



NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting ("15th AGM" or "AGM") of UZMA BERHAD will be held and conducted on a virtual basis through live streaming and remote voting using the remote participation and voting facilities for the purpose of considering and if thought fit, passing the resolutions setting out in this notice:-

- Meeting Date : 14 December 2022  
 Time : 10.00 a.m.  
 Meeting Platform : ConvенеAGM at <https://conveneagm.my/uzmaagm2022>  
 Mode of Communication : i. Submit questions to the Board prior to the 15th AGM by emailing to [communications@uzmagroup.com](mailto:communications@uzmagroup.com) or via ConvенеAGM at <https://conveneagm.my/uzmaagm2022> not later than 10.00 a.m., Monday, 12 December 2022  
 ii. Pose questions to the Board via real time submission of typed texts at ConvенеAGM at <https://conveneagm.my/uzmaagm2022> during live streaming of the 15th AGM
- Broadcast Venue : Level 2, Uzma Tower, No. 2 Jalan PJU 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Directors' and Auditors' Reports thereon. **(Explanatory Note 1)**
- 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 of the Company and the payment thereof. **Ordinary Resolution 1**
- To re-elect Datuk Abdullah Bin Karim who is retiring by rotation in accordance with Clause 98 of the Constitution of the Company. **Ordinary Resolution 2**
- To re-elect Dato' Kamarul Redzuan Bin Muhammed who is retiring by rotation in accordance with Clause 98 of the Constitution of the Company. **Ordinary Resolution 3**
- To re-elect Enck Yahya Bin Razali who is retiring by rotation in accordance with Clause 98 of the Constitution of the Company. **Ordinary Resolution 4**
- To re-elect Tengku Ezman Ismarah Bin Tengku Nur Ahmmed who is retiring in accordance with Clause 106 of the Constitution of the Company. **Ordinary Resolution 5**
- To re-elect Datuk Farisha Binti Pawan Teh who is retiring in accordance with Clause 106 of the Constitution of the Company. **Ordinary Resolution 6**
- To re-elect Enck Mazzi Zakuan Bin Mohd Noor who is retiring in accordance with Clause 106 of the Constitution of the Company. **Ordinary Resolution 7**
- 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. **Ordinary Resolution 8**

**As Special Business**

To consider and, if thought fit, to pass the following resolutions with or without modifications:-

- Authority under Sections 75 and 76 of the Companies Act 2016 ("Act") for the Directors to Allot and Issue Shares; And Waiver of Pre-Emptive Rights over new Ordinary Shares ("Shares") or Other Convertible Securities in the Company under Section 85(1) of the Act read together with Clause 59 of the Constitution of the Company**

"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 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. **Ordinary Resolution 9**

- Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares ("Proposed Renewal of Share Buy-Back Mandate")**

"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 its own ordinary shares ("Proposed Share Buy-Back") at any time and 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 Proposed Share Buy-Back;

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

- 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;
- the expiration of the period within which the Sixteenth AGM of the Company is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a 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 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 Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority. **Ordinary Resolution 10**

**BY ORDER OF THE BOARD**

TAI YIT CHAN (MAICSA 7009143/SSM PC No.: 20200801023)  
 CHAN YOKE PENG (MAICSA 7053966/SSM PC No.: 202008010791)  
 MAZIAH BINTI MARTIN (MACS M01864/SSM PC No.: 202208000294)


