

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 40th Annual General Meeting (**AGM**) of the Company will be held virtually via live streaming from the broadcast venue at Menara UMW, Jalan Puncak, Off Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia, on Thursday, 26 May 2022 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.
2. To re-elect Dato' Azmi bin Mohd Ali who retires pursuant to Article 112 of the Company's Constitution and being eligible, offer himself for re-election. **Resolution 1**
3. To re-elect the following Directors who retire pursuant to Articles 126 and 128 of the Company's Constitution and being eligible, offer themselves for re-election:
 - (a) Dato' Eshah binti Meor Suleiman **Resolution 2**
 - (b) Razalee bin Amin **Resolution 3**
 - (c) Dato' Seri Prof. Dr. Ir. Zaini bin Ujang **Resolution 4**
4. To approve the payment of the following Directors' fees for the period from 27 May 2022 until the next AGM of the Company: **Resolution 5**
 - (a) RM28,900 per month for the Non-Executive Chairman and RM14,500 per month for each Non-Executive Director of the Company; and
 - (b) RM10,500 per annum for each Non-Executive Director who is the Chairman on the board of subsidiaries and RM8,400 per annum for each Non-Executive Director who is a director on the board of subsidiaries.
5. To approve the payment of benefits payable to the Non-Executive Directors up to an amount of RM1,980,000 for the period from 27 May 2022 until the next AGM of the Company. **Resolution 6**
6. To re-appoint Ernst & Young PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to fix their remuneration. **Resolution 7**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution:

7. Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature (**Proposed Shareholders' Mandate**). **Resolution 8**

"THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and subject to the Companies Act 2016 (**CA 2016**), the Constitution of the Company, other applicable laws, guidelines, rules and regulations, and the approvals of the relevant governmental and/or regulatory authorities, approval be given to the Company and/or its subsidiaries (**UMW Group**) to enter into any of the recurrent related party transactions of a revenue or trading nature as set out in Section 2.3(b) of the Circular to Shareholders dated 26 April 2022 (**Circular**), which are necessary for the day-to-day operations in the ordinary course of business of the UMW Group, on normal commercial terms, which are not more favourable to the related parties than those generally available to the public, undertaken on an arm's length basis, and are not detrimental to the minority shareholders of the Company.

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THAT the Shareholders' Mandate shall continue to be in force and effect until:

- (a) the conclusion of the next AGM of the Company, at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting;
- (b) the expiration of the period within which the Company's next AGM is required to be held, pursuant to Section 340(1) and (2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- (c) the Shareholders' Mandate is revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is the earliest;

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

8. To transact any other business for which due notice has been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend the 40th AGM, 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 (**ROD**) as at 19 May 2022. Only a depositor whose name appears on the ROD as at 19 May 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

RAJA NORAKMAR BINTI RAJA MOHD ALI

(LS0005749) (SSM PC No. 201908002126)

Joint Group Secretary

Kuala Lumpur, Malaysia.

26 April 2022

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

1. Mode of Meeting

The 40th Annual General Meeting (**AGM**) will be held virtually via live streaming and online remote voting from the broadcast venue using the Remote Participation and Voting (**RPV**) facilities provided by SS E Solutions Sdn Bhd (**SSES**) via the Securities Services e-Portal platform (**SS e-Portal**) at <https://sshb.net.my/>. Members/proxies are advised to follow the procedures provided in the Administrative Guide for this AGM in order to register, participate and vote remotely via the RPV facilities.

The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 (**CA 2016**) and Article 84(2) of the Company's Constitution which require the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to be physically present at the broadcast venue on the day of the AGM.

2. Proxy and/or Authorised Representatives

- i) 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.
- ii) 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, who 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.
- iii) The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer or attorney duly authorised.
- iv) The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be deposited not less than 24 hours before the time appointed for the taking of the poll or at any adjournment thereof:

Lodgement in hardcopy form

To be deposited at the SSES's office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

Lodgement via electronic means

To be lodged electronically via the SS e-Portal, by fax to +603-2094 9940 or by email to eservices@sshb.com.my.

- v) A member who has appointed a proxy/proxies to participate in this AGM must request his/her proxy/proxies to register himself/herself for the RPV facilities at the SS e-Portal.
- vi) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice will be put to vote by poll.

3. Audited Financial Statements for the financial year ended 31 December 2021

The Audited Financial Statements are laid out for discussion only pursuant to Section 340(1)(a) of the CA 2016 and will not be put forward for voting.

