

UZMA BERHAD

(Registration No.: 200701011861 (769866-V))

MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD AND CONDUCTED ON A VIRTUAL BASIS THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT LEVEL 2, UZMA TOWER, NO. 2 JALAN PJU 8/8A, DAMANSARA PERDANA, 47820 PETALING JAYA SELANGOR DARUL EHSAN, MALAYSIA ON WEDNESDAY, 14 DECEMBER 2022 AT 10.00 A.M.

PRESENT:-

DIRECTORS

- Datuk Abdullah Bin Karim - Also a Proxyholder
- Independent Non-Executive Chairman
- Dato' Kamarul Redzuan Bin Muhamed - Also a Proxyholder
- Managing Director/Group Chief Executive Officer
- Dato' Che Nazahatuhisamudin Bin Che Haron - Also a shareholder
- Executive Director
- Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim
- Independent Non-Executive Director
- Datuk Seri Zurainah Binti Musa
- Independent Non-Executive Director
- Encik Ikhlas Bin Abdul Rahman
- Independent Non-Executive Director
- Datuk Farisha Binti Pawan The
- Independent Non-Executive Director
- YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad
- Independent Non-Executive Director
- Encik Mazli Zakuan Bin Mohd Noor
- Independent Non-Executive Director
- ¹Encik Yahya Bin Razali
- Independent Non-Executive Director

IN ATTENDANCE

- Ms Chan Yoke Peng - Company Secretary
Mr Lee Chen Yow - Acting Group Chief Financial Officer

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IN ATTENDANCE (Cont'd)

¹Mr Kenny Yeoh - representative of Messrs Baker Tilly Heng Monteiro PLT

BY INVITATION

Datin Rozita Binti Mat Shah - Chief People Officer

@ Hassan

Puan Hanie Izawatie Binti Ahmad - Chief Legal Officer

Kamil

Encik Anuar Hasbul'lah Bin Aboo - Chief Group Supply Chain Management

Hashim

Encik Muhammad Aiman Bin Jafri - Boardroom Corporate Services Sdn. Bhd.

¹Ms Yeoh Khye Xin - Boardroom Corporate Services Sdn. Bhd.

Note

¹Participated via the meeting platform at <https://conveneagm.my/uzmaagm2022>

The shareholders and proxyholders (collectively referred to as “**Members**”) who attended and participated in the AGM remotely via the meeting platform at <https://conveneagm.my/uzmaagm2022> are set out in the Attendee List attached and shall form an integral part of these Minutes.

CHAIRMAN

The Chairman, Datuk Abdullah Bin Karim, extended a warm welcome to all Members and invitees present at the Fifteenth Annual General Meeting (“**15th AGM**” or “**the Meeting**”) of the Company conducted through live streaming and online remote participation by using remote participation and voting (“**RPV**”) facilities, which was in compliance with Section 327 of the Companies Act 2016 and Clause 65 of the Constitution of the Company.

The Members were informed that the Meeting was a private meeting with the shareholders of the Company, of which the public should not be allowed to access, any forms of recordings whilst the live streaming 15th AGM was conducted, was therefore strictly prohibited.

QUORUM

The Company Secretary confirmed that a quorum was present in accordance with Clause 73 of the Company’s Constitution. With the requisite quorum being present, the Meeting was called to order at 10.00 a.m..

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Datuk Chairman proceeded to introduce the Board members, the Group Chief Executive Officer and Managing Director of the Company, the Acting Group Chief Financial Officer and the Company Secretary who were present together with him at the Broadcast Venue.

Datuk Chairman then introduced the Board member and the representative of Messrs Baker Tilly Heng Monteiro PLT, the External Auditors of the Company who joined the 15th AGM remotely to the shareholders.

NOTICE

With the consent of the Members, the Notice convening the Meeting having been circulated within the prescribed period was taken as read. The Chairman then proceeded with the business of the 15th AGM.