**Company Secretaries**

Selangor Darul Ehsan

Date: 31 October 2022

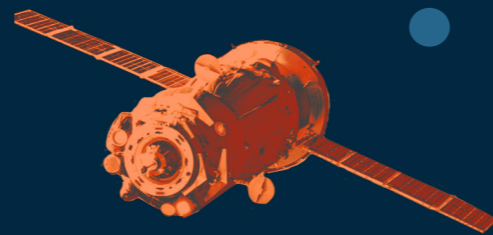
**NOTES:**

- The AGM of the Company will be held and conducted on a virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities. Please follow the procedures provided in the Administrative Guide for the 15th AGM in order to participate effectively. The Administrative Guide on the conduct of a virtual AGM of the Company is available on the Company's website at <http://www.uzmagroup.com>.
- The venue of the 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 present at the main venue of the meeting. The venue of the AGM is to inform shareholders where the electronic AGM 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 (either a proxy or an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991) 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 shares"), there is no limit on the number of proxies that 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 the Securities Industry (Central Depositories) Act, 1991 ("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 appointor 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 or officer 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 AGM or at any adjournment thereof, as follows:-  
 (i) **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.  
 (ii) **By electronic means**  
 The Proxy Form can also be lodged electronically via ConvенеAGM Meeting Platform at <https://conveneagm.my/uzmaagm2022> or email to [support\\_conveneagm@kpmg.com.my](mailto:support_conveneagm@kpmg.com.my). Please follow the procedures provided in the Administrative Guide for the 15th AGM 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 AGM by yourself, please write in to [support\\_conveneagm@kpmg.com.my](mailto:support_conveneagm@kpmg.com.my) to revoke the earlier appointed proxy forty-eight (48) hours before this meeting. Alternatively, kindly follow the steps provided in the Administrative Guide for the 15th AGM to register for RPEV facility or appoint another proxy. In such an event, your earlier appointment of proxy shall be revoked. Please advise your proxy accordingly.
- Please follow the provisions of Section 25A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM will be put to vote by way of poll.  
 For the purpose of determining who shall be entitled to participate at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at **6 December 2022** and only a Depositor whose name appears on such Record of Depositors shall be entitled to participate and vote at this meeting and entitled to appoint proxy.
- Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim was appointed as an Independent Non-Executive Director of the Company on 26 May 2011 and will 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 Independent Director of the Company, he has expressed that he does not wish to be retained as Independent Director of the Company at the 15th AGM and wishes to retire from the Board at the conclusion of the 15th AGM. Accordingly, he shall retire at the conclusion of the 15th AGM in pursuance of the Malaysian Code on Corporate Governance 2021 and MMLR of Bursa Securities.  
**EXPLANATORY NOTES ON ORDINARY BUSINESS AND SPECIAL BUSINESS**  
**1. Audited Financial Statements for the financial year ended 30 June 2022**  
 The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders of the Company.  
**2. Ordinary Resolution 1 - Fees and Benefits Payable to the Directors**  
 Section 230(1) of the Companies Act 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors ("Board") of the Company wishes to seek shareholders' approval of 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 AGM to be held in 2023. The aggregate amount of RM850,000.00 consists of the Directors' fees of up to RM750,000.00 payable to the Directors of the Company as members of the Board and benefits of RM100,000.00 payable to the Directors of the Company as meeting allowances.  
 The current structure of annual Directors' fees and benefits payable to the Directors of the Company, which was last approved by the Board in 2021 had remained unchanged since financial year 2020. During a review in 2022, the Nomination and Remuneration Committee ("NRC") recommended and the Board has approved that the Directors' fees and benefits payable to Directors shall remain unchanged, subject to shareholders' approval at this 15th AGM.  
**3. Ordinary Resolutions 2, 3, 4, 5, 6 and 7 - Re-election of Directors**  
 For the purpose of determining the eligibility of the Directors to stand for re-election at the 15th AGM of the Company, the Board through its NRC undertakes a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which includes the following:-  
 (i) Performance and Effectiveness of the Board of Directors as a whole, Board Committees and individual Directors;  
 (ii) Independence of the Independent Non-Executive Directors; and  
 (iii) Fit and proper assessment.  
 The NRC and the Board are satisfied that the Directors, namely Datuk Abdullah Bin Karim, Dato' Kamarul Redzuan Bin Muhammed, Enck Yahya Bin Razali, Tengku Ezman Ismarah Bin Tengku Nur Ahmmed, Datuk Farisha Binti Pawan Teh and Enck Mazzi Zakuan Bin Mohd Noor (collectively referred to as "retiring Directors") standing for re-election have performed their duties as per the Board Charter and they will continue to bring to bear their knowledge, experience and skills and contribute effectively to the Board's discussions, deliberations and decisions. In view thereof, the Board recommends that they be re-elected as Directors of the Company.  
 The retiring Directors being eligible, have offered themselves for re-election at the 15th AGM.  
 The retiring Directors have abstained from deliberations and decision on their own eligibility and suitability to stand for re-election at the relevant Board meeting.  
 The profiles of the Directors who are standing for re-election under Ordinary Resolutions 2, 3, 4, 5, 6 and 7 are set out in the Directors' Profile on pages 62 to 73 of the Annual Report 2022.  
**4. Ordinary Resolutions 8 - Re-appointment of Auditors**  
 Messrs Baker Tilly Monteiro Heng PLT, the auditors of the Company have expressed their willingness to continue in office as auditors of the Company for the financial year ending 30 June 2023. The Board has approved the Audit Committee's recommendation that they be retained after taking into account relevant feedback on their experience, performance and independence following a formal assessment.  
**5. Ordinary Resolution 9 - Authority under Sections 75 and 76 of the Companies Act 2016**  
 The Company had, during its Fourteenth AGM held on 16 December 2021, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to the Sections 75 and 76 of the Companies Act 2016 ("Act") which would lapse at the conclusion of the 15th AGM. The Company did not issue any shares pursuant to this mandate obtained.  
 The Ordinary Resolution 9 proposed under Item 10 of the Agenda is a renewal of the general mandate for issuance of ordinary shares ("Shares") by the Company under Sections 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new Shares specifically in the Company from time to time and expand the mandate to 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, provided that the aggregate number of Shares 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, pursuant to this resolution does not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) of the Company for the time being for such purposes as the Directors may, in their absolute discretion, deem fit, necessary and expedient 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 shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.  
 Details of Section 85(1) of the Act and Clause 59 of the Constitution of the Company as possible funding raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s), working capital and/or acquisitions.  
 Pursuant to Section 85(1) of the Act read together with Clause 59 of the Constitution of the Company, shareholders have pre-emptive rights to be offered of new Shares which rank equally to the existing issued Shares or other convertible securities.  
 Please refer Section 85(1) of the Act and Clause 59 of the Constitution of the Company as detailed below.  
**Section 85(1) of the Act and Clause 59 of the Constitution of the Company**  
 Section 85(1) of the Act provides as follows:-  
 "75. Pre-emptive rights to new shares  
 (1) Subject to the constitution, where a company issues shares which rank equally to existing shares, the company shall give those shares first to be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders."  
 Clause 59 of the Constitution of the Company provides as follows:-  
 "Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares from time to time to be created shall, before they are issued, be offered to such persons as at that time are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.... The Board may likewise also dispose of any new shares or securities which (by reason of the ratio which the new shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause."  
**6. Ordinary Resolution 10 - Proposed Renewal of Share Buy-Back Mandate**  
 Ordinary Resolution 10 proposed under Item 11 of the Agenda, 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, 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 15th AGM is required by law to be held.  
 Please refer to the Statement to Shareholders dated 31 October 2022 for further information.  
**Personal data privacy:**  
 By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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.



