

EXTRAORDINARY
GENERAL
MEETING

Q&A Session

From MSWG

QUESTION 1

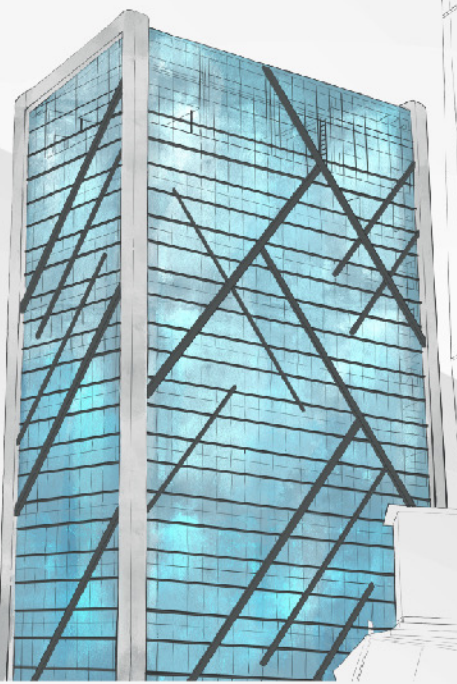
Resolutions 2 to 11 are in respect of granting Employees' Share Scheme ("ESS") to the members of the Board, senior management staff and persons connected with the directors and senior management staff.

What are the schemes applicable to the independent non-executive directors and senior management staff of the Company and what is the number of shares to be allocated to them - respectively?

The independent non-executive directors are eligible to be granted ESOS Options under the Proposed ESOS.

The senior management staff of Uzma are eligible to be granted both SGP Award and ESOS Option under the Proposed SGP and Proposed ESOS respectively.

The number of shares to be allocated has not been determined by the ESS Committee at this juncture and will be deliberated upon the official formation of the ESS Committee after obtaining the shareholders' approval. For clarity, the number of shares allocated to any individual directors or senior management staff of Uzma, regardless of their role or level, shall not exceed 10% of the total allocation.



QUESTION 2

Who are the members of the ESS Committee? Please name them.

The ESS Committee will consist of all Independent Non-Executive Directors from the Nomination and Remuneration Committee, along with one senior management representative, who will be represented by the Group CEO. The primary responsibility of this committee will be to implement and administer the proposed ESS in accordance with the By-Laws. However, the formation of the ESS Committee will only be finalized after obtaining shareholders' approval. As of now, the proposed members of the ESS Committee are as follows:

No.	Name	Position
1	Datuk Seri Zurainah Binti Musa	Independent Non-Executive Director and Chairperson of the Nomination and Remuneration Committee
2	YM Tengku Ezuan Ismara Bin Tengku Nun Ahmad	Independent Non-Executive Director and Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee
3	Datuk Farisha Binti Pawan Teh	Independent Non-Executive Director and Member of the Nomination and Remuneration Committee
4	Dato' Kamarul Redzuan Bin Muhamed	Managing Director/Group CEO

QUESTION 3

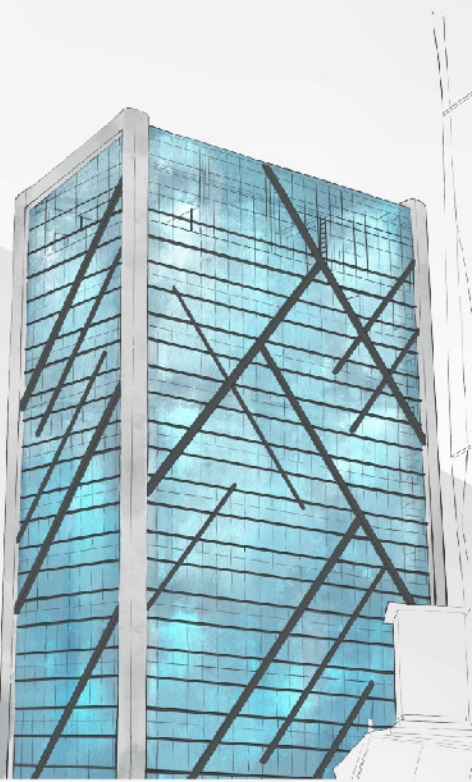
What are the Key Performance Indicators (KPIs) set by the ESS Committee for the senior management staff of the Group prior to the granting of SGP Award?

The KPIs established by the ESS Committee predominantly revolve around two key areas:

(1) Meeting targeted budget set by the Board

One of the primary KPIs involves the financial aspect of the organization, emphasizing the importance of aligning operational performance with the targeted budget set by the Board. This could include metrics related to revenue generation, cost management, and overall financial performance. It also includes other KPIs such as ensuring safe and secure working environment for all staffs, key operational KPI such as On Time, On Budget, On Scope (OTOBOS), reducing Non-Productive Time (NPT) and Quality Delivery of product and services. Achieving or exceeding budgetary goals demonstrates effective financial stewardship and contributes to the organization's strategic objectives.

