

NOTICE OF EXTRAORDINARY GENERAL MEETING (“EGM”)

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of UZMA BERHAD (“**Uzma**” or “**Company**”) will be held and conducted on a virtual basis through live streaming and remote voting using the remote participation and voting facilities at <https://conveneagm.my/uzma-EGM2023> from the broadcast venue at Level 2, Uzma Tower, No. 2, Jalan PUJ 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor, Malaysia on Thursday, 30 November 2023 at 12.00 p.m. or immediately following the conclusion or adjournment of the 16th Annual General Meeting of the Company scheduled to be held at the same venue and on the same day at 10.00 a.m., whichever is earlier for the purpose of considering and if thought fit, passing the resolutions setting out in this notice: -

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE SCHEME (“ESS”) WHICH COMPRISES A PROPOSED EMPLOYEE SHARE OPTION SCHEME (“PROPOSED ESOS”) AND A PROPOSED SHARE GRANT PLAN (“PROPOSED SGP”), OF UP TO 12.5% OF THE TOTAL NUMBER OF THE ISSUED ORDINARY SHARES OF UZMA BERHAD (“UZMA” OR “COMPANY”) (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME, DURING THE DURATION OF THE ESS FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF UZMA AND ITS NON-DORMANT SUBSIDIARIES (“PROPOSED ESS”)

“THAT, subject to the approvals being obtained from all relevant authorities and/or parties in relation to the Proposed ESS and to the extent permitted by law and the Constitution of the Company, approval is hereby given to the Board of Directors of the Company (“**Board**”) to establish, implement and administer the Proposed ESS of up to 12.5% of the total number of issued ordinary shares of Uzma (excluding treasury shares, if any) (“**Uzma Shares**”) at any point in time during the duration of ESS to the eligible directors and employees of Uzma and its non-dormant subsidiaries who fulfil the eligibility criteria for participation in the Proposed ESS as set out in the by-laws governing the Proposed ESS (“**Eligible Person(s)**”) as set out in Appendix I of the circular to shareholders dated 10 November 2023 (“**Circular**”) (“**By-Laws**”), and to adopt and approve the By-Laws and to do all such acts, as may be necessary or expedient in order to give full effect to the Proposed ESS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;

THAT, the Board be and is hereby authorised to allot and issue new Uzma Shares and/or procure existing Uzma Shares from time to time, such number as may be required to be issued and/or procured pursuant to the exercise of the share options under the Proposed ESOS (“**ESOS Options**”) and/or vesting of the share grant pursuant to the Proposed SGP (“**SGP Awards**”), provided that the aggregate number of new Uzma Shares to be offered under the Proposed ESS shall not exceed 12.5% of the total number of issued ordinary shares of the Company (excluding treasury shares, if any) at any point in time during the duration of the Proposed ESS. New Uzma Shares to be issued under the Proposed ESS and/or existing Uzma Shares procured by the Company for the SGP Awards or exercise of the ESOS Options shall, upon allotment and issuance or transfer and full payment, rank pari passu in all respects with the existing Uzma Shares, except that such new Uzma Shares shall not be entitled to any dividends, rights, allotments and / or other forms of distribution that may be declared, made or paid prior to the date of allotment and issuance of such Uzma Shares, and will not carry any right to vote at any general meeting of the Company;

THAT, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 59 of the Company’s Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over the new Uzma Shares to be issued pursuant to the Proposed ESS, which when issued, to rank pari passu with the existing Uzma Shares;

THAT, the Board be exempted from the obligation to first offer such new Uzma Shares to the existing shareholders of the Company in respect of the issuance and allotment of the new Uzma Shares pursuant to the Proposed ESS;

THAT, the Board be and is hereby authorised to extend the duration of the Proposed ESS for a further period of two (2) years immediately from the expiry of the first five (5) years, provided always that such extension of the Proposed ESS is made pursuant to the By-Laws shall not in aggregate exceed a duration of ten (10) years from the date the Proposed ESS takes effect following full compliance of all relevant requirements or such longer period as may be permitted by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) or any other relevant authorities from time to time without having to obtain any further sanction, approval, consent or authorisation of the shareholders of the Company in a general meeting;

THAT, the Board be and is hereby authorised to appoint and authorise a committee (“**ESS Committee**”) by which the Proposed ESS will be administered in accordance with the By-Laws by the said ESS Committee, who will be responsible for, amongst others, implementing and administering the Proposed ESS. The members of the ESS Committee shall comprise such number of Directors and/or senior management of the Company to be approved by the Board;

THAT, the Board be and is hereby authorised to make the necessary application to Bursa Securities for the listing of and quotation for the new Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS;

AND THAT, the Board be and is hereby authorised to add, modify and / or amend the terms and conditions as set out in the By-Laws and the Proposed ESS, from time to time as may be permitted by the authorities or deemed necessary by the relevant regulatory authorities or the Board or any committee established by it to administer the Proposed ESS, provided that such additions, modifications and/or amendments are effected and permitted in accordance with the provisions of the By-laws and to do all such acts and things and to execute all such documents and enter into all such transactions, arrangements and agreements, deeds or undertakings, to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-laws.”

