

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 38th Annual General Meeting (**AGM**) of the Company will be conducted on a full virtual basis via live streaming from the Broadcast Venue at The Hallmark, Level 12, Menara UMW, Jalan Puncak, Off Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia, on Thursday, 25 June 2020 at 10.00 a.m. to transact the following businesses –

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Article 112 of the Company's Constitution and who being eligible, offer themselves for re-election –
 - (a) Razalee bin Amin **Resolution 1**
 - (b) Dato' Seri Prof. Dr. Ir. Zaini bin Ujang **Resolution 2**
3. To re-elect the following Directors who retire pursuant to Articles 126 and 128 of the Company's Constitution and who being eligible, offer themselves for re-election –
 - (a) Tan Sri Dato' Sri Hamad Kama Piah bin Che Othman **Resolution 3**
 - (b) Salwah binti Abdul Shukor **Resolution 4**
 - (c) Dr. Veerinderjeet Singh a/l Tejwant Singh **Resolution 5**
4. To approve the payment of the following Directors' fees for the period from 26 June 2020 until the next AGM of the Company –
 - (a) RM27,500 per month for the Non-Executive Chairman and RM13,750 per month for each Non-Executive Director of the Company; and **Resolution 6**
 - (b) RM10,000 per annum for each Non-Executive Director who is the Chairman at the board of subsidiaries and RM8,000 per annum for each Non-Executive Director who is a board member at subsidiaries.
5. To approve the payment of benefits payable to the Non-Executive Directors up to an amount of RM1,980,000 for the period from 26 June 2020 until the next AGM of the Company. **Resolution 7**
6. To re-appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration. **Resolution 8**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution –

7. Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature (**Shareholders' Mandate**).

Resolution 9

“THAT the mandate granted by shareholders on 23 May 2019 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company and/or its subsidiaries (**UMW Group**) to enter into the recurrent transactions of a revenue or trading nature as set out in Section 2.3(b)(i) of the Circular to Shareholders dated 28 May 2020 (**Circular**), with the related parties mentioned therein, which are necessary for the day-to-day operations of the UMW Group, be renewed, AND THAT approval be given for a new mandate for the UMW Group to enter into additional recurrent transactions of a revenue or trading nature as set out in Section 2.3(b)(ii) of the Circular with the related parties mentioned therein, PROVIDED THAT such transactions are entered into in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

THAT the Shareholders' Mandate shall continue to be in force and effect until –

- (a) the conclusion of the next AGM of the Company, at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- (b) the expiration of the period within which the Company's next AGM is required to be held, pursuant to Section 340(1) and (2) of the Companies Act 2016 (**CA 2016**) (but shall not extend to any extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting,

whichever is the earliest;

AND THAT the Board of Directors of the Company be empowered and authorised to complete and do such acts and things as they may think expedient or necessary (including executing such documents as may be required) to give effect to the Shareholders' Mandate.”

8. To transact any other business for which due notice has been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 38th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd pursuant to Article 76(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors (**ROD**) as at 18 June 2020. Only a depositor whose name appears on the ROD as at 18 June 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

MOHD NOR AZAM MOHD SALLEH

Practising Certificate No. 201908002015

Group Secretary

Kuala Lumpur, Malaysia.

28 May 2020

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NOTES

1. Mode of Meeting

In light of the COVID-19 pandemic and with the advice from the Ministry of Health Malaysia (**MOH**) for public to avoid participating in mass gatherings/events in the next 6 months to a year, as a precautionary measure to curb the spread of COVID-19, the 38th Annual General Meeting (**AGM**) will be conducted **on a full virtual basis via live streaming from the Broadcast Venue** and online remote voting using the Remote Participation and Voting (**RPV**) facilities.

As health and safety remain our utmost priority, the Company **strongly encourages** Shareholders/Proxies to use the RPV facilities provided to participate and vote remotely at the AGM, in line with the Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission on 18 April 2020, where listed companies are encouraged to continue leveraging on technology beyond the Movement Control Order period.

The Broadcast Venue 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. **NO SHAREHOLDERS/PROXIES ARE ALLOWED** to physically attend the 38th AGM at the Broadcast Venue on the day of the meeting.

Shareholders/Proxies are advised to check the Company's website or announcements at Bursa Malaysia Securities Berhad (**Bursa Securities**) for the latest updates on the status of the 38th AGM that may require changes to be made at a short notice due to the constantly evolving COVID-19 situation in Malaysia. The Company will continue to comply with the guidelines issued by MOH and will take all necessary precautionary and safety measures as advised.

2. Proxy and/or Authorised Representatives

(i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint any person as proxy to attend, participate, speak and vote in his/her stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

(ii) A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, is allowed to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where a member is an exempt authorised nominee, which holds ordinary shares of the Company for multiple beneficial owners in one (1) security 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.

(iii) 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 seal or under the hand of an officer or attorney duly authorised. The appointment of proxy/proxies may be made manually or electronically. If the appointment of proxy/proxies is to be made manually, the Proxy Form must be deposited with our Special Registrar appointed for the AGM, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. If the appointment of proxy/proxies is to be made electronically, the submission must be made via TIIH Online at <https://tiih.online>. All submissions of Proxy Form must be made not less than twenty-four (24) hours before the time appointed for the taking of the poll or any adjournment thereof. Please refer to the Administrative Guide for submission of Proxy Form electronically.

(iv) A shareholder who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at this AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>.

(v) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements (**MMLR**) of Bursa Securities, the resolutions set out in the Notice will be put to vote by poll.

3. Audited Financial Statements for the financial year ended 31 December 2019

The Audited Financial Statements are laid out for discussion only pursuant to Section 340(1)(a) of the Companies Act 2016 (**CA 2016**) and will not be put forward for voting.