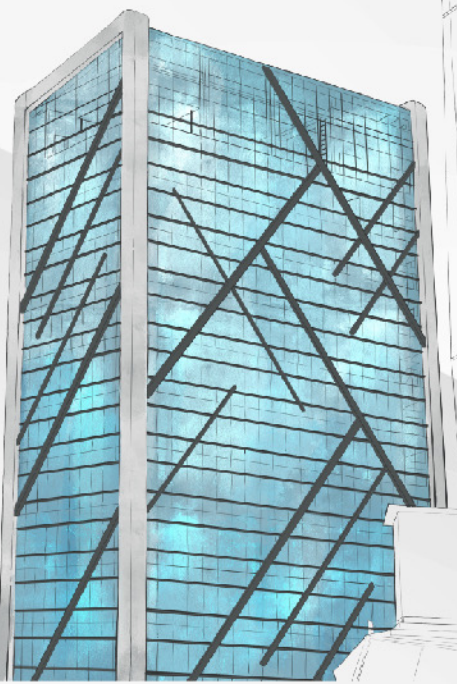
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(2) Personal achievement of employees in KPIs set by the Management

The second major focus is on the personal achievements of individual employees. This includes adherence to KPIs established at the individual level by the management. Employees' KPIs could cover a range of factors, such as project deadlines, sales targets, implement strategic initiatives, manage financial health, maintain legal and regulatory compliance, or any other specific goals relevant to the roles and responsibilities of each employee. Overall, individual KPIs are closely aligned with the 8 corporate KPIs, which encompass financial objectives, business growth, Quality, Health, Safety, and Environment (QHSE) in project delivery, and stakeholder management. This strong alignment ensures that everyone is working towards the same objectives, leading to greater success for the company as a whole.

These dual focuses indicate a balanced approach to performance measurement, combining organizational financial health with individual employee contributions. Aligning personal KPIs with broader organizational goals ensures that employee efforts are directed towards the strategic objectives outlined by both the Board and management. This approach promotes a holistic evaluation of performance, emphasizing both the macro-level financial stability and the micro-level contributions of individual employees.



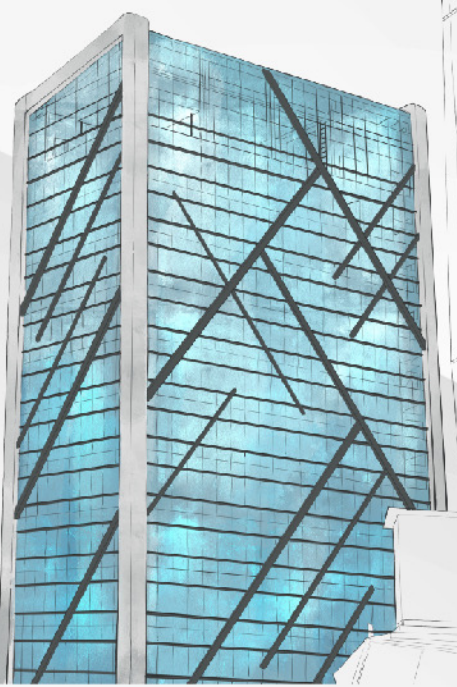
QUESTION 4

Is there any claw-back clause in the SGP Award? If no, why?

No. The SGP Award(s) are only fully vested to the relevant employee when all qualifying conditions/requirements set by the ESS Committee (including the meeting of any performance KPI, where applicable) have been duly satisfied.

This means that the Shares are only vested after the employee has performed all that is contractually required of him/her and is fully entitled to the SGP Award(s) as part of the contractual commitment made by the Company. It should also be noted that the ESS Committee will (among others) take into account the above and set the appropriate vesting conditions for each employee accordingly in line with the objectives of the ESS, taking into account the best interest of the Company.

The discretionary nature of the ESS Committee's decision-making allows for flexibility in adapting vesting conditions to individual and Company circumstances.



QUESTION 5

Please confirm whether the vesting period for senior management in the SGP Award is only one year like the ESOS? If yes, why is the vesting period so short for the SGP Award as it is normally over a period of 5 years?

The vesting period for ESOS Award(s) and/or SGP Award(s) is to be determined by the ESS Committee and not limited to one year only (no such indication of the same in the Circular or the By-Laws). The said vesting period also shall be indicated in the letter of ESOS Award and SGP Award Letter to an Eligible Person respectively, in accordance with By-Laws 38.2 and 44.1. If this "one year" period refers to the "Retention Period" in By-Laws 13.1 and 13.2, then it must be noted that in compliance with Paragraph 8.20 of the Listing Requirements, an ESS Participant who is a non-executive director must not sell, transfer or assign any new Shares obtained through the ESS Awards offered to them under the ESS within one (1) year from the date of offer of such ESS Awards.

The ESS Award has a specific purpose of retaining key staff within the organization. To align with this objective, the ESS Committee has the authority to impose a suitable vesting period for stock options on a case-by-case basis. For critical roles or employees, a longer vesting period may be imposed to ensure a more extended commitment, while for others, a shorter period may be appropriate.



THANK YOU

Get In Touch With Us



Uzma Tower,
No. 2, Jalan PJU 8/8A,
Damansara Perdana,
47820 Petaling Jaya,
Selangor Darul Ehsan, Malaysia



+603 7611 4000



communications@uzmagroup.com



www.uzmagroup.com

