account the Board Evaluation Assessment including the results of Self and Peer Assessment of Mr. Cheng Wong and Ms. Cheng Siow Chun and concurred that they met the Board's expectation in terms of experience, expertise, integrity, competency, commitment and contribution by continuously performing their duties diligently as Directors of the Company.

The profile of Mr. Cheng Wong and Ms. Cheng Siow Chun are set out on page 59 and 61 of the Annual Report 2025.

(ii) Ordinary Resolutions 3 & 4

Section 230(1) of the Act provides that, amongst others, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board of Directors of the Company would like to seek for shareholders' approval on the payments which shall be payable to the Directors, at the 22nd AGM under two (2) separate resolutions as listed below: -

- *Ordinary Resolution 3 – Payment of Directors' Fees amounting to RM108,500 for the financial year ending 31 December 2026; and*
- *Ordinary Resolution 4 – Payment of Directors' Remuneration (excluding Directors' Fees) payable to the Directors of the Company and its subsidiaries amounting to RM15,000 for the financial period from 27 May 2026 until the next Annual General Meeting ("AGM").*

The Directors' Remuneration (excluding Directors' Fees) comprises the allowances and other emoluments payable to the Directors of the Company and its subsidiaries are as follows: -

	Executive Directors (RM'000)	Independent Non-Executive Directors (RM'000)	Total (RM'000)
Allowance	-	15	15
Benefits-in-kind	-	-	-
Other Emoluments	-	-	-
Total	**-**	**15**	**15**

(iii) Ordinary Resolution 5

Re-appointment of Auditors

Messrs. Crowe Malaysia PLT, the auditors of the Company, have expressed their willingness to continue in office as auditors of the Company for the financial year ending 31 December 2026. The Board has approved the Audit and Risk Management Committee's recommendation that the auditors be retained after taking into account the relevant feedback on their experience, performance and independence following a formal assessment.

(iv) Ordinary Resolution 6

Authority to Issue Shares

The proposed Ordinary Resolution 6, if approved, would give flexibility to the Directors of the Company to issue shares up to a maximum of ten percent (10%) of the total number of the issued shares of the Company at the time of such issuance of shares and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

This proposed resolution is to renew the mandate obtained from the shareholders at the last AGM ("Previous Mandate"). The Previous Mandate was not utilised and no proceeds were raised. The purpose of this general mandate sought would provide flexibility to the Company for any possible fund raising activities but not limited for futher placement of shares for purpose of funding current and/or future investment projects, working capital, debt settlement/debt repayment, repayment of borrowings and/or acquisitions.

(v) Ordinary Resolution 7

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature ("Proposed Renewal of Existing Shareholders' Mandate")

The proposed Ordinary Resolution 7, if passed, would provide a renewed mandate for the Company and its subsidiaries to enter into any of the recurrent related party transactions which are of a revenue or trading nature and necessary for the Company's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders of the Company.

Please refer to the Circular to Shareholders dated 21 April 2026 dispatched together with the Annual Report 2025 for further information.

(vi) Ordinary Resolution 8

Proposed Renewal of Share Buy-Back Authority for the Company to Purchase Its Own Shares ("Proposed Renewal of Share Buy-Back Authority")

The proposed Ordinary Resolution 8, if passed, would empower the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company. This authority unless revoked or varied by the Company at a general meeting would expire at the next AGM.

Please refer to the Statement to Shareholders dated 21 April 2026 dispatched together with the Annual Report 2025 for further information.

(vii) Ordinary Resolution 9

Proposed Retention of Independent Non-Executive Director, Ms. Cheng Siow Chun

Ordinary Resolution 9, if passed, will allow Ms. Cheng Siow Chun to continue in office as an Independent Non-Executive Director of the Company.

The NC, save for Ms Cheng Siow Chun who has abstained from deliberation and voting, has taken into account the Board Evaluation Assessment including the results of Self and Peer Assessment of Ms. Cheng Siow Chun, and concurred that she met the Board's expectations in terms of experience, expertise, integrity, competency, commitment and individual contributions by continuously performing her duties diligently as Director of the Company.

Ms. Cheng Siow Chun was appointed as a Non-Independent Non-Executive Director on 17 September 2008 and was re-designated as an Independent Non-Executive Director on 1 June 2016. The Board has via the NC, save for Ms Cheng Siow Chun who has abstained from deliberation and voting, conducted a performance evaluation and assessment on Ms. Cheng Siow Chun, who completed her ninth year of tenure on 1 June 2025. The Board and NC (save for Ms. Cheng Siow Chun) recommended her to continue to act as Independent Director of the Company based on the following justifications:-

i) she has met the independence guidelines set out in the MMLR,

ii) she continues to be independent as she has no circumstances and relationships that create threats to her independence,

iii) she has actively participated in the board meetings and possesses the appropriate competencies to exercise professional and independent judgment, and

iv) she has contributed sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out her fiduciary duties in the interest of the Company during her tenure as an Independent Non-Executive Director.

Pursuant to the Malaysian Code on Corporate Governance 2021, the Company will use two-tier voting process in seeking annual shareholders' approval to retain Ms. Cheng Siow Chun to serve the Company as an Independent Non-Executive Director beyond nine (9) years.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.