4. Ordinary Resolutions 1 to 4: Re-election of Directors who retire pursuant to Articles 112, 126 and 128 of the Company's Constitution

- i) Article 112 of the Company's Constitution provides that Directors appointed by the Board shall hold office until the conclusion of the next AGM following their appointment and shall be eligible for re-election.

Accordingly, Dato' Azmi bin Mohd Ali, who was appointed Director on 1 April 2022, will retire and being eligible, has offered himself for re-election at this AGM.

- ii) Article 126 of the Company's Constitution provides that at least one-third (1/3) of the Directors are subject to retirement by rotation at each AGM while Article 128 of the Company's Constitution further provides that the Directors shall be eligible for re-election.

Accordingly, Dato' Eshah binti Meor Suleiman, Razalee bin Amin and Dato' Seri Prof. Dr. Ir. Zaini bin Ujang, being eligible, have offered themselves for re-election at this AGM.

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For the purpose of determining the eligibility of Directors standing for re-election at this AGM, all Directors with the exception of Dato' Azmi, had undergone a comprehensive Board Effectiveness Evaluation (BEE) to assess the performance and contribution of each individual Director, taking into consideration among others, character, integrity, professionalism and competency, as well as the level of independence and effectiveness demonstrated by the Independent Directors.

Based on the overall results of the BEE, the individual Directors met the performance criteria required of an effective and a high-performance Board. Given the relative recency of Dato' Azmi's tenure as Director, a comprehensive performance evaluation on him as Director will only be carried out for 2022.

The Board recommends the re-election of all retiring Directors.

5) Ordinary Resolution 5: Payment of Directors' Fees to the Non-Executive Directors

A formal review of Directors' remuneration is to be undertaken once in every two (2) years in accordance with the Board Charter. The last review on Non-Executive Directors' (NEDs) remuneration was approved by shareholders at the 37th AGM of the Company held on 23 May 2019.

The Board is proposing a review of the existing Directors' fees for NEDs in 2022 in view that fair remuneration is critical to attract, retain and motivate Directors with strong credentials and high caliber to drive the Company's long-term objectives. The review in NEDs' remuneration package takes into account the complexity of the Company's businesses and the individual Directors' level of expertise, commitment and responsibilities. In addition, the remuneration of NEDs is also to be set at a competitive level for similar roles within comparable market to commensurate with the NEDs' responsibilities, commitments and contributions.

In reviewing the Directors' fee, a comprehensive benchmarking exercise was carried out with several comparable public listed companies.

In addition, there is also a need to review the existing Directors' fees paid to NEDs serving as Chairman and Directors at the board of subsidiaries in the Group, in view that the exercise was last review in 2019.

The proposed review was comprehensively deliberated by the NRC and was duly approved by the Board for tabling at this AGM for shareholders' approval. The proposed increase in Directors' fee for NEDs, which is to be effective for the period from 27 May 2022 until the next AGM of the Company, is as follows:

Board of the Company:

	Monthly (RM)
Chairman	28,900
Member	14,500

Board of subsidiaries:

	Monthly (RM)
Chairman	10,500
Member	8,400

The Board is of the view that the proposed increase of Directors' fees is reasonable, fair and within the market range.

6) Ordinary Resolution 6: Payment of benefits payable to the Non-Executive Directors

The benefits payable to NEDs, comprising meeting allowance, benefits and other emoluments, are as follows:

Meeting Allowance

As part of the review exercise on NEDs' remuneration, the Board is also proposing for an increase in meeting allowance (per meeting) as follows:

Description	Chairman	Member
Board of the Company	2,400	1,600
Board Committees of the Company	2,100	1,600
Board of subsidiaries/ Board Committees of Subsidiaries	2,100	1,600

In determining the proposed increase in meeting allowances, the Board took into consideration among others, the number of meetings of the Board and Board Committees as well as the need for NEDs to dedicate more time, focus and commitment with reference to their statutory duties, the complexity of the Group's businesses and the increased expectations from the various stakeholders. A benchmarking exercise was also carried out with several comparable public listed companies.

The Board is also recommending a differentiation in meeting allowance to be paid to the Non-Executive Chairman of the Company in view of the bigger role and responsibility, and leadership as Chairman of the Board.

The Board is of the view that the proposed increase in meeting allowance for NEDs is fair and equitable.

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Other benefits and emoluments

Customary benefits and other emoluments payable to the NEDs comprising the following:

Non-Executive Chairman	Non-Executive Directors
<ul style="list-style-type: none"> • Leave passage; • Medical and insurance coverage; • Car, petrol/toll charges and driver; • Club memberships; • Telecommunication/ electronic devices; • Per diem allowance; • Security services; • Claimable benefits; and • Others 	<ul style="list-style-type: none"> • Medical and insurance coverage; • Car and petrol; • Electronic devices; • Per diem allowance; • Claimable benefits; and • Others

Payment of fees and benefits will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred.

