

UCHI TECHNOLOGIES BERHAD

(Company No. 457890-A)

(Incorporated in Malaysia)

Summary of Proceedings of the Eighteenth Annual General Meeting held at the Laurel II, Level 1, Evergreen Laurel Hotel, 53 Persiaran Gurney, 10250 Penang on Wednesday, 18 May 2016 at 3.00 p.m.

- Present** : Mr. Charlie Ong Chye Lee
Chairman cum Senior Independent Non-Executive Director
- Mr. Kao, De-Tsan also known as Ted Kao
Managing Director
- Mr. Kao, Te-Pei also known as Edward Kao
Executive Director
- Mr. Chia Tong Saik
Independent Non-Executive Director and also Chairman of
Audit Committee
- Dr. Heinrich Komesker
Independent Non-Executive Director
- Mr. Huang, Yen-Chang also known as Stanley Huang
(Alternate Director to Kao, De-Tsan also known as Ted Kao)
Non-Independent Executive Director
- Ms. Ow Chooi Khim
(Alternate Director to Kao, Te-Pei also known as Edward Kao)
Non-Independent Executive Director
- Shareholders and Proxies
(As per attendance list)
- Chairman of
The Meeting** : Mr. Charlie Ong Chye Lee
- In Attendance** : Ms. Chew Siew Cheng
Company Secretary
- In Invitation** : Ms. Lee Cheng Heoh
(Engagement Partner of Company's Auditors, Messrs Deloitte)

QUORUM

The Meeting commenced at 3.00 p.m. with the requisite quorum being present.

NOTICE OF MEETING

The Notice convening the Meeting was taken as read.

CHAIRMAN'S ADDRESS

The Chairman of the Meeting, Mr. Charlie Ong Chye Lee thanked the members for their attendance at the Company's Eighteenth Annual General Meeting followed by an introduction of the Board of Directors and the Company Secretary to the members.

The Chairman informed the floor that there were seven ordinary resolutions and one special resolution to be tabled for considerations and approval from the shareholders. The Chairman explained that voting would be by a show of hands of every member present unless a poll was duly demanded and a member should include his representative or proxy duly appointed.

The Chairman briefed the floor that the notice of the meeting was enclosed in page 2 to 3 of the Annual Report. It was unanimously agreed that the notice of the meeting be taken as read.

ORDINARY BUSINESS

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Chairman informed that a letter dated 12 May 2016 from the Minority Shareholder Watchdog Group (MSWG) was received by the Company and he then invited the Company Secretary to read out the letter.

The Company Secretary proceeded to read out the questions from MSWG together with the Company's reply (refer ["Eighteenth Annual General Meeting and Extraordinary General Meeting Held on May 18, 2016"](#) disclosed in Investors Communication).

The Audited Financial Statements ("AFS") for the year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon, copies of which have been circulated, were tabled before the Meeting.

The Chairman highlighted to all present that the receipt of the Audited Financial Statements was meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 did not require a formal approval of the shareholders and hence, no resolution was put forward for voting.

The Chairman thereupon invited questions from the floor.

In reply to a shareholder, Dato' Mustafa Ali R Jumabhoy's question on the proceeds from the disposal of property, plant and equipment, Ms Ow Chooi Khim ("Ms Ow") replied that the machinery bought by a subsidiary earlier was returned to the supplier/vendor as its performance was not up to expectation. There was a gain in the disposal due to the conversion in the exchange rate.

Dato' Mustafa Ali R Jumabhoy further queried on the net loss of RM9.5 million arising from financial liabilities as stated in Note 7 of page 65 of the Annual Report. Ms Ow explained that the realised and unrealised loss arising on forward contract was accounted in accordance with the Approved Accounting Standards. The unrealised loss of RM4.955 million was derived from the stronger USD as of 31 December 2015 at RM4.2920/USD1.00 as compared to the average contracted rate of RM3.9376/USD1.00 for forward contract outstanding as detailed under Note 31(d) of the Annual Report.

Mr Amit Khindriya A/L Puran Chand, a proxy for HLIB Nominees (Tempatan) Sdn. Bhd. asked whether the Company plans to engage any analyst community as he noticed that for the past six to nine months, there was no coverage on the Group's performance. Mr Edward Kao replied that other than CIMB Bank Berhad and Affin Bank Berhad, they had not received any request for a company visit. Mr Edward further informed that they had received request from Affin Bank Berhad to visit the Company for status update on new products and development.

Mr Amit Khindriya A/L Puran Chand also asked on the progress of the Pioneer Status which would be expiring in year 2017. Mr Ted Kao replied that the Company will work on new application.

There being no further questions from the floor, it was declared that the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon be received.

