UOA DEVELOPMENT BHD ("UOA DEV" or "the Company")
SHAREHOLDERS' AGREEMENT BETWEEN FEDERAYA DEVELOPMENT SDN. BHD., REGENTA
DEVELOPMENT SDN. BHD., NK BIOCELL HEALTHCARE SDN. BHD., AND LAN LEONG CHUNG
IN RELATION TO THE SUBSCRIPTION OF SHARES IN UMK NK SDN. BHD.

1. INTRODUCTION

The Company wishes to announce that the Company, via its wholly owned subsidiaries, Federaya Development Sdn. Bhd. (Registration No. 200801030619 (831950-A)) ("Federaya") and Regenta Development Sdn. Bhd. (Registration No. 201301000695 (1030532-H)) ("Regenta") had on 12 August 2022 entered into a shareholders' agreement ("Shareholders' Agreement") with NK Biocell Healthcare Sdn. Bhd. (Registration No. 202101023112 (1423412-A)) ("NK Biocell") and Mr. Lan Leong Chung ("Dr. Lan"), to carry out business together by establishing and operating three types of healthcare and wellness facilities/centres/clinics ("hereinafter collectively referred to as "Business") via holding company, UMH NK Sdn. Bhd. (Registration No. 202101042224 (1442524-V)) ("UMH NK").

2. INFORMATION ON THE PARTIES TO THE SHAREHOLDERS' AGREMENT

- 2.1 Federaya and Regenta are wholly owned subsidiaries of UOA Development Bhd.
- 2.2 NK Biocell is a private limited company incorporated in Malaysia and having its registered address at 919, Block A, Kelana Centre Point, No. 3, Jalan SS7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor. It has an issued and paid-up capital of RM10,000.00 represented by 10,000 ordinary shares. Its business activities are activities of holding companies, wholesale of pharmaceutical and medical goods and research and development on medical sciences.
- 2.3 UMH NK is a dormant company incorporated in Malaysia and having its registered address at No. 9, Jalan Indah 16, Taman Cheras Indah, 56100 Kuala Lumpur. Prior to the execution of the Shareholders' Agreement, its issued and paid-up capital is RM1.00 represented by 1 share held by Federaya.

3. SALIENT TERMS OF THE SHAREHOLDERS' AGREEMENT

3.1 Purpose of the Shareholders' Agreement

The purpose of the Shareholders' Agreement is to facilitate the obligations of the respective parties in respect of the activities of UMH NK and the Business, and to regulate the rights of the shareholders of UMH NK ("Shareholders").

3.2 Share Capital

Pursuant to the Shareholders' Agreement, the Shareholders would hold the following shares in UMH NK:

Name of Shareholder	Number of Shares	Shareholding Proportion
Federaya	5,900	59%
Regenta	100	1%
NK Biocell	3,900	39%
Dr. Lan	100	1%
TOTAL:	10,000	100%

Accordingly, UMH NK would be a 60% owned subsidiary of UOA Development Bhd.

3. PERCENTAGE RATIO

The percentage ratio of the subscription of shares is negligible.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

None of the Directors and Substantial Shareholders of UOA DEV or persons connected to them has any interest, direct or indirect, in the Shareholders' Agreement.

5. DIRECTORS' STATEMENT

The Board of UOA DEV having considered the purpose of the Shareholders' Agreement is of the opinion that the Shareholders' Agreement is in the best interest of the Company.

6. DOCUMENTS AVAILABLE FOR INSPECTION

The Shareholders' Agreement will be available for inspection by shareholders of UOA DEV at the principal place of business of UOA at Wisma UOA Bangsar South, Tower 1, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur during business hours from Monday to Friday (save for public holidays) for a period of three (3) months from the date of this announcement.

This announcement is dated 12 August 2022.