# ADMINISTRATIVE GUIDE FOR THE FIFTEENTH ANNUAL GENERAL MEETING ("15th AGM")

Meeting Date	:	Wednesday, 14 December 2022
Time	:	10.00 a.m.
Meeting Platform	:	ConveneAGM at <a href="https://conveneagm.my/uzmaagm2022">https://conveneagm.my/uzmaagm2022</a>
Mode of Communication	:	<p>i. Submit questions to the Board prior to the 15th AGM by emailing to <a href="mailto:communications@uzmagroup.com">communications@uzmagroup.com</a> or via typed texts at ConveneAGM at <a href="https://conveneagm.my/uzmaagm2022">https://conveneagm.my/uzmaagm2022</a> not later than 10.00 a.m. on 12 December 2022 (Monday).</p> <p>ii. Pose questions to the Board via real time submission of typed texts at ConveneAGM at <a href="https://conveneagm.my/uzmaagm2022">https://conveneagm.my/uzmaagm2022</a> during the live streaming of the 15th AGM.</p>
Broadcast Venue	:	Level 2, Uzma Tower, No. 2, Jalan PJU 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia



## Dear Shareholders,

The Company will conduct its forthcoming 15th AGM on a virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting ("RPEV") facilities (hereinafter as "Virtual AGM").

The Broadcast Venue mentioned above is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 64 of the Constitution of the Company which stipulates that the Chairman of the Meeting shall be at the main venue of the 15th AGM.

In line with the Practice 13.3 of the Malaysian Code on Corporate Governance, by conducting a Virtual AGM, this would promote greater shareholder participation as it facilitates electronic voting and remote members' participation. With the RPEV Facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

**No Members/Proxies/Corporate Representatives from the public shall be physically present nor admitted at the Broadcast Venue on the day of the AGM.**

### Digital Copies of Annual General Meeting Documents

As part of our dedicated commitment to sustainable practices, please scan the QR code for the following documents of the Company, which are also available and can be downloaded from Bursa Malaysia Securities Berhad and the Company's website at <http://www.uzmagroup.com/uzma-investor-relations.html>.



