

**NOTICE IS HEREBY GIVEN THAT** the Tenth Annual General Meeting of the Company will be held at **Kelab Golf Sultan Abdul Aziz Shah, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6 40100 Shah Alam, Selangor Darul Ehsan** on Wednesday, 7 June 2017 at 9.00 a.m. to transact the following businesses:-

**AGENDA**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of Directors and Auditors thereon. *(Please refer Note 1)*
2. To approve the payment of Directors' fees of RM387,452 in respect of the financial year ended 31 December 2016. **Ordinary Resolution 1**
3. To approve the payment of Directors' fees and benefits of up to RM900,000.00 from 1 January 2017 until the next annual general meeting of the Company. **Ordinary Resolution 2**
4. To re-elect the following Directors who retire in accordance with the Company's Constitution:-
  - (i) Dato' Kamarul Redzuan Bin Muhamed (Article 77) **Ordinary Resolution 3**
  - (ii) Yahya Bin Razali (Article 77) **Ordinary Resolution 4**
  - (iii) Datuk Abdullah Bin Karim (Article 83) **Ordinary Resolution 5**
  - (iv) Ikhlas Bin Abdul Rahman (Article 83) **Ordinary Resolution 6**
  - (v) Ahmad Yunus Bin Abd Talib (Article 83) **Ordinary Resolution 7**
5. To appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**
6. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

**AUTHORITY TO ALLOT SHARES**

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 75 of the Companies Act 2016 to allot shares in the Company at any time until the conclusion of the next Annual General Meeting upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being."

**Ordinary Resolution 9**

7. To consider and if thought fit, to pass the following Ordinary Resolution, with or without modifications:-

**PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

"THAT Datuk Seri Syed Ali Bin Tan Sri Syed Abbas Alhabshee be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Chairman notwithstanding that he has been on the Board of the Company for a cumulative term of more than nine (9) years."

**Ordinary Resolution 10**

8. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

KANG SHEW MENG  
SEOW FEI SAN  
Secretaries  
Petaling Jaya  
15 May 2017

## Notes:-

1. The shareholders' approval on the Audited Financial Statements are not required pursuant to Section 340(1) of the Companies Act 2016 ("Act"), hence, the matter will not be put for voting.
2. Only depositors whose names appear in the Record of Depositors as at 31 May 2017 shall be regarded as members and entitled to attend, speak and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint any persons to be his proxy.
4. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
5. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies 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 of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account known as an 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. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised.
8. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8<sup>th</sup> Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the meeting or any adjournment thereof.

## Explanatory notes:-

### (i) Resolution 1 & 2

Pursuant to Section 230(1) of the Act, 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 agreed that the shareholders' approval shall be sought at the Tenth Annual General Meeting ("AGM") on the Directors' fees and benefits.

The current fees structure (including benefits) of the non-executive directors of the Company is as follows:-

- Monthly fixed fees for duties as Director/Chairman; and
- Meeting allowance for Board/Board Committees meetings attended.

The shareholders, at the 9<sup>th</sup> AGM held on 25 May 2016 has approved the annual limit of Directors' fee up to RM600,000 from the financial year commencing 1 January 2016. On 30 May 2016, Bursa Malaysia Securities Berhad via its letter to listed issuer clarified that listed issuer must obtain specific shareholder approval for any increase in directors' fees and must not rely on a mandate given by its shareholders for a maximum amount of total fees that may be paid to its directors. Due to the increase in Board size, the total amount of Directors' fee of RM387,452 for the financial year ended 31 December 2016 was higher than in 2015 of RM272,748 thus specific shareholder approval will be sought at the 10<sup>th</sup> AGM for the payment of Directors' fees in respect of the financial year ended 31 December 2016. (Note: Ordinary Resolution 1)

The Directors' fees and benefits from 1 January 2017 until the conclusion of the next AGM is estimated not to exceed RM900,000.00. The Board agreed that shareholders' approval shall be sought at the 10<sup>th</sup> AGM for payment of Directors' fees and benefits in respect of current year 2017 until the next AGM (Note : Ordinary Resolution 2). The Board will seek shareholders' approval at the next AGM in the event the amount of Directors' fees and benefits are insufficient due to an increase in Board/Board Committee Meetings and/or increase in Board size.

