UZMA BERHAD

Registration No. 200701011861 (769866-V)
(Incorporated in Malaysia)

NOTICE OF 19TH ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN THAT the Nineteenth Annual General Meeting ("19th AGM") of UZMA BERHAD will be held at Theatre, Damansara Performing Arts Centre, G Floor, Uzma Tower, No. 2, Jalan PJU 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 25 November 2026 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions set out in this Notice

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2026 together with the Reports of the Directors and Auditors thereon.
   (Please refer to Explanatory Note 1)

2. To approve the Directors' fees payable to the Non-Executive Directors of up to an aggregate amount of RM1,392,055.00 for the period from 26 November 2026 until the next Annual General Meeting of the Company and the payment thereof. **Ordinary Resolution 1**
   (Please refer to Explanatory Note 2)

3. To approve the payment of Meeting Allowances of up to an aggregate amount of RM118,500.00 for the period from 26 November 2026 until the next Annual General Meeting of the Company and the payment thereof. **Ordinary Resolution 2**
   (Please refer to Explanatory Note 2)

4. To re-elect the following Directors who are retiring by rotation in accordance with Clause 98 of the Constitution of the Company: -
   (i) Datuk Seri Dr. Zurainah binti Musa **Ordinary Resolution 3**
   (ii) Ikhlas bin Abdul Rahman **Ordinary Resolution 4**
   (iii) Y.M. Tengku Ezuan Ismara bin Tengku Nun Ahmad **Ordinary Resolution 5**
   (Please refer to Explanatory Note 3)

5. To re-elect Karel Avni Doshi a/p Jitendrakumar who is retiring by rotation in accordance with Clause 106 of the Constitution of the Company. **Ordinary Resolution 6**
   (Please refer to Explanatory Note 3)

6. To re-appoint Messrs Morison LC PLT as Auditors of the Company for the financial year ending 30 June 2027 and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 7**
   (Please refer to Explanatory Note 4)

As Special Business
To consider and, if thought fit, to pass the following resolutions: -

7. **AUTHORITY FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** **Ordinary Resolution 8**

   "**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 ("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 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 of and quotation for the additional Shares so allotted on Bursa Malaysia Securities Berhad ("Bursa Securities") 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."

8. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN ORDINARY SHARES ("PROPOSED RENEWAL OF SHARE BUYS-BACK MANDATE")** **Ordinary Resolution 9**

   "**THAT** subject to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities ("MMLR") 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 the Company's ordinary shares ("Proposed Share Buy-Back") as may be determined by the Directors of the Company 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 :-

   (a) The conclusion of the next Annual General Meeting ("AGM") of the Company (being the Twentieth AGM ("20th 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;

   (b) The expiration of the period within which the 20th AGM of the Company is required by law to be held; or

   (c) The authority is 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."

   (Please refer to Explanatory Note 6)

9. **RETENTION OF INDEPENDENT NON-EXECUTIVE CHAIRMAN, DATUK ABDULLAH BIN KARIM** **Ordinary Resolution 10**

   "THAT approval be and is hereby given to Datuk Abdullah bin Karim, whose tenure as an Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Chairman of the Company until the conclusion of the next Annual General Meeting of the Company"

   (Please refer to Explanatory Note 7)

10. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, DATUK SERI DR. ZURAINAH BINTI MUSA** **Ordinary Resolution 11**

    "THAT approval be and is hereby given to Datuk Seri Dr. Zurainah binti Musa, whose tenure as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until 13 May 2027."

    (Please refer to Explanatory Note 9)

11. **RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, IKHLAS BIN ABDUL RAHMAN** **Ordinary Resolution 12**

    "THAT approval be and is hereby given to Ikhlas bin Abdul Rahman, whose tenure as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

    (Please refer to Explanatory Note 9)

BY ORDER OF THE BOARD
KHOO MING SIANG
Membership No.: MAICSA 7034037
SSM PC No.: 202208000150

CHIN WAI LENG
Membership No.: LS0009738
SSM PC No.: 201908000658

Company Secretaries
Selangor Darul Ehsan
Date: 30 October 2026

NOTES:

1. A member [other than an exempt authorized nominee as 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.

2. 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.

3. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
   An exempt authorized nominee refers to an authorized 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

4. 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 of the corporation so authorised.

5. The instrument appointing a proxy ("Proxy Form") must be deposited at the office of the Poll Facilitator office at S-4-04, The Gamuda Biz Suites, Jalan Anggerik Vanilla 31/99, Kota Kemuning, 40460 Shah Alam, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof.

6. Pursuant to Paragraph 8.29A(1) of the MMLR, all resolutions set out in the Notice of AGM will be put to vote by way of poll.

