



UMW HOLDINGS BERHAD
(Company No.: 90278-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of UMW Holdings Berhad ("UMWH" or "Company") will be held at the UMW Auditorium, No. 3, Jalan Utas 15/7, Batu Tiga Industrial Estate, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia on Tuesday, 15 October 2019 at 10.00 a.m., or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF INDUSTRIAL LEASEHOLD LAND TOGETHER WITH ALL REMAINING BUILDINGS, STRUCTURES AND PLANTS MEASURING IN TOTAL 38.803 ACRES ("PROPERTIES") FOR A TOTAL CASH CONSIDERATION OF RM287,700,000.00 ("PROPOSED DISPOSAL") AND THE SUBSEQUENT TENANCY OF PART OF THE PROPERTIES ("PROPOSED TENANCY") (COLLECTIVELY REFERRED TO AS "PROPOSALS")

"THAT, subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the relevant subsidiaries of UMWH for the disposal of the following properties to Strategic Sonata Sdn Bhd ("SSSB"):

Sale and Purchase Agreements dated 30 November 2018 ("SPAs")	Description of property	Vendors	
		Registered proprietor	Beneficial owner
SPA 1	Lot 2 – HSD 167527, PT - Locality of Tapak Perusahaan di Shah Alam, Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan Lot 8 – HSD 168501, PT - Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan Lot 10 – HSD 166777, PT - Locality of Tapak Perusahaan Shah Alam, Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan Lot 51 – HSD 21972, Lot No. Lain-lain, Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan	UMW Corporation Sdn Bhd ("UMWC")	UMWC
SPA 2	Lot 3 – HSD 167524, PT - Locality of Tapak Perusahaan di Shah Alam, Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan	UMW Advantech Sdn Bhd ("UASB")	1) UMWC 2) UMW Equipment Sdn Bhd ("UMWE") 3) UASB
SPA 3	Lot 6 – HSD 168502, PT - Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan	UMW M&E Sdn Bhd	UASB
SPA 4	Lot 14 – HSD 167543, PT - Locality of Tapak Perusahaan, Shah Alam, Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan Lot 16 – PN 51804, Lot 46 Seksyen 15, Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan	UMW Industries (1985) Sdn Bhd ("UMWI")	UMWI
SPA 5	Lot 18 – HSD 167502, PT - Locality of Industrial Site at Shah Alam, Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan	UMW Industrial Power Services Sdn Bhd ("UIPSSB")	UIPSSB
SPA 6	Lot 12 – HSD 168492, PT - Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan	UMWC	UIPSSB

for a total cash consideration of RM287,700,000.00, subject to and upon such terms and conditions as set out in the conditional SPAs, as amended and varied subsequently by the first supplemental sale and purchase agreements dated 3 June 2019 and the second supplemental sale and purchase agreements dated 14 August 2019, all of which were entered into between the Vendors and SSSB.

Further, subject to the implementation of the Proposed Disposal, approval be and is hereby given to the relevant subsidiaries of UMWH for the rental of the following properties from SSSB:

Tenanted Lot	Tenant
Lot 8 – HSD 168501, PT - Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan	UMWC
Lot 10 – HSD 166777, PT - Locality of Tapak Perusahaan Shah Alam, Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan (Part of Lot 10) - 74,926 sq ft	UMWC
Lot 3 – HSD 167524, PT - Locality of Tapak Perusahaan di Shah Alam, Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan (Plot A) - 2.750 acres	UMWC
Lot 3 – HSD 167524, PT - Locality of Tapak Perusahaan di Shah Alam, Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan (Plot B) - 3.816 acres	UMWE
Lot 3 – HSD 167524, PT - Locality of Tapak Perusahaan di Shah Alam, Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan (Plot C) - 8.616 acres	UASB
Lot 6 – HSD 168502, PT - Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan	UASB
Lot 14 – HSD 167543, PT - Locality of Tapak Perusahaan, Shah Alam, Mukim of Damansara, District of Petaling, State of Selangor Darul Ehsan	UMWI
Lot 16 – PN 51804, Lot 46 Seksyen 15, Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan	UMWI
Lot 12 – HSD 168492, PT - Town of Shah Alam, District of Petaling, State of Selangor Darul Ehsan	UIPSSB

for a tenure of three (3) years at a yearly rental totaling RM12.6 million, subject to and upon such terms and conditions as set out in the tenancy agreements, to be entered into between the respective Tenants and SSSB upon completion of the Proposed Disposal.

AND THAT, the Board of Directors of the Company ("Board") be and is hereby authorised and empowered to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such documents and/or agreements as may be necessary to give effect and complete the Proposals and to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient to implement, finalise, and give full effect and to complete the Proposals."

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd pursuant to Article 76(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 8 October 2019. Only members whose names appear in the Record of Depositors and/or Register of Members as at 8 October 2019 will be entitled to attend and vote at the meeting or appoint proxy(ies) to attend and vote on such depositor's behalf.

By Order of the Board
UMW HOLDINGS BERHAD

MOHD NOR AZAM MOHD SALLEH (MAICSA 7028137)
Group Secretary
Kuala Lumpur
Malaysia

30 September 2019

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint any person as proxy to attend, participate, speak and vote 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.
- 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. Where a member is an exempt authorised nominee, which holds ordinary shares of the Company for multiple beneficial owners in one (1) security 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.
- The Form of Proxy must be signed by the appointor 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.
- All Forms of Proxy must be deposited at the Share Registrar of the Company, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Malaysia not less than twenty-four (24) hours before the time appointed for the taking of the poll or any adjournment thereof.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM will be put to vote by poll.