

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty-Third Annual General Meeting of the 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, 28 May 2015 at 10.00 a.m. for the following purposes -

### AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.  
*Please refer to Explanatory Note A*
2. To re-elect the following Directors who are retiring pursuant to Article 123 of the Company's Articles of Association -
  - (a) Datuk Dr. Nik Norzrul Thani bin N.Hassan Thani
  - (b) Dato' Siow Kim Lun @ Siow Kim Lin
  - (c) Khalid bin Sufat*Please refer to Explanatory Note B*
3. To approve the following Directors' fees -
  - (a) Payment of Directors' fees amounting to RM1,000,000 for the financial year ended 31 December 2014.
  - (b) Increase in Directors' fees to RM1,350,000 in respect of the financial year ending 31 December 2015, to be paid in a manner to be determined by the Board.*Please refer to Explanatory Note C*
4. To re-appoint Messrs. Ernst & Young, as Auditors of the Company for the financial year ending 31 December 2015 and to authorise the Board of Directors to fix their remuneration.

**Resolution 1**  
**Resolution 2**  
**Resolution 3**

**Resolution 4**  
**Resolution 5**

**Resolution 6**

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without modifications -

5. Re-appointment of Tan Sri Asmat bin Kamaludin as Director of the Company in accordance with Section 129(6) of the Companies Act, 1965

**Resolution 7**

"THAT Tan Sri Asmat bin Kamaludin, a Non-Independent Non-Executive Director, who retires pursuant to Section 129(2) of the Companies Act, 1965, be re-appointed as Director of the Company in accordance with Section 129(6) of the Companies Act, 1965, to hold office until the conclusion of the next Annual General Meeting of the Company."

*Please refer to Explanatory Note D*

6. Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

**Resolution 8**

"THAT the mandate granted by the shareholders of the Company on 19 June 2014 pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), authorising the Company and its subsidiaries ("the UMW Group") to enter into the recurrent transactions of a revenue or trading nature as set out in Section 2.3(b) of the Circular to Shareholders dated 6 May 2015 ("the Circular"), which are necessary for the UMW Group's day-to-day operations, be renewed, provided that such transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

THAT the authority conferred by such renewed mandate shall continue to be in force and effect until -

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- (b) the expiration of the period within which the next AGM is required to be held, pursuant to Section 143(1) of the Companies Act, 1965, (but shall not extend to any extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is the earliest.

THAT the Directors of the Company be authorised to complete and do such acts and things as they may think expedient or necessary (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate."

*Please refer to Explanatory Note E*

7. To transact any other business for which due notice has been received.

**FURTHER NOTICE IS HEREBY GIVEN** that for the purpose of determining a member who shall be entitled to attend the Thirty-Third AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Article 75(a) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991, to issue a General Meeting Record of Depositors as at 21 May 2015. Only a depositor whose name appears on the Record of Depositors as at 21 May 2015 shall be entitled to attend the said meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.

### By Order of the Board

**FADZILAH BINTI SAMION**  
Secretary (MACS 01262)

6 May 2015  
Shah Alam, Selangor Darul Ehsan.

### Notes

#### Proxy and/or Authorised Representatives

- (a) A member entitled to attend, speak and vote at the meeting is entitled to appoint not more than two (2) proxies in his/her stead. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (b) A member may appoint any person to be his/her proxy without restriction to the proxy's qualification and the provisions of Section 149(1)(a)(b) of the Companies Act, 1965 shall not apply to the Company.
- (c) 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.
- (d) The proxy form must be signed by the appointer or his/her attorney or in the case of a corporation, executed under its common seal or under the hand of the attorney duly authorised in writing.
- (e) 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.

### Explanatory Notes

- (1) **Explanatory Note A**  
The audited financial statements are meant for discussion only as under the provision of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put forward for voting.
- (2) **Explanatory Note B**  
Articles 123 and 125 provide that at every AGM, at least one-third (1/3) of the Directors for the time being, shall retire from office and shall be eligible for re-election.  
Datuk Dr. Nik Norzrul Thani bin N. Hassan Thani, Dato' Siow Kim Lun @ Siow Kim Lin and Khalid bin Sufat, are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at this AGM.  
The Board agreed with the Nomination Committee's recommendation that all the above Directors are eligible to stand for re-election based on the results of their individual assessment.
- (3) **Explanatory Note C**  
The proposed increase in Directors' fees is to reflect the additional responsibilities of the Non-Executive Directors in tandem with the expansion and complexity of the Group's businesses, locally and abroad. In recent years, Directors' focus areas have expanded considerably requiring greater care, diligence and caution in discharging their duties.
- (4) **Explanatory Note D**  
Section 129(6) of the Companies Act, 1965 stipulates that a Director who has attained the age of 70 years or over the age of 70 years may be appointed or re-appointed as a Director of the Company by a resolution duly passed by a majority of not less than three-fourths (3/4) of such members of the Company as being entitled to vote in person or by proxy. Such Director will hold the office until the conclusion of the next AGM.  
Tan Sri Asmat bin Kamaludin, is standing for re-appointment as Director of the Company and being eligible, has offered himself for re-appointment at this AGM.  
The Board agreed with the Nomination Committee's recommendation that Tan Sri Asmat is eligible to stand for re-appointment based on the results of his individual assessment.
- (5) **Explanatory Note E**  
The Board proposes to renew the mandate granted by the shareholders of the Company at the AGM of the Company held on 19 June 2014. The Proposed Shareholders' Mandate will enable the UMW Group to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the UMW Group, involving related parties, as detailed in the Circular to Shareholders dated 6 May 2015.

### STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Details of Directors seeking re-election/re-appointment as mentioned in the Notice of Annual General Meeting are set out in the Directors' Profile on pages 10 to 18 of the Annual Report 2014.