7. For the purpose of determining who shall be entitled to participate in this meeting, the Company will be requesting from Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 18 November 2026. Only a Depositor whose name appears on such Record of Depositors shall be entitled to participate and vote at this meeting and be entitled to appoint a proxy or proxies.

Explanatory Notes on Ordinary Business and Special Business

1. Audited Financial Statements for the Financial Year Ended 30 June 2026

The Audited Financial Statements in Agenda 1 is meant for discussion only, as approval from the 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. Payment of Directors' Fees and Benefits

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.

i) Ordinary Resolution 1 – Payment of Directors' Fees to the Non-Executive Directors for the period from 26 November 2026 until the next AGM to be held in 2027

The proposed fees payable by the Company to each of the NEDs are detailed as follows:

Board/Committees	Position	Fee per Annum (RM)
Board	Chairman	180,000
	Member	120,000
Committees	Chairman	30,000
	Member	15,000

The proposed Resolution 1 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors' fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

ii) Ordinary Resolution 2 – Payment of Meeting Allowances

Payment of Meeting Allowances for the period from 26 November 2026 until the next AGM to be held in 2027 is RM1,500 per meeting for the Chairman and RM1,000 per meeting for each Member. In the event the proposed amount is insufficient (due to more meetings/ enlarged board size), approval will be sought at the next AGM for the shortfall.

3. Ordinary Resolutions 3, 4, 5 and 6 – Re-election of Directors

For the purpose of determining the eligibility of the Directors to stand for re-election at the 19th Annual General Meeting of the Company, the Board through its NRC undertook a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which included the following: -

i) Commitment and time to serve the Company;
ii) The fit and proper assessment;
iii) Past contribution and performance.

Based on the outcome of the annual performance evaluation, the NRC and the Board are satisfied that the retiring Directors, namely Datuk Seri Dr. Zurainah binti Musa, Ikhlas bin Abdul Rahman, Y.M. Tengku Ezuan Ismara bin Tengku Nun Ahmad and Karel Avni Doshi a/p Jitendrakumar (collectively, "the retiring Directors") standing for re-election, have performed their duties as per the Board Charter. In addition, the NRC and the Board are confident that the retiring Directors will continue to bring their knowledge, experience and skills, and will contribute effectively to the Board's discussions, deliberations and decisions. In view thereof, the Board recommends that the retiring Directors be re-elected as Directors of the Company.

The retiring Directors, being eligible, have offered themselves for re-election at the 19th AGM.

The retiring Directors do not have conflict of interest with the Company and had abstained from deliberations and decisions on their own re-election at the relevant Board meeting.

All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the NRC and/or Board Meetings and they will continue to abstain from deliberations and decisions on their own eligibility to stand for re-election at the 19th AGM of the Company

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 3, 4, 5 and 6 are set out in the Directors' Profile on pages [70 to 82] of the Annual Report 2026.

4. Ordinary Resolution 7 – Re-appointment of Auditors

Messrs Morison LC 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 2027. The Board has approved the Audit Committee's recommendation that their office be retained after taking into account the relevant feedback on their experience, performance and independence following a formal assessment.

5. Ordinary Resolution 8 – Authority for the Directors to Allot and Issue Shares

The Ordinary Resolution 8 proposed under item 7 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 Company, however, did not issue any new shares pursuant to this mandate obtained as at the date of this Notice.

The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new Shares speedily 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 consider would be in the interest of the Company.

This would eliminate any delay arising from and cost involved in convening a general meeting to obtain the approval of the shareholders for such issuance of shares and provide flexibility to the Company for any possible fund-raising activities, including but not limited to, further placing of shares, for purpose of funding investment project(s), working capital and/or acquisitions.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

6. Ordinary Resolution 9 – Proposed Renewal of Share Buy-Back Mandate

Ordinary Resolution 9 proposed under item 8 of the Agenda, if passed, will give the Directors of the Company the authority to take all such steps, as are necessary or expedient, to implement, finalise, complete and/or to affect 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 will, 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 19th AGM is required by law to be held.

Please refer to the Statement to Shareholders dated 30 October 2026 for further information.

7. Ordinary Resolution 10 – Retention of Independent Non-Executive Chairman, Datuk Abdullah bin Karim

Ordinary resolution 10, if passed, will allow Datuk Abdullah bin Karim ("Datuk Abdullah") to continue in office as an Independent Non-Executive Chairman of the Company.