SUMMARY OF PROXIES RECEIVED

Datuk Chairman informed that the Company had received a total of eight (8) proxy forms from shareholders comprising a total of One Hundred Sixteen Million Five Hundred Thirty-Seven Thousand and Eighty (116,537,080) ordinary shares representing 33.1% of the issued share capital of the Company.

Out of these, there was one (1) shareholder who have appointed the Chairman of the Meeting as proxy to vote on behalf and the shares so represented were One Million Seven Hundred Forty Thousand and Seven Hundred (1,740,700) ordinary shares representing 0.49% of the issued share capital of the Company.

Datuk Chairman informed that there was a total of 20 Members who have registered to participate at the Meeting via RPV facilities at this juncture.

Datuk Chairman informed the Members of their right to participate at this AGM by transmitting their questions in real time via the messaging window.

POLLING AND ADMINISTRATIVE GUIDE

Datuk Chairman informed the Meeting that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), all resolutions set out in the Notice of the Meeting must be voted by poll. Pursuant to Clause 77(a) of the Company's Constitution, Datuk Chairman then demanded for a poll to be taken for all resolutions set forth in the Notice of the 15th AGM.

Datuk Chairman also informed the Meeting that the Company had appointed KPMG Management & Risk Consulting Sdn. Bhd. to facilitate the poll voting electronically and Quantegic Services Sdn. Bhd. as Scrutineers to validate the poll results.

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The Meeting was informed that the voting session was available at that point in time until the closure of the voting session to be announced later. The results of the poll voting would be announced after the Scrutineer has verified the poll results.

The Meeting was then briefed on the electronic and remote poll voting process via video presentation.

SPEECH BY THE CHAIRMAN AND MANAGING DIRECTOR/GROUP CHIEF EXECUTIVE OFFICER

Datuk Chairman delivered a speech highlighting the performance review of the Company in the financial year ended 30 June 2022. On behalf of the Board of Directors and Management of the Company, Datuk Chairman thanked and expressed his sincere gratitude to the shareholders for their confidence in and continued support for the Company.

Datuk Chairman invited the Group Chief Executive Officer and Managing Director of the Company, Dato' Kamarul Redzuan Bin Muhamed ("**Dato' Kamarul**") to present the operations and business overview of Uzma Group to the shareholders.

Dato' Kamarul ended his presentation at 10:39 a.m.. The Chairman thanked Dato' Kamarul for his presentation and proceeded with business on the agenda.

DISCUSSION ITEM

- AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

The Audited Financial Statements together with the Reports of the Directors and Auditors ("**Audited Financial Statements**") of the Company for the financial year ended 30 June 2022 having been circulated to all the shareholders of the Company within the statutory period were taken as read.

Datuk Chairman informed the Meeting that this item on the agenda was meant for discussion. It would not be put to voting by shareholders as it did not require approval from the shareholders of the Company.

Datuk Chairman then informed the Meeting that the question and answer session would be opened after all the motions have been tabled.

Datuk Chairman went through the remainder motions set out in the Notice of the 15th AGM and informed the Meeting that Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim, the Independent Non-Executive Director would reach his twelve (12)-year term limit on 25 May 2023 as prescribed under the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). In view of his long-serving as

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Independent Director of the Company, Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim had expressed that he did not wish to seek for retention as Independent Director of the Company at the 15th AGM and, also wished to retire from the Board at the conclusion of this Meeting as specified in the Notice of the 15th AGM. Therefore, Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim shall retire at the conclusion of this AGM in pursuance of the Malaysian Code on Corporate Governance 2021 and MMLR of Bursa Securities.

On behalf of the Board, Datuk Chairman expressed sincere thanks to Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim for his past services, support and contribution to the Group and wished him the very best of health.

All the resolutions had been tabled to the Meeting, Datuk Chairman then informed the Meeting of the commencement of the question and answer session after a 5-minute break.