1. Annual Report 2022
2. Corporate Governance Report 2022
3. Notice of the 15th AGM and Proxy Form
4. Administrative Guide for the 15th AGM
5. Statement to Shareholders in relation to the proposed renewal of authority for the Company to purchase its own ordinary shares ("Proposed Renewal of Share Buy-Back Mandate") ("Statement to Shareholders")

As a shareholder of the Company, you may submit your request for a printed copy of the Annual Report 2022 and/or Statement to Shareholders to [communications@uzmagroup.com](mailto:communications@uzmagroup.com) and must provide all the required information accurately, i.e. full name, CDS account number, full mailing address and shareholder's mobile number. Barring any unforeseen circumstances, we will send a printed Annual Report 2022 and/or Statements to Shareholders to you as reasonably practicable from the date of receipt of your request. Nevertheless, it is hoped that you would consider the environment before you decide to request for the printed copy.

### Entitlement to Participate and Vote

In respect of deposited securities, only members whose names appear in the Record of Depositors on **6 December 2022** (General Meeting Record of Depositors) shall be eligible to participate the AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

### Form(s) of Proxy

Shareholders who are unable to participate in our online AGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the proxy form. Please take note that you must complete the proxy form for the AGM should you wish to appoint proxy(ies).

The proxy form may be made in hard copy or by electronic means, not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by 10:00 a.m., Monday, 12 December 2022 as follows:-

#### (i) In hard copy form

The proxy form must be deposited at the office of our Administration and Polling Agent:  
**KPMG Management & Risk Consulting Sdn Bhd**  
Concourse, KPMG Tower,  
No. 8, First Avenue, Bandar Utama,  
47800 Petaling Jaya,  
Selangor Darul Ehsan, Malaysia

## Form(s) of Proxy (continued)

The proxy form may be made in hard copy or by electronic means, not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by Monday, 12 December 2022 at 10:00 am, as follows:- (continued)

### (ii) By electronic means

The proxy form can also be lodged electronically through ConveneAGM Meeting Platform at <https://conveneagm.my/uzmaagm2022> or email to [support\\_conveneagm@kpmg.com.my](mailto:support_conveneagm@kpmg.com.my).

You may follow the steps below to lodge electronic proxy via ConveneAGM Meeting Platform:-

- Go to <https://conveneagm.my/uzmaagm2022>.
- Select “**Register Now**” and choose “**Register as Shareholder**”.
- Fill out the form with the required information and select “**Submit Registration**”.
- A confirmation will be displayed after a successful registration.
- Check your email for the next step.
- Open the email from AGM@Convene ([agmaccounts@conveneagm.com](mailto:agmaccounts@conveneagm.com))
- Select “**Verify Your Email**”.
- After the email verification, you will be redirected to create your own personalised password.
- Sign in to <https://conveneagm.my/uzmaagm2022>.
- Select “**Fill Out proxy form**”.

## Revocation of Proxy

If you have submitted your proxy form prior to the meeting and subsequently decide to participate at the meeting yourself, please write in to [support\\_conveneagm@kpmg.com.my](mailto:support_conveneagm@kpmg.com.my) to revoke the appointment of your proxy(ies) at least forty-eight (48) hours before the 15th AGM.

Alternatively, you may register for RPEV facility or appoint another proxy. In such an event, your earlier appointment of proxy shall be revoked. Please advise your proxy accordingly. Follow the steps listed in Procedures for RPEV FACILITIES to register and/or withdraw proxy form.

## Voting Procedure

The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed KPMG Management & Risk Consulting Sdn . Bhd . (“KPMG”) as Poll Administrator to conduct the poll by way of electronic voting (“e-voting”) and Independent Scrutineer to verify and validate the poll results.

During the AGM, the Chairman of the meeting will invite the poll Administrator to brief on the e-voting housekeeping rules. The e-voting session will commence as soon as the Chairman call for the poll to be opened and until such time when the Chairman announces the closure of the poll.

For the purposes of the virtual AGM, e-voting will be carried out via personal smart phones, tablets, or personal computers/laptops.

Upon the conclusion of the e-voting session, the Independent Scrutineer will verify the poll results followed by declaration by the chairman of the meeting whether the resolutions put to vote were successfully carried or not.

## Procedures for RPEV Facilities

All shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facility at <https://conveneagm.my/uzmaagm2022> to participate and vote remotely at the 15th AGM.

All shareholders who wish to participate at the 15th AGM are required to register online at ConveneAGM Meeting Platform (<https://conveneagm.my/uzmaagm2022>).

Registration for remote access will open from Monday, 31 October 2022 until the day of the 15th AGM on Wednesday 14 December 2022. Shareholders are encouraged to register at least 48 hours before the commencement of the 15th AGM to allow some time for the Company to verify the shareholder status and to avoid any delay in registration.