ORDINARY RESOLUTION 1

TO DECLARE A FINAL TAX EXEMPT DIVIDEND OF 6 SEN PER SHARE ON EVERY SHARE OF RM0.20 EACH FOR THE YEAR ENDED 31 DECEMBER 2015

On the proposal of En Zulkifli Bin Hussain and seconded by Mr Toh Hock Chooi, the following motion was put to vote and it was RESOLVED:-

"THAT a final tax exempt dividend of 6 sen per share on every share of RM0.20 each for the year ended 31 December 2015 be declared to all the shareholders registered in the Company's Record of Depositors as at 30 June 2016, and that the said dividend be payable on 22 July 2016."

ORDINARY RESOLUTION 2

TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF RM368,800.00 FOR THE YEAR ENDING 31 DECEMBER 2016

On the proposal of En Zulkifli Bin Hussain and seconded by Dato' Mustafa Ali R Jumabhoy, the following motion was put to vote and it was RESOLVED:-

"THAT the payment of Directors' Fees of Ringgit Malaysia Three Hundred Sixty Eight Thousand and Eight Hundred only (RM368,800.00) to the Directors of the Company for the year ending 31 December 2016 be approved."

ORDINARY RESOLUTION 3

TO RE-ELECT MR. KAO, TE-PEI ALSO KNOWN AS EDWARD KAO RETIRING UNDER THE PROVISION OF ARTICLE 131 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Members were informed that Mr. Kao, Te-Pei also known as Edward Kao who retired as a Director of the Company pursuant to Article 131 of the Articles of Association of the Company and being eligible, had offered himself for re-election.

On the proposal of Dato' Mustafa Ali R Jumabhoy and seconded by Mr Amit Khindriya A/L Puran Chand, a proxy for HLIB Nominees (Tempatan) Sdn. Bhd., the following motion was put to vote and it was RESOLVED:-

“THAT Mr. Kao, Te-Pei also known as Edward Kao be re-elected as a Director of the Company.”

ORDINARY RESOLUTION 4

TO RE-APPOINT MR. CHARLIE ONG CHYE LEE RETIRING UNDER THE PROVISION OF SECTION 129(6) OF THE COMPANIES ACT, 1965

As the next motion was on the re-appointment of Mr. Charlie Ong, the chair was passed to Mr Chia Tong Saik to continue with meeting.

Members were informed that Mr. Charlie Ong Chye Lee who retired as a Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 and being eligible, had offered himself for re-appointment.

On the proposal of Dato' Mustafa Ali R Jumabhoy and seconded by En Zulkifli Bin Hussain, the following motion was put to vote and it was RESOLVED:-

“THAT Mr. Charlie Ong Chye Lee be re-appointed as a Director of the Company.”

ORDINARY RESOLUTION 5

TO RE-APPOINT MESSRS. DELOITTE AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION

Mr Chia Tong Saik then passed the chair over to Mr Charlie Ong to continue with the remaining agendas.

On the proposal of En Zulkifli Bin Hussain and seconded by Mr Toh Hock Chooi, the following motion was put to vote and it was RESOLVED:-

“THAT Messrs. Deloitte be re-appointed as the Auditors of the Company and mandate be given to the Board of Directors to fix their remuneration.”

ORDINARY RESOLUTION 6

SPECIAL BUSINESS – CONTINUING IN OFFICE AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

On the proposal of En Zulkifli Bin Hussain and seconded by Mr Toh Hock Chooi, the following motion was put to vote and it was RESOLVED:-

“THAT authority be and is hereby given to Dr. Heinrich Komesker who has served as an Independent Non-Executive Director of the for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting.”

ORDINARY RESOLUTION 7

SPECIAL BUSINESS – PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

On the proposal of En Zulkifli Bin Hussain and seconded by Dato’ Mustafa Ali R Jumabhoy, the following motion was put to vote and it was RESOLVED:-

“THAT subject to the provisions under the Companies Act, 1965 (the “Act”), the Companies Regulations 1966, the Memorandum and Articles of Association of the Company, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and the approvals of all relevant authorities (if any), the Company be hereby authorised to purchase such number of ordinary shares of RM0.20 each in the Company (“Uchi Shares”) 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 interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as at the point of purchase (“Proposed Renewal of Share Buy-Back Authority”).

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company’s aggregate retained profits and/or share premium account.

THAT authority be hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any Uchi Shares so purchased by the Company in the following manner:-

- (i) the Uchi Shares so purchased could be cancelled; or
- (ii) the Uchi Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be cancelled subsequently; or
- (iii) combination of (i) and (ii) above;

That the authority conferred by this resolution would be effective immediately from the passing of this ordinary resolution until:-

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
- (ii) the passing of the date on which the next annual general meeting of the Company is required by law to be held; or
- (iii) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting;

whichever occurs first.

And THAT the Directors of the Company be authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On the proposal of En Zulkifli Bin Hussain and seconded by Mr Toh Hock Chooi, the following motion was put to vote and it was RESOLVED:-

“THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix I in the Annual Report 2015 be hereby approved.”

CLOSURE OF MEETING

There being no other business to discuss, the Meeting ended at 3.35 p.m. with a vote of thanks to the Chairman.