



**UMW**

**UMW HOLDINGS BERHAD**

(Company No. 090278-P)

(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of UMW Holdings Berhad ("UMWH" or "Company") will be held at the UMW Auditorium, UMW Holdings Berhad, No. 3, Jalan Utas (15/7), Batu Tiga Industrial Estate, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia on Thursday, 1 August 2013 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:

### ORDINARY RESOLUTION 1

#### PROPOSED LISTING OF UMW OIL & GAS CORPORATION BERHAD ON THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD ("PROPOSED LISTING")

**THAT**, subject to the approval of the relevant authorities for the admission of **UMW OIL & GAS CORPORATION BERHAD ("UMW-OG")** to the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the listing of and quotation for the entire enlarged issued and paid-up share capital of UMW-OG on the Main Market of Bursa Securities, approval be and is hereby given for the Company to list the entire enlarged issued and paid-up share capital of UMW-OG pursuant to the Proposals as set out in Section 2 of the Circular to Shareholders of the Company dated 16 July 2013 ("**Circular**");

**AND THAT**, the Directors be and are hereby authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents to complete the Proposals with full powers to give effect or assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or parties or otherwise deemed by the Directors to be in the best interests of the Company.

### ORDINARY RESOLUTION 2

#### PROPOSED ALLOCATION OF ORDINARY SHARES OF RM0.50 EACH IN UMW-OG ("OFFER SHARES") TO TAN SRI ASMAT BIN KAMALUDIN

**THAT**, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate 300,000 Offer Shares to Tan Sri Asmat bin Kamaludin, Group Chairman and Non-Independent Non-Executive Director of the Company, pursuant to the proposed allocation of Offer Shares to eligible directors and employees of the UMWH group and the UMW-OG group ("**Proposed Preferential Allocation**") as set out in the Circular;

**AND THAT**, the Directors be and are hereby authorised to give full effect to the proposed allocation of the Offer Shares to Tan Sri Asmat bin Kamaludin with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the allocation of Offer Shares to Tan Sri Asmat bin Kamaludin, as part of the Proposed Listing.

### ORDINARY RESOLUTION 3

#### PROPOSED ALLOCATION OF OFFER SHARES TO DATUK SYED HISHAM BIN SYED WAZIR

**THAT**, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate 500,000 Offer Shares to Datuk Syed Hisham bin Syed Wazir, President & Group Chief Executive Officer and Non-Independent Executive Director of the Company, pursuant to the Proposed Preferential Allocation as set out in the Circular;

**AND THAT**, the Directors be and are hereby authorised to give full effect to the proposed allocation of the Offer Shares to Datuk Syed Hisham bin Syed Wazir with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the allocation of Offer Shares to Datuk Syed Hisham bin Syed Wazir, as part of the Proposed Listing.

### ORDINARY RESOLUTION 4

#### PROPOSED ALLOCATION OF OFFER SHARES TO DR. LEONG CHIK WENG

**THAT**, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate 300,000 Offer Shares to Dr. Leong Chik Weng, Independent Non-Executive Director of the Company, pursuant to the Proposed Preferential Allocation as set out in the Circular;

**AND THAT**, the Directors be and are hereby authorised to give full effect to the proposed allocation of the Offer Shares to Dr. Leong Chik Weng with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the allocation of Offer Shares to Dr. Leong Chik Weng, as part of the Proposed Listing.

### ORDINARY RESOLUTION 5

#### PROPOSED ALLOCATION OF OFFER SHARES TO DATO' DR. NIK NORZRUL THANI BIN N.HASSAN THANI

**THAT**, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate 300,000 Offer Shares to Dato' Dr. Nik Norzrul Thani bin N.Hassan Thani, Non-Independent Non-Executive Director of the Company, pursuant to the Proposed Preferential Allocation as set out in the Circular;

**AND THAT**, the Directors be and are hereby authorised to give full effect to the proposed allocation of the Offer Shares to Dato' Dr. Nik Norzrul Thani bin N.Hassan Thani with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the allocation of Offer Shares to Dato' Dr. Nik Norzrul Thani bin N.Hassan Thani, as part of the Proposed Listing.

### ORDINARY RESOLUTION 6

#### PROPOSED ALLOCATION OF OFFER SHARES TO DATO' SIOW KIM LUN @ SIOW KIM LIN

**THAT**, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate 300,000 Offer Shares to Dato' Siow Kim Lun @ Siow Kim Lin, Independent Non-Executive Director of the Company, pursuant to the Proposed Preferential Allocation as set out in the Circular;

**AND THAT**, the Directors be and are hereby authorised to give full effect to the proposed allocation of the Offer Shares to Dato' Siow Kim Lun @ Siow Kim Lin with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the allocation of Offer Shares to Dato' Siow Kim Lun @ Siow Kim Lin, as part of the Proposed Listing.

### ORDINARY RESOLUTION 7

#### PROPOSED ALLOCATION OF OFFER SHARES TO DATO' MOHD. NIZAM BIN ZAINORDIN

**THAT**, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate 300,000 Offer Shares to Dato' Mohd. Nizam bin Zainordin, Non-Independent Non-Executive Director of the Company, pursuant to the Proposed Preferential Allocation as set out in the Circular;

**AND THAT**, the Directors be and are hereby authorised to give full effect to the proposed allocation of the Offer Shares to Dato' Mohd. Nizam bin Zainordin with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the allocation of Offer Shares to Dato' Mohd. Nizam bin Zainordin, as part of the Proposed Listing.

### ORDINARY RESOLUTION 8

#### PROPOSED ALLOCATION OF OFFER SHARES TO KHALID BIN SUFAT

**THAT**, subject to the passing of Ordinary Resolution 1 above, and subject to the approval of and in compliance with any conditions as may be imposed by the relevant authorities, approval be and is hereby given for the Company to allocate 300,000 Offer Shares to Khalid bin Sufat, Independent Non-Executive Director of the Company, pursuant to the Proposed Preferential Allocation as set out in the Circular;

**AND THAT**, the Directors be and are hereby authorised to give full effect to the proposed allocation of the Offer Shares to Khalid bin Sufat with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required in the best interests of the Company, and to take all steps or do all acts as they may deem necessary or expedient in order to implement, finalise and give full effect to the allocation of Offer Shares to Khalid bin Sufat, as part of the Proposed Listing.

By Order of the Board  
**FADZILAH BINTI SAMION**  
(MACS 01262)  
Company Secretary

16 July 2013  
Shah Alam, Selangor Darul Ehsan

#### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
2. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, is allowed to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. The proxy form must be signed by the appointer or his attorney duly authorised in writing or in the case of a corporation, executed under its common seal or attorney duly authorised in that behalf.
5. All proxy forms must be deposited at the Registered Office of the Company at 3rd Floor, The Corporate, No. 10, Jalan Utas (15/7), Batu Tiga Industrial Estate, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
6. Only members whose names appear in the Record of Depositors of the Company as at 25 July 2013 shall be entitled to attend, speak and vote at the meeting.