



UZMA BERHAD

(Company No. 769866-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Uzma Berhad ("**Uzma**" or "**Company**") will be held at Kelab Golf Sultan Abdul Aziz Shah, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6, 40100 Shah Alam, Selangor Darul Ehsan on Monday, 21 July 2014 at 9.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF MMSVS GROUP HOLDING CO., LTD.

"THAT, subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company for the following:

- I Proposed acquisition by Uzma Engineering Sdn Bhd ("**UESB**"), a wholly owned subsidiary of Uzma Berhad, of the entire equity interest in SVJ Holding Limited ("**SVJ**"), which on or before completion of the Share Sale and Purchase Agreement dated 30 May 2014, holds 100,000 ordinary shares of Thai Baht 100 each representing approximately 49.75% of all the authorised and issued shares in MMSVS Group Holding Co., Ltd. ("**MMSVS**"), upon the terms and conditions contained in the conditional Share Sale and Purchase Agreement dated 30 May 2014;
- II Proposed acquisition by Well Services (Thailand) Ltd ("**WST**"), a 49%-owned subsidiary of UESB, of 100,999 preferred shares of Thai Baht 100 each representing approximately 50.25% of all the authorised and issued shares in MMSVS, upon the terms and conditions contained in the conditional Share Sale and Purchase Agreement dated 30 May 2014,

for an aggregate cash consideration of approximately USD29.70 million (or approximately RM95.34 million) ("**Proposed Acquisition**").

THAT the Board be and is hereby authorised to do all such acts, deed and things and execute, sign, deliver and cause to be delivered on behalf of the Company all such transactions, arrangements, agreements and/or documents as may be necessary or expedient in order to implement, give full effect to and complete the Proposed Acquisition with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments to the terms of the Proposed Acquisition as the Board may deem fit, necessary and/or expedient in the interest of the Company or as may be required by the relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments including but not limited to the variation of the issue price and to do all such acts and things in any manner as it may consider necessary or expedient to implement, finalise and give full effect to the Proposed Acquisition."

By Order of the Board

KANG SHEW MENG
SEOW FEI SAN

Company Secretaries
Petaling Jaya
4 July 2014

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 11 July 2014 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company and a member may appoint any persons to be his proxy. The provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the Extraordinary General Meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holding to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
5. 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 known as an 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.
6. 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 its Common Seal or under the hand of its officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 802, 8th Floor, Block C, Kelana Square, 17 Jalan SS7/26, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty eight (48) hours before the time for holding the Meeting or any adjournment thereof.