The estimated amount of benefits payable to NEDs for the period from 27 May 2022 until the next AGM of the Company is up to RM1,980,000. In determining the estimated amount of benefits payable, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees and Board of subsidiaries, as well as the number of NEDs involved in these meetings.

The Board is of the view that it is equitable and fair for the NEDs to be paid such payment upon them discharging their responsibilities and rendering their services to the Company and its subsidiaries.

7) Ordinary Resolution 7: Re-appointment of Ernst & Young PLT as Auditors of the Company

The Audit Committee (AC) has carried out an annual assessment on the external auditors, Ernst & Young PLT (EY) to evaluate their

suitability, effectiveness and independence as recommended under Principle B of the Malaysian Code on Corporate Governance 2021. The annual evaluation provides the AC with the disciplined approach for maintaining effective oversight of the external auditors' overall performance, covering among others, the adequacy of the audit team, degree of independence, performance level and audit scope. Based on the evaluation conducted, the AC is satisfied with the quality of EY's performance, technical competency and audit independence.

8) Ordinary Resolution 8: Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions and Proposed New Shareholders' Mandate for Additional Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed Shareholders' Mandate)

The Board proposes to seek a mandate for recurrent related party transactions (RRPT) of a revenue or trading nature. The Proposed Shareholders' Mandate, if passed, will enable the UMW Group to enter into RRPT of a revenue or trading nature, which are necessary for the day-to-day operations in the ordinary course of business of the UMW Group, on normal commercial terms, which are not more favourable to the related parties than those generally available to the public, undertaken on an arm's length basis, and are not detrimental to the minority shareholders of the Company.

Details of the Proposed Shareholders' Mandate are set out in Section 2.3 of the Circular to Shareholders dated 26 April 2022. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

ABSTENTION FROM VOTING

1. All Directors standing for re-election, who may also be the shareholders of the Company (direct or indirect), will abstain from voting on Resolutions 1 to 4 in respect of their re-elections at this AGM.
2. All NEDs, who are also the shareholders of the Company (direct or indirect), will abstain from voting on Resolutions 5 and 6 in respect of the approval of Directors' fees and benefits payable to NEDs at this AGM.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING (Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

The profiles of Directors who are standing for re-election at this AGM and details of any interest held in the securities of the Company and its related corporations are set out in the Directors' Profile on pages 77, 82, 83 and 84 of the Integrated Annual Report 2021.

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For the 40th Annual General Meeting

Date	: Thursday, 26 May 2022
Time	: 10.00 a.m.
Broadcast Venue	: Menara UMW, Jalan Puncak, Off Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia
Online Platform	: Securities Services e-Portal at https://sshsb.net.my/

1. Mode of Meeting

The 40th Annual General Meeting (**AGM**) will be held virtually via live streaming and online remote voting from the broadcast venue using the Remote Participation and Voting (**RPV**) facilities provided by SS E Solutions Sdn Bhd (**SSES**) via the Securities Services e-Portal platform (**SS e-Portal**) at <https://sshsb.net.my/>

The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Article 84(2) of the Company's Constitution which require the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to be physically present at the broadcast venue on the day of the AGM.

2. RPV Facilities

All members, proxies and/or corporate representatives are able to attend and participate using real time submission of typed texts and vote remotely at the 40th AGM via the SS e-Portal provided during the live streaming of the AGM.

Please follow the procedures set out in the SS e-Portal User Guide provided in the enclosed Appendix to register, participate and vote remotely via the RPV facilities.

3. General Meeting Record of Depositors

Only depositors/members whose names appear on the Record of Depositors and/or Register of Members as at 19 May 2022 shall be entitled to participate at the 40th AGM or appoint a proxy/proxies to attend and/or vote on their behalf. Alternatively, members may also appoint the Chairman of the meeting as their proxy to vote on their behalf at the 40th AGM.

4. Appointment of Proxy

The instrument appointing a proxy/proxies may be made via hardcopy or by electronic means in the following manner:

Lodgement in hardcopy form

To be deposited at the SSES's office, at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

Lodgement via electronic means

To be lodged electronically via the SS e-Portal or by fax to +603-2094 9940 or by email to eservices@sshsb.com.my.