QUESTION AND ANSWER SESSION

It was noted that the Company had received questions from the Minority Shareholders Watch Group ("MSWG") before the AGM and MSWG had requested the questions and replies to be presented at the AGM for the interest of the minority shareholders. The questions raised were duly addressed by the Directors of the Company. The questions from MSWG and Members and replies are set out in Appendix I attached hereto.

After addressing all the questions raised, Datuk Chairman informed the Meeting of the closure of question and answer session and the Company would respond to those questions that were not taken up during the Meeting via e-mail, if any. Those answers will also be published on the Company's corporate website.

Datuk Chairman then declared that the Audited Financial Statements of the Company for the financial year ended 30 June 2022 had been duly tabled and received by the shareholders.

VOTING SESSION

Datuk Chairman invited the Members to cast their votes at that point in time if the Members have not submitted their votes earlier and informed that the voting session would be closed after 10 minutes. It was noted that the Chairman was also appointed to act as proxy for shareholder and he would vote according to the instructions given.

Datuk Chairman further informed the Meeting that the outcome of the poll would be announced after 15 minutes as it would take some time for the Independent Scrutineer to tabulate the results of the poll. The Meeting was then adjourned at 11:19 a.m. for the votes to be counted and to enable the Independent Scrutineer to tabulate the results of the poll.

The Meeting resumed at 11:44 a.m. for the declaration of the results of the poll.

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Datuk Chairman announced the results of the poll as follows:-

ORDINARY RESOLUTION 1

– DIRECTORS’ FEES AND BENEFITS PAYABLE TO THE DIRECTORS UP TO AN AGGREGATE AMOUNT OF RM850,000 FOR THE PERIOD FROM 15 DECEMBER 2022 UNTIL THE NEXT ANNUAL GENERAL MEETING

Ordinary Resolution 1	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To approve the Directors' fees and benefits payable to the Directors up to an aggregate amount of RM850,000.00 for the period from 15 December 2022 until the next Annual General Meeting and the payment thereof.</i>	116,945,805	99.9583	48,819	0.0417	Carried

It was RESOLVED:-

“That the Directors’ fees and benefits payable to the Directors up to an aggregate amount of Ringgit Malaysia Eight Hundred and Fifty Thousand (RM850,000.00) for the period from 15 December 2022 until the next Annual General Meeting be and are hereby approved for payment to the Directors.”.

ORDINARY RESOLUTION 2

– RE-ELECTION OF DIRECTOR – DATUK ABDULLAH BIN KARIM

Ordinary Resolution 2	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-elect Datuk Abdullah Bin Karim who is retiring by rotation in accordance with Clause 98 of the Constitution of the Company.</i>	116,985,613	99.9932	8,011	0.0068	Carried

It was RESOLVED:-

“That the retiring Director, Datuk Abdullah Bin Karim be and is hereby re-elected as Director of the Company.”.

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Ordinary Resolution 3	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-elect Dato' Kamarul Redzuan Bin Muhamed who is retiring by rotation in accordance with Clause 98 of the Constitution of the Company.</i>	116,985,613	99.9932	8,011	0.0068	Carried

It was RESOLVED:-

“That the retiring Director, Dato' Kamarul Redzuan Bin Muhamed be and is hereby re-elected as Director of the Company.”.

ORDINARY RESOLUTION 4**- RE-ELECTION OF DIRECTOR – ENCIK YAHYA BIN RAZALI**

Ordinary Resolution 3	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-elect Encik Yahya Bin Razali who is retiring by rotation in accordance with Clause 98 of the Constitution of the Company.</i>	116,985,613	99.9932	8,011	0.0068	Carried

It was RESOLVED:-

“That the retiring Director, Encik Yahya Bin Razali be and is hereby re-elected as Director of the Company.”.