4. Ordinary Resolutions 1 to 5: Re-election of Directors who retire pursuant to Articles 112, 126 and 128 of the Company's Constitution

- (i) Article 112 of the Company's Constitution provides that Directors appointed by the Board shall hold office until the conclusion of the next AGM following their appointment and shall be eligible for re-election.

Accordingly, Razalee Amin and Dato' Seri Prof Dr. Ir. Zaini Ujang, who were appointed Directors on 1 September 2019 and 1 November 2019, respectively, have offered themselves for re-election at this AGM.

- (ii) Article 126 of the Company's Constitution provides that at least one-third (1/3) of the Directors are subject to retirement by rotation at each AGM while Article 128 of the Company's Constitution further provides that the Directors shall be eligible for re-election.

Accordingly, Tan Sri Dato' Sri Hamad Kama Piah Che Othman, Salwah Abdul Shukor and Dr. Veerinderjeet Singh have offered themselves for re-election at this AGM.

For the purpose of determining the eligibility of Directors standing for re-election, a comprehensive annual performance evaluation had been carried out by the Nomination and Remuneration Committee (NRC) and the Board for 2019 to assess the performance and contribution of each individual Director, taking into consideration among others, character, integrity, professionalism and competency. The Board is satisfied that the retiring Directors have discharged their functions, duties and responsibilities well.

With regard to Razalee Amin and Dato' Seri Prof Dr. Ir. Zaini Ujang, a comprehensive performance evaluation will only be carried out for 2020, as their tenure as Directors is too short for the 2019 performance evaluation to be carried out effectively.

In addition, NRC had also conducted an assessment on the independence and effectiveness of Dr. Veerinderjeet Singh as an Independent Director as recommended under Principle A of the Malaysian Code on Corporate Governance (MCCG) 2017. The Board is satisfied that Dr. Veerinderjeet Singh has complied with the independence criteria as defined under the MMLR of Bursa Securities.

The Board recommends the re-election of all retiring Directors.

5. Ordinary Resolution 6: Payment of Directors' Fees to the Non-Executive Directors

Pursuant to Section 230(1) of the CA 2016, any fees and benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Accordingly, shareholders' approval is sought at this AGM for the payment of Directors' fees to the Non-Executive Directors (NEDs) of the Company for the period from 26 June 2020 until the next AGM, as follows –

Board of the Company

	Monthly Payment (RM)
Chairman	27,500
Member	13,750

Board of subsidiary

	Annual Payment (RM)
Chairman	10,000
Member	8,000

The Board is not proposing any revision to the existing Directors' fees payable.

6. Ordinary Resolution 7: Payment of benefits payable to the Non-Executive Directors

The benefits payable to NEDs, comprising meeting allowance, benefits and other emoluments, are as follows –

Meeting Allowance

Meeting allowance (per meeting) as follows –

Description	Chairman	Member
Board of the Company	RM2,250	RM1,500
Board Committee of the Company	RM2,000	RM1,500
Board of Subsidiary/Board Committee of Subsidiary	RM2,000	RM1,500

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Other benefits and emoluments

The customary benefits and other emoluments payable to the NEDs comprising, among others, the following –

Non-Executive Chairman	Non-Executive Directors
<ul style="list-style-type: none"> • Leave passage; • Medical and insurance coverage; • Car, petrol/toll charges and driver; • Club memberships; • Telecommunication devices; • Per diem allowance; • Security services; • Claimable benefits; and • Others 	<ul style="list-style-type: none"> • Medical and insurance coverage; • Car and petrol/toll charges; • Telecommunication devices; • Per diem allowance; • Claimable benefits; and • Others

Payment of fees and benefits will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred.

The amount of benefits payable to NEDs for the period from 26 June 2020 until the next AGM of the Company is up to the amount of RM1,980,000. In determining the estimated amount of benefits payable, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees and Board of subsidiaries, as well as the number of NEDs involved in these meetings.

The Board is of the view that it is equitable and fair for the NEDs to be paid such payment upon them discharging their responsibilities and rendering their services to the Company and its subsidiaries.

7. Ordinary Resolution 8: Re-appointment of Ernst & Young PLT as Auditors of the Company

The Audit Committee (**AC**) has carried out an annual assessment on the external auditors, Ernst & Young PLT (**EY**) to evaluate their suitability, effectiveness and independence as recommended under Principle B of MCCG 2017. The annual evaluation provides AC with the disciplined approach for maintaining effective oversight of the external auditors' overall performance, covering among others, the adequacy of the audit team, degree of independence, performance level and audit scope. Based on the evaluation conducted, AC is satisfied with the quality of EY's performance, technical competency and audit independence.

8. Ordinary Resolution 9: Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Shareholders' Mandate)

The Board proposes to seek a mandate for recurrent related party transactions (**RRPT**) of a revenue or trading nature. The Proposed Shareholders' Mandate, if passed, will enable the UMW Group to enter into RRPT of a revenue or trading nature, which are necessary for the UMW Group's day-to-day operations, and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public.

Details of the Proposed Shareholders' Mandate are set out in Section 2.3 of the Circular to Shareholders dated 28 May 2020. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

ABSTENTION FROM VOTING

1. All Directors standing for re-election, who are also the shareholders of the Company (direct or indirect), will abstain from voting on Resolutions 1 to 5 in respect of their re-elections at this AGM.
2. All NEDs, who are also the shareholders of the Company (direct or indirect), will abstain from voting on Resolutions 6 and 7 in respect of the approval of Directors' fees and benefits payable to NEDs at this AGM.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

The profiles of the Directors who are standing for re-election at the 38th Annual General Meeting of the Company and their interest in the securities of the Company and its related corporations are set out in the Directors' Profile on pages 21, 26, 27, 29 and 30 of the Integrated Annual Report 2019.