Members who appoint proxy/proxies must ensure that the duly executed Proxy Forms are deposited in accordance with the notes and instructions printed therein no later than **Wednesday, 25 May 2022 at 10.00 a.m.** If members wish to submit the Proxy Form electronically via SS e-Portal, please follow the procedures set out in the enclosed Appendix.

Corporate members through corporate/authorised representatives or attorneys who wish to appoint a proxy/proxies are required to submit their original certificates of appointment of corporate representative or power of attorney to SSES no later than **Wednesday, 25 May 2022 at 10.00 a.m.**

Members who have appointed proxy/proxies or corporate/authorised representatives to participate in the 40th AGM must request their proxy/proxies or corporate/authorised representatives to register for the RPV facilities at SS e-Portal.

Please refer to the Personal Data Protection Notice issued pursuant to the Personal Data Protection Act 2010, which is available on the Company's website at www.umw.com.my concerning the Company's collection of your personal data,

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For the 40th Annual General Meeting

whether personally or through an appointed proxy/proxies and/or representative for the purpose of facilitating your participation at this AGM.

5. Poll Voting

The voting at the 40th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed SSES as the Poll Administrator to conduct the poll voting via SS e-Portal and Commercial Quest Sdn Bhd as the Scrutineers to verify the poll results.

Voting for each resolution set out in the AGM notice will commence **from 10.00 a.m. on Thursday, 26 May 2022** until such time when the Chairman announces the completion of the online voting session.

6. Submissions of Questions

Members, proxies or corporate representatives may submit questions before the 40th AGM to the Company electronically by email to agm.enquiries@umw.com.my no later than **Wednesday, 25 May 2022 at 10.00 a.m.** or via real time submission of typed texts through a text box facility in the SS e-Portal during the live streaming of the 40th AGM.

7. E-Vouchers

There will be **no distribution** of e-vouchers for participating in the 40th AGM.

8. Integrated Annual Report 2021 and Other Documents

The following documents are available at our website:

- Integrated Annual Report 2021
- Sustainability Report 2021
- Corporate Governance Report 2021
- Circular to Shareholders on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

- Notice of 40th AGM and Proxy Form
- Administrative Guide

If you wish to obtain a printed copy of the documents above, please submit an online request at info@sshshb.com.my or via website at <https://www.sshshb.com.my/new/requestarep.aspx>. The printed copy of the documents will be sent to you by ordinary post upon receipt of your request.

9. Enquiry

If you have any general queries relating to the SS e-Portal, proxy appointment or encounter any technical issue to participate in the virtually 40th AGM, please contact the following officers below during office hours from 9:00 am to 5:00 pm (Monday to Friday):

SS E Solutions Sdn Bhd

General Line	: +603-2084 9000
Contact Persons	: Wong Piang Yoong (DID: +03 2084 9168) Lee Pei Yeng (DID: +03 2084 9169) Norhasliliwati Abdullah Hashim (DID: +03 2084 9163)
Email	: eservices@sshshb.com.my
Fax	: +603-2094 9940

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For the 40th Annual General Meeting