ORDINARY RESOLUTIONS 2 TO 12

PROPOSED ALLOCATION TO DIRECTORS OR CHIEF EXECUTIVE OF UZMA, AND PERSONS CONNECTED WITH THEM (“PROPOSED ALLOCATIONS”)

“THAT, subject to the passing of Ordinary Resolution 1 as well as the approval(s) of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, at any time and from time to time during the duration of the Proposed ESS, to offer and grant to the following persons:

(i) Datuk Abdullah Bin Karim (Independent Non-Executive Chairman)	Ordinary Resolution 2
(ii) Dato’ Kamarul Redzuan Bin Muhamed (Managing Director / Group Chief Executive Officer)	Ordinary Resolution 3
(iii) Dato’ Che Nazahathisamudin Bin Che Haron (Executive Director)	Ordinary Resolution 4
(iv) Datuk Seri Zurainah Binti Musa (Independent Non-Executive Director)	Ordinary Resolution 5
(v) YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad (Independent Non-Executive Director)	Ordinary Resolution 6
(vi) Datuk Farisha Binti Pawan Teh (Independent Non-Executive Director)	Ordinary Resolution 7
(vii) Ikhlas Bin Abdul Rahman (Independent Non-Executive Director)	Ordinary Resolution 8
(viii) Mazli Zakuan Bin Mohd Noor (Independent Non-Executive Director)	Ordinary Resolution 9
(ix) Datin Rozita Binti Mat Shah @ Hassan (Chief People Officer) ¹	Ordinary Resolution 10
(x) Ali Zainal Abidin Bin Dato’ Muhamed (Senior Project Executive – New Energy) ²	Ordinary Resolution 11
(xi) Abdul Hanif Abdullah (Executive Assistant – Group CEO Office) ³	Ordinary Resolution 12

- Notes:**
⁽¹⁾ Datin Rozita Binti Mat Shah @ Hassan is the spouse of Dato’ Kamarul Redzuan Bin Muhamed.
⁽²⁾ Ali Zainal Abidin Bin Dato’ Muhamed is the sibling of Dato’ Kamarul Redzuan Bin Muhamed.
⁽³⁾ Abdul Hanif Abdullah is the son of Datuk Abdullah Bin Karim.

to subscribe for such number of Shares to be issued under the Proposed ESS subject always to the following provisions:

- not more than ten percent (10%) of the total number of Uzma Shares to be issued under the Proposed ESS shall be allocated to any one of the above-mentioned persons who, either singly or collectively through persons connected with the Eligible Person, holds twenty percent (20%) or more of the total number of issued Uzma Shares (excluding treasury shares, if any);
- not more than seventy percent (70%) of the new Uzma Shares available under the Proposed ESS shall be allocated to the directors and/or senior management of Uzma and its subsidiaries (excluding dormant subsidiaries), out of which, not more than 50% shall be allocated for the ESOS Awards, while the remaining balance of the 70% shall be allocated for the SGP Awards;
- the abovementioned persons shall not participate in the deliberation and/or discussion of their respective allocations as well as to persons connected with them, if any; and
- such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities and any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time;

THAT, pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 59 of the Company’s Constitution, the shareholders of the Company do hereby waive their pre-emptive rights over the new Uzma Shares to be issued pursuant to the Proposed Allocations, which when issued, to rank pari passu with the existing Uzma Shares;

AND THAT, subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocations with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities.”

BY ORDER OF THE BOARD

KHOO MING SIANG
Membership No.: MAICSA 7034037
SSM PC No.: 202208000150

CHIN WAI LENG
Membership No.: LS0009738
SSM PC No.: 201908000658

Company Secretaries
Selangor Darul Ehsan

Date: 10 November 2023

NOTES:

- The EGM of the Company will be held and conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting (“**RPEV**”) facilities on 30 November 2023 at 12.00 p.m. or immediately following the conclusion or adjournment of the Sixteenth Annual General Meeting of the Company to be convened, whichever is earlier. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely.
The Administrative Guide on the conduct of a virtual EGM of the Company is available on the Company’s website at www.uzmagroup.com.
 - The venue of the EGM 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 present at the main venue of the meeting. The venue of the EGM is to inform the shareholders where the electronic EGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/PROXY(IES)** from the public will be allowed to be physically present at the broadcast venue.
 - A member (other than an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“**SICDA**”)) of the Company who is entitled to participate and vote at the meeting is entitled to appoint not more than two (2) proxies to participate and vote in his stead at the same meeting. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. There shall be no restriction as to the qualification of the proxy.
 - Where a member of the Company appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
 - 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 (“**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.
An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
 - The instrument appointing a proxy, in the case of an individual, shall be signed by the appointed or by his attorney duly authorised in writing and in the case of corporation shall be given under its common seal or signed on its behalf by an attorney of the corporation so authorised.
 - The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the EGM or at any adjournment thereof, as follows: -
 - In hard copy form**
The original instrument appointing a proxy (“**Proxy Form**”) must be deposited at **KPMG Management & Risk Consulting Sdn. Bhd.** at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By electronic means**
The Proxy Form can also be lodged electronically via ConveneAGM Meeting platform at <https://conveneagm.my/uzma-EGM2023> or email to support.conveneagm@kpmg.com.my. Please follow the procedures provided in the Administrative Guide for the EGM in order to deposit the Proxy Form electronically.
 - If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic EGM by yourself, please write in to support.conveneagm@kpmg.com.my to revoke the earlier appointed proxy forty-eight (48) hours before this meeting. Alternatively, please follow the steps provided in the Administrative Guide for the EGM to register for RPEV facility or appoint another proxy. In such an appointment your earlier appointment of proxy shall be revoked. Please advise your proxy accordingly.
 - Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by way of poll.
 - For the purpose of determining who shall be entitled to participate in this meeting, the Company will be requesting from Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 23 November 2023. Only a Depositor whose name appears on such Record of Depositors shall be entitled to participate and vote at this meeting and be entitled to appoint a proxy or proxies.
- Explanatory note:-**
- Please refer to Section 10 of the Circular for the explanation in relation to Section 85(1) of the Act and Clause 59 of the Constitution.
- Personal Data Privacy:**
By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.