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Ordinary Resolution 3	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-elect Tengku Ezuan Ismara Bin Tengku Nun Ahmad who is retiring in accordance with Clause 106 of the Constitution of the Company.</i>	116,659,113	99.7141	334,511	0.2859	Carried

It was RESOLVED:-

“That the retiring Director, Tengku Ezuan Ismara Bin Tengku Nun Ahmad be and is hereby re-elected as Director of the Company.”.

ORDINARY RESOLUTION 6**- RE-ELECTION OF DIRECTOR – DATUK FARISHA BINTI PAWAN TEH**

Ordinary Resolution 3	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-elect Datuk Farisha Binti Pawan Teh who is retiring in accordance with Clause 106 of the Constitution of the Company.</i>	116,659,113	99.7141	334,511	0.2859	Carried

It was RESOLVED:-

“That the retiring Director, Datuk Farisha Binti Pawan Teh be and is hereby re-elected as Director of the Company.”.

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Ordinary Resolution 3	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-elect Encik Mazli Zakuan Bin Mohd Noor who is retiring in accordance with Clause 106 of the Constitution of the Company.</i>	116,985,413	99.9932	8,011	0.0068	Carried

It was RESOLVED:-

“That the retiring Director, Encik Mazli Zakuan Bin Mohd Noor be and is hereby re-elected as Director of the Company.”.

ORDINARY RESOLUTION 8**- RE-APPOINTMENT OF AUDITORS**

Ordinary Resolution 4	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company for the financial year ending 30 June 2023 and to authorise the Directors to fix their remuneration.</i>	116,990,515	99.9974	3,009	0.0026	Carried

It was RESOLVED:-

“That the retiring Auditors, Messrs Baker Tilly Monteiro Heng PLT, having indicated their willingness to continue in office, be and are hereby re-appointed as the Auditors of the Company for the ensuing year until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix their remuneration.”.

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ORDINARY RESOLUTION 9

- AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS.

Ordinary Resolution 5	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to Allot and Issue Shares and Waiver of Pre-Emptive Rights.</i>	116,970,505	99.9802	23,119	0.0198	Carried

It was RESOLVED:-

“THAT pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue new Shares in the Company, grant rights to subscribe for Shares in the Company, convert any security into Shares in the Company, or allot Shares under an agreement or option or offer at any time and from time to time in the Company, 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 and allotted, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, does not exceed ten per centum (10%) of the total number of issued Shares of the Company (excluding treasury shares) for the time being and that the Directors be and are also hereby empowered to obtain approval for the listing of and quotation for the additional Shares so allotted on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the approval of all relevant regulatory authorities (if any) being obtained for such allotment and issuance.

AND THAT in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 59 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new Shares, options over or grants of new Shares or any other convertible securities in the Company and/or any new Shares to be issued pursuant to such options, grants or other convertible securities, such new Shares when issued, to rank *pari passu* with the existing Shares in the Company.”.

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ORDINARY RESOLUTION 10

- RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES.

Ordinary Resolution 6	Vote For		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
<i>Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares.</i>	116,990,813	99.9974	3,011	0.0026	Carried

It was RESOLVED:-

“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 the approvals of all other relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to make purchases of the Company’s ordinary shares (“**Share Buy-Back**”) 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 the aggregate number of shares purchased and/or held as treasury shares pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company;

THAT an amount not exceeding the retained profits account be allocated by the Company for the Share Buy-Back;

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:-

- (i) the conclusion of the next Annual General Meeting (“**AGM**”) of the Company (being the Sixteenth AGM of the Company), at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the Sixteenth AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

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whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

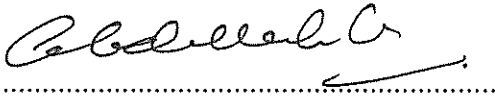
THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either cancel and/or retain the shares so purchased as treasury shares to deal with such treasury shares in the manner as set out in Section 127(7) of the Act.

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority.”.

CONCLUSION OF THE MEETING

There being no other business, the Meeting concluded at 11:50 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD



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CHAIRMAN