Datuk Abdullah was appointed as an Independent Non-Executive Director on 25 August 2016 and subsequently assumed the role of Chairman of the Board of Directors on 30 August 2018. The Board, through the Nomination and Remuneration Committee ("NRC"), has conducted a performance evaluation and assessment on Datuk Abdullah, who has served the Company for more than nine (9) years as at the date of the notice of this 19th AGM. The Board and NRC (save for Datuk Abdullah), who has declared his interest and abstained from deliberation and voting) recommended his retention as Independent Non-Executive Chairman of the Company, based on the following justifications:-

i) he has met the independence guidelines set out in the Main Market Listing Requirements ("MMLR");
ii) he continues to be independent, as there are no circumstances or relationships that create threats to his independence;
iii) he has demonstrated strong leadership in his capacity as Chairman of the Board, actively facilitating constructive discussions and ensuring effective Board oversight;
iv) he has contributed sufficient time and effort in discharging his responsibilities, exercised due care in all undertakings of the Company, and carried out his fiduciary duties in the best interest of the Company throughout his tenure.

Datuk Abdullah has abstained from deliberations and decisions on this matter at the Board Meeting and he will continue to abstain from deliberations and decisions at the 19th AGM of the Company. The profile of Datuk Abdullah is set out in the Directors' Profile on page [72] of the Annual Report 2026.

8. Ordinary Resolution 11 – Retention of Independent Non-Executive Director, Datuk Seri Dr. Zurainah binti Musa

Ordinary Resolution 11, if passed, will allow ("Datuk Seri Dr. Zurainah") to continue in office as an Independent Non-Executive Director of the Company.

Datuk Seri Dr. Zurainah was appointed as an Independent Non-Executive Director on 13 May 2015. The Board has via the Nomination and Remuneration Committee ("NRC") conducted a performance evaluation and assessment on Datuk Seri Dr. Zurainah, who has served the Company for more than nine (9) years as at the date of the notice of this 19th AGM. The Board and NRC (save for Datuk Seri Dr. Zurainah who has declared her interest and abstained from deliberation and voting) recommended her to continue to act as Independent Director of the Company based on the following justifications:-

i) she has met the independence guidelines set out in the MMLR,
ii) she continues to be independent as she has no circumstances and relationships that create threats to her independence,
iii) she has actively participated in the board meetings and possesses the appropriate competencies to enable her to apply professional judgment, and
iv) she has contributed sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out her fiduciary duties in the interest of the Company during her tenure as an Independent Non-Executive Director.

Datuk Seri Dr. Zurainah will reach the maximum tenure of twelve (12) years as an Independent Director on 13 May 2027. In accordance with the MMLR, which provides that the tenure of an Independent Director shall not exceed a cumulative period of twelve (12) years, she will be redesignated as a Non-Independent Non-Executive Director upon completion of her twelve (12) year tenure.

Datuk Seri Dr. Zurainah has abstained from deliberations and decisions on this matter at the NRC and/or Board Meetings and she will continue to abstain from deliberations and decisions at the 19th AGM of the Company. The profile of Datuk Seri Dr. Zurainah is set out in the Directors' Profile on page [76] of the Annual Report 2026.

9. Ordinary Resolution 12 – Retention of Independent Non-Executive Director, Ikhlas Bin Abdul Rahman

Ordinary Resolution 12, if passed, will allow Ikhlas bin Abdul Rahman ("Ikhlas") to continue in office as an Independent Non-Executive Director of the Company.

Ikhlas was appointed as an Independent Non-Executive Director on 1 February 2017. The Board has via the Nomination and Remuneration Committee ("NRC") conducted a performance evaluation and assessment on Ikhlas, who has served the Company for more than nine (9) years as at the date of the notice of this 19th AGM. The Board and NRC (save for Ikhlas who has declared his interest and abstained from deliberation and voting) recommended him to continue to act as Independent Director of the Company based on the following justifications:-

i) he has met the independence guidelines set out in the MMLR,
ii) he continues to be independent as she has no circumstances and relationships that create threats to her independence,
iii) he has actively participated in the board meetings and possesses the appropriate competencies to enable him to apply professional judgment, and
iv) he has contributed sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out his fiduciary duties in the interest of the Company during his tenure as an Independent Non-Executive Director.

Ikhlas has abstained from deliberations and decisions on this matter at the Board Meetings and he will continue to abstain from deliberations and decisions at the 19th AGM of the Company. The profile of Ikhlas is set out in the Directors' Profile on page [77] of the Annual Report 2026

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. There were no Directors standing for election (excluding Directors standing for a re-election) at the 19th AGM.

2. Please refer to Explanatory Note 5 for information relating to general mandate for issue of securities.

Personal Data Privacy:
By submitting an instrument appointing a proxy(ies) and/or representative(s) to participated 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.