



**UZMA BERHAD**

[Registration No. 200701011861(769866-V)]

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting (“**13<sup>th</sup> AGM**”) of UZMA BERHAD will be conducted **fully virtual** via **Remote Participation Electronic Voting (“RPEV”)** facilities for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

Meeting Date	:	Wednesday, 16 December 2020
Time	:	10.00 a.m.
Meeting Platform	:	<a href="https://web.lumiagm.com/">https://web.lumiagm.com/</a>
Broadcast Venue	:	Meeting Room TR12-R02, 12th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan Malaysia
Mode of Communication	:	1) Submit questions to the Board prior to the 13 <sup>th</sup> AGM by emailing to <a href="mailto:communications@uzmagroup.com">communications@uzmagroup.com</a> no later than 5.00 p.m., Monday, 14 December 2020. 2) Post questions to the Board via real time submission of typed text at <a href="https://web.lumiagm.com/">https://web.lumiagm.com/</a> during live streaming of 13 <sup>th</sup> AGM.

## AGENDA

### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Directors’ and Auditors’ Reports thereon. **(Please refer to Explanatory Note 1)**
2. To approve the payment of Directors’ fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM692,000.00 for their services from 17 December 2020 until the next Annual General Meeting (“AGM”) of the Company in year 2021 and the payment thereof. **Ordinary Resolution 1**
3. To re-elect the following Directors who are retiring pursuant to Clause 98 of the Constitution of the Company:-
  - i. Dato’ Che Nazahatusamudin Bin Che Haron **Ordinary Resolution 2**
  - ii. Encik Ikhlas Bin Abdul Rahman **Ordinary Resolution 3**

Encik Ahmad Yunus Bin Abd Talib who retires in accordance with Clause 98 of the Constitution of the Company, has expressed his intention not to seek re-election at the 13<sup>th</sup> AGM and will retain office until the conclusion of the 13<sup>th</sup> AGM.
4. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**

### As Special Business

To consider and, if thought fit, to pass the following resolutions: -

5. **Proposal Renewal of Authority under Sections 75 and 76 of the Companies Act 2016 (“the Act”) for the Directors to allot and issue shares**  
“THAT pursuant to Sections 75 and 76 of the Act and the Constitution of the Company, the Directors be and are hereby authorised to allot and issue shares in the Company, at any time and from time to time until the conclusion of the next AGM and 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at the time of issue, subject to the Constitution of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issuance.” **Ordinary Resolution 5**  
**(Please refer to Explanatory Note 3)**
6. **Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares (“Proposed Share Buy-Back”)**  
“THAT subject to the Act, the Constitution of the Company, the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to utilise an amount not exceeding the Company’s audited retained profits as at 30 June 2020 to purchase such amount of ordinary shares in the Company (“Proposed Renewal of Share Buy-Back Authority”) 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, necessary and expedient in the interest of the Company, provided that:-

## NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

- (a) the maximum aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s), subject to the provisions of the MMLR;
- (b) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares under the Proposed Share Buy-Back shall not exceed the total retained profits of the Company at the time of purchase; and
- (c) the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will be effective immediately upon the passing of this ordinary resolution and will continue to be in force until:-
  - (i) the conclusion of the next AGM of the Company, following the general meeting at which this resolution was passed at which time it will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority;
  - (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
  - (iii) revoked or varied by an ordinary resolution passed by the members in general meeting,

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority (if any).

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them or in any manner as prescribed by the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including executing all such documents as may be required) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company."

**Ordinary Resolution 6**  
**(Please refer to Explanatory Note 4)**

7. To transact any other business for which due notice shall have been given in accordance with the Act.

BY ORDER OF THE BOARD

TAI YIT CHAN  
(SSM PC No. 202008001023)  
(MAICSA 7009143)

WONG WEI FONG  
(SSM PC No. 201908001352)  
(MAICSA 7006751)  
Company Secretaries

Selangor Darul Ehsan

Date: 30 October 2020

### NOTES:

#### 1. Precautionary measures against COVID-19 pandemic

- a. In light of the current COVID-19 pandemic and having regard to the well-being and safety of our Members, the 13<sup>th</sup> AGM shall be held as a fully virtual meeting where members are only allowed to participate remotely via live streaming and online voting using RPEV facilities which are available through the Company's Share Registrar's Portal at <https://web.lumiagm.com/>. Please follow the procedures provided in the Administrative Details of the 13<sup>th</sup> AGM in order to register, participate and vote remotely via RPEV facilities.

## NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

- b. With RPEV facilities, a Member may exercise his/her right to participate (including to pose questions to the Board/Management of the Company) and vote at the 13<sup>th</sup> AGM, in the comfort of your home. Members may use the query box facility to submit questions real time during the 13<sup>th</sup> AGM or e-mail questions to [communications@uzmagroup.com](mailto:communications@uzmagroup.com) no later than 5.00 p.m., Monday, 14 December 2020.
- c. The venue of the 13<sup>th</sup> AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue (Broadcast Venue) and to facilitate the conduct of the fully virtual meeting. **No Members/Proxy(ies)/ corporate representatives shall be physically present at the Broadcast Venue.**

### 2. Proxy

- a. Since the 13<sup>th</sup> AGM will be conducted via a fully virtual meeting, all Members are advised to participate in the 13<sup>th</sup> AGM remotely by registering yourself at <https://boardroomlimited.my> so that you would be able to participate in the virtual 13<sup>th</sup> AGM at <https://web.lumiagm.com/>.
- b. A member entitled to attend and vote is entitled to appoint not more than two (2) proxies. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid. There shall be no restriction as to the qualification of the proxy.
- c. If a Member of the Company entitled to attend and vote at a meeting of the Company is not able to participate in the 13<sup>th</sup> AGM via RPEV facilities on Wednesday, 16 December 2020, in line with the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, released by Securities Commission Malaysia on 18 April 2020 and revised on 13 October 2020 ("SC Guidance Note"), we strongly encourage all Members to appoint the Chairman of the Meeting as his/her Proxy and indicate the voting instructions in the instrument appointing a Proxy (Proxy Form).
- d. Where a member is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- e. The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

#### In Hardcopy Form

The Hardcopy Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a Proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.

The Proxy Form shall be deposited at the Share Registrar's Office of the Company, Boardroom Share Registrar Sdn. Bhd. at **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia** not less than forty-eight (48) hours before the time set for holding the 13<sup>th</sup> AGM i.e. Monday, 14 December 2020, 10.00 a.m. or any adjournment thereof.

#### By Electronic Means

The Proxy Form may be submitted:

- a. to the Share Registrar of the Company, Boardroom Share Registrar Sdn. Bhd. via e-mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com), not less than forty-eight (48) hours before the time set for holding the 13<sup>th</sup> AGM i.e. Monday, 14 December 2020, 10.00 a.m. or any adjournment thereof; or
- b. via electronic means ("e-Proxy") through the Boardroom Share Registrar's smart investor portal at <https://boardroomlimited.my> by logging in and selecting "E-PROXY LODGEMENT" not less than forty-eight (48) hours before the time set for holding the 13<sup>th</sup> AGM i.e. Monday, 14 December 2020, 10.00 a.m. or any adjournment thereof (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

### 3. Members entitled to participate and vote

In respect of deposited securities, only members whose names appear on the Record of Depositors on Wednesday, 7 December 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.

### 4. Voting

- a. Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of the 13<sup>th</sup> AGM will be put to vote by way of poll.
- b. 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.
- c. The lodging of a form of proxy does not preclude a member from attending and voting at the meeting should the member subsequently decide to do so.

## NOTICE OF THIRTEENTH ANNUAL GENERAL MEETING

- d. Please refer to the voting procedure as specified in the Administrative Details of the 13<sup>th</sup> AGM.
- e. Upon completion of the voting session for the 13<sup>th</sup> AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the Meeting's declaration whether the resolutions are duly passed.

### EXPLANATORY NOTES

#### 1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of members for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

#### 2. Ordinary Resolution 1 – Directors' Fees and Benefits Payable

The amount of Directors' Fee payable includes fee payable to Directors as a member of Board and Board Committees. The amount of Benefits Payable to Non-Executive Directors comprise meeting allowances only. Other than the Directors' Fees and Benefits Payable from the Company, the Non-Executive Directors do not receive any Directors' Fees or Benefits Payable from any of the subsidiaries of Uzma Group of companies.

In the event that the proposed Directors' Fees and Benefits Payable during the above period exceed the estimated amount sought at the 13<sup>th</sup> AGM, approval will be sought at the next AGM for additional Directors' Fees and Benefits Payable to meet the shortfall.

#### 3. Ordinary Resolution 5 – Proposed Renewal of Authority under Sections 75 and 76 of the Act for the Directors to allot and issue shares

The Company had, during its Twelfth AGM held on 16 December 2019, obtained its members' approval for the general mandate for issuance of shares pursuant to the Sections 75 and 76 of the Act. The Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 5 proposed under item 5 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The Ordinary Resolution 6, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the members for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The authority 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 investment project(s), working capital and/or acquisitions.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

#### 4. Ordinary Resolution 6 – Proposed Share Buy-Back

The proposed Ordinary Resolution 6, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of Ordinary Shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company following the 13<sup>th</sup> AGM is required by law to be held.

Further information on the Proposed Share Buy-Back is set out in the Statement to Members dated 30 October 2020 which was despatched together with this Annual Report.

#### **Personal data privacy:**

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 13<sup>th</sup> 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 13<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 13<sup>th</sup> 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.*