



UZMA
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 Tuesday, 10 June 2014 at 9.15 a.m. or immediately after the conclusion or adjournment (as the case may be) of the 7th Annual General Meeting of Uzma Berhad to be held at the same venue and on the same day at 9.00 a.m., whichever is later, for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 132,000,000 NEW ORDINARY SHARES OF RM0.50 EACH ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.75 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.50 ("SHARE") EACH HELD IN UZMA BERHAD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE")

"THAT subject to passing of the Ordinary Resolution 2 and the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board for the following:

- (a) provisionally allot by way of a renounceable rights issue of 132,000,000 new ordinary shares of RM0.50 each ("**Rights Shares**") at an issue price of RM0.75 per Rights Share payable in full upon acceptance, to the shareholders of the Company whose names appear in the Record of Depositors at the close of business on an entitlement date to be determined by the Board on the basis of one (1) Rights Share for every one (1) existing ordinary share of RM0.50 ("**Shares**") held, and on such other terms and conditions as the Board may determine ("**Proposed Rights Issue**") **AND THAT** all such Rights Shares shall upon issuance and allotment, rank *pari passu* in all respects with the existing Shares in the Company except that they will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the allotment of the Rights Shares; and
- (b) utilise the proceeds from the Proposed Rights Issue for such purposes and in such manner as set out in the Circular to Shareholders dated 23 May 2014 and the Board be authorised to revise the utilisation of proceeds as the Board may deem fit or expedient subject to where required, the approval of the relevant authorities, if necessary.

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 Rights Issue with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments to the terms of the Proposed Rights Issue 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 Rights Issue."

ORDINARY RESOLUTION 2

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF UZMA FROM RM100,000,000 COMPRISING OF 200,000,000 ORDINARY SHARES OF RM0.50 EACH TO RM250,000,000 COMPRISING OF 500,000,000 ORDINARY SHARES OF RM0.50 EACH AND IN CONSEQUENCE THEREOF, THE COMPANY'S MEMORANDUM OF ASSOCIATION BE ALTERED ACCORDINGLY ("PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL")

"THAT, subject to passing of the Ordinary Resolution 1, the authorised share capital of the Company be and is hereby increased from RM100,000,000 comprising of 200,000,000 ordinary shares of RM0.50 each to RM250,000,000 comprising of 500,000,000 ordinary shares of RM0.50 each by the creation of additional 300,000,000 new ordinary shares of RM0.50 each and that in consequence thereof, the Company's Memorandum of Association be and is hereby altered accordingly;

AND THAT the Board be and is hereby authorized to do all such acts and things as are necessary and/or expedient in order to give full effect to the Proposed Increase in Authorised Share Capital with full power to assent to any conditions, modifications and/or amendments as may be required by any relevant parties to give effect to the Proposed Increase in Authorised Share Capital."

By order of the Board

KANG SHEW MENG

SEOW FEI SAN

Company Secretaries

Petaling Jaya

23 May 2014

Notes:

1. Only depositors whose names appear in the Record of Depositors as at 3 June 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 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.