Details of the Directors' fees and benefits of the Non-Executive Directors for the financial year ended 31 December 2016 are disclosed in the Statement on Corporate Governance as contained in the 2016 Annual Report.

### (ii) Resolution 9

The Proposed Ordinary Resolution No. 9, if passed, will empower the Directors of the Company, from the date of the Tenth Annual General Meeting, authority to allot shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company ("**Renewed General Mandate**"). The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Renewed General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares for purpose of funding future investment project(s), working capital and/or acquisitions.

On 5 May 2017, the Company announced its proposed private placement which will be undertaken in accordance with the general mandate pursuant to Section 132D of the Companies Act, 1965 ("**Proposed Private Placement**") obtained from the shareholders in its Ninth Annual General Meeting held on 25 May 2016 ("**2016 General Mandate**")

As at the date of printing of this Notice of Tenth Annual General Meeting (i.e. 8 May 2017), no new shares in the Company were issued pursuant to the 2016 General Mandate.

### (ii) Resolution 10

The Ordinary Resolution 10 is proposed pursuant to Recommendation of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Datuk Seri Syed Ali Bin Tan Sri Syed Abbas Alhabshee to be retained and continue to act as Independent Non-Executive Director/Chairman of the Company.

The full details of the Board's justifications for the retention of Datuk Seri Syed Ali Bin Tan Sri Syed Abbas Alhabshee is set out in the Statement on Corporate Governance as contained in the 2016 Annual Report.

**PROXY FORM**

<b>CDS Account No.</b>	
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I/We \_\_\_\_\_  
(FULL NAME IN CAPITAL LETTERS AND I/C NO.)

of \_\_\_\_\_  
(ADDRESS)

being a member/members of **UZMA BERHAD** (the "Company") hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of  
(FULL NAME IN CAPITAL LETTERS AND I/C NO.)

\_\_\_\_\_ (ADDRESS)

or failing him/her, \_\_\_\_\_  
(FULL NAME IN CAPITAL LETTERS AND I/C NO.)

of \_\_\_\_\_  
(ADDRESS)

or failing him, the Chairman of Meeting, as \*my/our proxy, to vote for \*me/us and on \*my/our behalf at the Tenth Annual General Meeting ("AGM") of the Company to be held at **Kelab Golf Sultan Abdul Aziz Shah, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6 40100 Shah Alam, Selangor Darul Ehsan** on Wednesday, 7 June 2017 at 9.00 a.m. or at any adjournment thereof and to vote as indicated below:-

	<b>FOR</b>	<b>AGAINST</b>
ORDINARY RESOLUTION 1		
ORDINARY RESOLUTION 2		
ORDINARY RESOLUTION 3		
ORDINARY RESOLUTION 4		
ORDINARY RESOLUTION 5		
ORDINARY RESOLUTION 6		
ORDINARY RESOLUTION 7		
ORDINARY RESOLUTION 8		
ORDINARY RESOLUTION 9		
ORDINARY RESOLUTION 10		

Please indicate with an "X" in the space provided above how you wish your votes to be cast on the resolutions specified. If no specific direction as to the voting is given, the Proxy will vote or abstain at his/her discretion.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

<b>No. of ordinary shares held</b>

\_\_\_\_\_  
Signature of Member / Common Seal

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Fold this flap for sealing

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Please  
Affix  
Stamp

The Company Secretary  
**UZMA BERHAD** (769866-V)  
802, 8<sup>th</sup> Floor, Block C  
Kelana Square, 17 Jalan SS7/26  
47301 Petaling Jaya  
Selangor Darul Ehsan

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