Kindly follow the steps below or provided in the AGM User Guide at <https://cdn.azeusconvene.com/wpcontent/uploads/brochures/Getting-Started-with-ConveneAGM.pdf> on how to register online:-

<p><b>Pre Meeting Day -</b></p> <p>Registration for Shareholders and/or Corporate Representatives</p>	<ul style="list-style-type: none"> <li>• Go to <a href="https://conveneagm.my/uzmaagm2022">https://conveneagm.my/uzmaagm2022</a>.</li> <li>• Select “<b>Register Now</b>” and choose “<b>Register as Shareholder</b>”.</li> <li>• Fill out the form with the required information and click to “<b>Submit Registration</b>”.</li> <li>• A confirmation will be displayed after a successful registration.</li> <li>• Check your email for the next step.</li> <li>• Open the email from AGM@Convene (<a href="mailto:agmaccounts@conveneagm.com">agmaccounts@conveneagm.com</a>).</li> <li>• Select “<b>Verify Your Email</b>”.</li> <li>• After the email verification, you will be redirected to create your own personalised password.</li> <li>• Upon system verification against the Record of Depositors and Register of Members as at 6 December 2022, you will receive email from AGM@Convene indicating that your registration is approved or rejected.</li> </ul> <p><b>Please note that the corporate shareholders who require their corporate representative to participate and vote at the AGM must deposit their certificate of appointment of corporate representative to KPMG not later than Monday, 12 December 2022 at 10:00 am.</b></p>
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## Procedures for RPEV Facilities (continued)

Kindly follow the steps below or provided in the AGM User Guide at <https://cdn.azeusconvene.com/wpcontent/uploads/brochures/Getting-Started-with-ConveneAGM.pdf> on how to register online:- (continued)

<p><b>Pre Meeting Day -</b></p> <p>Registration for Proxyholders</p>	<ul style="list-style-type: none"> <li>• As Proxy, you will receive email from AGM@Convene with your proxy code once you are appointed by your shareholder.</li> <li>• Click on the link in the email or go to <a href="https://conveneagm.my/uzmaagm2022">https://conveneagm.my/uzmaagm2022</a>.</li> <li>• Select “<b>Register Now</b>” and choose “<b>Register as Proxyholder</b>”.</li> <li>• Fill out the form with the required information and click to “<b>Submit Registration</b>”.</li> <li>• A confirmation will be displayed after a successful registration.</li> <li>• Check your email for the next step.</li> <li>• Open the email from AGM@Convene (<a href="mailto:agmaccounts@conveneagm.com">agmaccounts@conveneagm.com</a>).</li> <li>• Select “<b>Verify Your Email</b>”.</li> <li>• After the email verification, you will be redirected to create your own personalised password.</li> </ul> <p><b>Please note that in the event the shareholder who appointed you cannot be authenticated against the Record of Depositors and Register of Members as at 6 December 2022, your registration will not be valid.</b></p>
<p><b>Meeting Day -</b></p> <p>Participation by Shareholders, Proxies and/or Corporate Representatives during AGM</p>	<ul style="list-style-type: none"> <li>• Login to <a href="https://conveneagm.my/uzmaagm2022">https://conveneagm.my/uzmaagm2022</a></li> <li>• Click to start live webcast.</li> <li>• Proceed to ask question and/or vote when permissible.</li> </ul>

## No Door Gift/E-Voucher/Food Voucher

There will be NO door gift/e-voucher/food voucher for participating at the AGM since the meeting is being conducted on a virtual basis.

## Recording or Photography at the AGM

Strictly NO recording or photography of the AGM proceedings is allowed.

## Enquiries

Should you require any assistance on the RPEV facility, kindly contact KPMG, details as follows:-

- (a) For matters relating to proxy processing and eligibility to participate at the 15th AGM [During office hours on Mondays to Fridays (except on public holidays) from 8:30 a.m. to 5:30 p.m].
- |               |   |                                       |
|---------------|---|---------------------------------------|
| Email         | : | <b>support_conveneAGM@kpmg.com.my</b> |
| Telephone No. | : | 603-7721 3109/ 7329/ 7954/ 7780       |
- (b) For ConveneAGM Technical Support (available 24/7)
- |              |   |  |
|--------------|---|--|
| Toll Free No | : | 1 800 817 240  |
| Email        | : | <b>support@conveneagm.com</b>  |
| Live Chat    | : | Click on the chat icon at the bottom right side of <a href="https://conveneagm.my/uzmaagm2022">https://conveneagm.my/uzmaagm2022</a> |

## Personal Data Privacy:

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