



UMW

UMW HOLDINGS BERHAD

(Company No. 90278-P)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an 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, 4 May 2017 at 10.00 a.m. for the purpose of considering and if deemed fit, passing with or without modification, the following resolutions:

SPECIAL RESOLUTION 1

PROPOSED DISTRIBUTION OF 1,204,777,400 ORDINARY SHARES IN UMW OIL & GAS CORPORATION BERHAD ("UMW-OG") ("UMW-OG SHARES") ("DISTRIBUTION SHARES"), BEING THE ENTIRE SHAREHOLDING OF UMW HOLDINGS BERHAD ("UMWH") IN UMW-OG, ON THE BASIS OF APPROXIMATELY 1.03 UMW-OG SHARES FOR EACH ORDINARY SHARE HELD IN UMWH TO THE ENTITLED SHAREHOLDERS OF UMWH, BY WAY OF REDUCING THE ISSUED AND PAID-UP SHARE CAPITAL OF UMWH BY RM704,759,950 ("PROPOSED DISTRIBUTION")

"THAT subject to the receipt of all relevant approvals for the Proposed Distribution and conditional upon the confirmation by the High Court of Malaya pursuant to Sections 115(a) and 116 of the Companies Act, 2016, approval be given for the Company to undertake and implement the Proposed Distribution involving the reduction of the issued and paid-up share capital of the Company, from RM1,378,629,165 divided into 1,168,293,932 ordinary shares to RM673,869,215 divided into 1,168,293,932 ordinary shares, by the cancellation of the issued and paid-up share capital in the sum of RM704,759,950, and that the credit arising from such share capital reduction be returned to the shareholders of the Company whose names appear in the Company's Record of Depositors on an entitlement date to be determined later by the Board of Directors of the Company ("**Board**") ("**Entitlement Date**") ("**Entitled Shareholders**", which will be satisfied in the form of UMW-OG Shares via the distribution of the Distribution Shares, on the basis of approximately 1.03 UMW-OG Shares for each existing ordinary share in the Company ("**UMWH Shares**", held by the Entitled Shareholders on the Entitlement Date;

AND THAT the Board be empowered and authorised to do all acts, deeds, and such things and to execute, sign, deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement, to give full effect to and to complete the Proposed Distribution, with full powers to assent to any conditions, modifications, variations and/or amendments as the Directors of the Company may deem fit and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Distribution."

SPECIAL RESOLUTION 2

PROPOSED REDUCTION OF THE ISSUED AND PAID-UP SHARE CAPITAL OF UMWH BY RM89,722,249 ("PROPOSED CAPITAL REDUCTION")

"THAT subject to the receipt of all relevant approvals for the Proposed Capital Reduction and conditional upon the passing of Special Resolution 1 above, and the confirmation by the High Court of Malaya pursuant to Sections 115(a) and 116 of the Companies Act, 2016, approval be given for the Company to undertake and implement the Proposed Capital Reduction involving the reduction of the issued and paid-up share capital of the Company, from RM673,869,215 divided into 1,168,293,932 ordinary shares to RM584,146,966 divided into 1,168,293,932 ordinary shares by the cancellation of the issued and paid-up share capital of RM89,722,249, and that the credit arising from such share capital reduction be credited to the Company's retained earnings accounts to set off the accumulated losses of the Company to the same extent;

AND THAT the Board be empowered and authorised to do all acts, deeds, and such things and to execute, sign, deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement, to give full effect to and to complete the Proposed Capital Reduction, with full powers to assent to any conditions, modifications, variations and/or amendments as the Directors of the Company may deem fit, and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Capital Reduction."

By Order of the Board

FADZILAH BINTI SAMION (MACS 01262)
Group Secretary

Shah Alam, Selangor Darul Ehsan
12 April 2017

Notes:

- (a) A member entitled to attend, speak and vote at the meeting may appoint a proxy in his/her stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- (b) 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.
- (c) The Form of Proxy 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.
- (d) All Forms of Proxy 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 twenty-four (24) hours before the time appointed for the taking of the poll or any adjournment thereof.
- (e) For purpose of determining a member who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 26 April 2017. Only members whose names appear in the Record of Depositors and/or Register of Members as at 26 April 2017 will be entitled to attend and vote at the meeting or appoint a proxy(ies) to attend and vote on such depositor's behalf.
- (f) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in this Notice will be put to vote by poll and the Proposed Capital Reduction is conditional upon the Proposed Distribution.