

NINTH (9TH) ANNUAL GENERAL MEETING



UZMA BERHAD (769866-V)

(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Ninth (9th) Annual General Meeting of the Company will be held at Damansara Performing Arts Centre (DPAC) Hall, Level G, Empire Damansara, Jalan PJU 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 25 May 2016 at 9.00 a.m. to transact the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 and the Reports of Directors and Auditors thereon.
(Please refer Note 8)
2. To approve the increase in directors' fees **Ordinary Resolution 1**
3. To re-elect the following Directors who retire in accordance with the Company's Articles of Association:-
Ordinary Resolution 2
Ordinary Resolution 3
(i) Dato' Che Nazahatuhisamudin Bin Che Haron (Article 77)
(ii) Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim (Article 77)
(Please refer Note 9)
4. To appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 4**
5. As Special Business to consider and if thought fit, to pass the following Ordinary Resolutions, with or without modifications: -

AUTHORITY TO ISSUE SHARES

"THAT subject always to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby authorised pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being." **Ordinary Resolution 5**

6. PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT Datuk Seri Syed Ali Bin Tan Sri Syed Abbas Alhabshee be and is hereby retained as an Independent Non-Executive Director of the Company and he shall continue to act as an Independent Non-Executive Chairman notwithstanding that he has been on the Board of the Company for a cumulative period of nine years after the 9th AGM." **Ordinary Resolution 6**

7. To transact any other business of which due notice shall have been received.

BY ORDER OF THE BOARD

KANG SHEW MENG
SEOW FEI SAN
Secretaries

Petaling Jaya
29 April 2016

NOTES:

1. Only depositors whose names appear in the Record of Depositors as at 18 May 2016 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 Annual 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.
8. The Audited Financial Statements for the financial year ended 31 December 2015 are laid before the shareholders pursuant to the provisions of Section 169(1) and (3) of the Companies Act, 1965 for discussion purpose only. It does not require members' approval thus will not be put forward for voting by members.
9. Re-election of Directors who retire by rotation in accordance with Article 77

For your information, based on the schedule of retirement of rotation, Datin Rozita Binti Mat Shah @ Hassan is due for re-election at this meeting alongside with Dato' Che Nazahatuhisamudin Bin Che Haron and Dato' Dr. (H) Ab Wahab Bin Haji Ibrahim. As Datin Rozita Binti Mat Shah @ Hassan has expressed her intention not to seek for re-election, the resolution pertaining to her re-election is not put up for members' approval at this meeting and she will retain her office as Director until the close of this 9th Annual General Meeting.

10. Explanatory notes on special business:

Resolution 5 – Authority to Issue Shares

The Proposed Ordinary Resolution 5, if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue shares from the unissued capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company ("General Mandate"). The authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The renewed General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, 21,585,000 ordinary shares of RM0.50 each ("Shares") in the Company were allotted and issued on 27 July 2015 at an issue price of RM2.50 per share pursuant to the authority granted

to the Directors at the 8th Annual General Meeting held on 24 June 2015, which will lapse at the conclusion of the 9th Annual General Meeting. The said Shares were allotted and issued in relation to the Private Placement exercise undertaken by the Company which raised a total proceed of RM53,962,500. The entire proceeds had been fully utilised as at 30 September 2015 for capital expenditure, working capital, repayment of bank overdrafts and payment of the expenses relating to the Private Placement exercise.

Resolution 6 – Proposed Retention of Independent Non-Executive Director

The Ordinary Resolution 6 is proposed pursuant to Recommendation of the Malaysian Code of Corporate Governance 2012 and if passed, will allow Datuk Seri Syed Ali Bin Tan Sri Syed Abbas Alhabshee to be retained and continue to act as Independent Non-Executive Director / Chairman of the Company.

The full details of the Board's justifications for the retention of Datuk Seri Syed Ali Bin Tan Sri Syed Abbas Alhabshee is set out in the Statement of Corporate Governance in the 2015 Annual Report.