APPENDIX

Securities Services e-Portal (SS e-Portal) User Guide

BEFORE THE 40 TH ANNUAL GENERAL MEETING (40 TH AGM)	
(A) Sign up for a user account at SS e-Portal (PLEASE SIGN-UP BY TUESDAY, 24 MAY 2022)	
<p>Step 1: Visit https://sshsb.net.my/</p> <p>Step 2: Sign up for a user account.</p> <p>Step 3: A notification email will be sent to you within one (1) working day.</p> <p>Step 4: Please verify your user account by logging into the SS e-Portal within seven (7) days of the notification email.</p>	<p>Notes:</p> <ul style="list-style-type: none"> SSESB requires one (1) working day to process all user sign-ups. If you do not have a user account with the SS e-Portal, you will need to sign up for a user account by the deadlines stipulated above. This is a ONE-TIME registration. If you are already a registered user of SS e-Portal, you need not register again. Your email address is your User ID. Please proceed to either (B) or (C) below once you are a registered user.
(B) Register for Remote Participation at the 40th AGM (PLEASE REGISTER BY THURSDAY, 26 MAY 2022 AT 10.00 A.M.)	
<p>Step 1: Log in to https://sshsb.net.my/ with your registered email and password.</p> <p>Step 2: Look for UMW Holdings Berhad under Company Name and 40th AGM on 26 May 2022 at 10:00 a.m. - Registration for Remote Participation under Corporate Exercise/Event and click ">" to register for remote participation at the 40th AGM.</p> <p>Step 3: Select whether you are participating as:</p> <ul style="list-style-type: none"> Individual shareholder; or Corporate or authorised representative of a body corporate*. <p>Step 4: Submit your registration.</p>	<p>Notes:</p> <ul style="list-style-type: none"> A copy of your e-Registration for remote participation can be accessed via My Records (refer to the left navigation panel). Your registration will apply to all the CDS account(s) of each individual shareholder/body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate. Upon verification by the Poll Administrator against the Record of Depositors as at 19 May 2022, you will receive an email on your eligibility to participate at the 40th AGM.
(C) Submit e-Proxy Form (PLEASE SUBMIT BY WEDNESDAY, 25 MAY 2022 AT 10.00 A.M.)	
<p>Step 1: Log in to https://sshsb.net.my/ with your registered User ID (email address) and password</p> <p>Step 2: Look for UMW Holdings Berhad under Company Name and 40th AGM on 26 May 2022 at 10:00 a.m. - Submission of Proxy Form under Corporate Exercise/Event and click ">" to submit your e-proxy forms online for the 40th AGM.</p> <p>Step 3: Select whether you are submitting the e-Proxy Form as:</p> <ul style="list-style-type: none"> Individual shareholder; or Corporate or authorised representative of a body corporate*. <p>Step 4: Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy/proxies and the proportion of your securities to be represented by your proxy/proxies.</p> <p>Step 5: Proceed to indicate how your votes are to be casted against each resolution.</p> <p>Step 6: Review and confirm your e-Proxy Form details before submission.</p>	<p>Notes:</p> <ul style="list-style-type: none"> A copy of your submitted e-Proxy Form can be accessed via My Records (please refer to the left navigation panel). You need to submit your e-Proxy Form for every CDS account(s) you have or represent. All appointed proxy/proxies need not register for remote participation under (B) above but if they are not registered users of the SS e-Portal under (A) above by 23 May 2022. PLEASE NOTIFY YOUR PROXY/PROXIES ACCORDINGLY. Upon processing the e-Proxy Forms, remote participation access for the 40th AGM will be granted to the proxy/proxies instead of the shareholder(s) provided the proxy/proxies are the registered user of the SS e-Portal, failing which, the proxy/proxies will not able to participate at the 40th AGM. Upon verification by the Poll Administrator, your proxy will receive an email of his/her eligibility to participate at the 40th AGM.

* For body corporates, the appointed corporate/authorised representative must upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia must be accompanied by a certified translation in English in one (1) file.

ADMINISTRATIVE GUIDE

For the 40th Annual General Meeting

ON THE DAY OF THE 40TH AGM

(A) Joining the Live Stream Meeting (e-Live)

e-Live Access Date and Time Thursday, 26 May 2022 at 9:30 a.m.	Commencement of the 40th AGM Thursday, 26 May 2022 at 10:00 a.m.
<p>Step 1: Log in to https://sshbsb.net.my/ with your registered User ID (email address) and password.</p> <p>Step 2: Look for UMW Holdings Berhad under Company Name and 40th AGM on 26 May 2022 at 10:00 a.m. - Live Stream Meeting under Corporate Exercise/Event and click ">" to join the 40th AGM.</p>	<p>Notes:</p> <ul style="list-style-type: none"> You can start to login 30 minutes before the commencement of the 40th AGM as mentioned above. If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management team will endeavour to respond your questions during the 40th AGM.

(B) Remote Online Voting during the Meeting (e-Voting)

e-Voting Access Date and Time Thursday, 26 May 2022 at 10:00 a.m.	e-Voting Closing Date and Time As directed by the Chairman of the 40 th AGM
<p>Step 1: (i) If you are logged in to the SS e-Portal and already accessing the Live Stream Meeting, click Proceed to Vote under the live stream player.</p> <p style="text-align: center;">OR</p> <p>(ii) If you are not logged in yet, please log in to the SS e-Portal, at https://sshbsb.net.my/ with your registered User ID (email address) and password. Look for UMW Holdings Berhad under Company Name and 40th AGM on 26 May 2022 at 10:00 a.m. - Remote Voting under Corporate Exercise/Event and click ">" to remotely cast and submit the votes online for the resolutions tabled at the 40th AGM.</p> <p>Step 2: Cast your votes by clicking on the radio buttons against each resolution.</p> <p>Step 3: Review your casted votes and submit the votes.</p>	<p>Notes:</p> <ul style="list-style-type: none"> The access to e-Voting will be opened from 10.00 a.m. on Thursday, 26 May 2022 and will end when the Chairman announces the completion of the online voting session. Your casted votes will apply throughout all the CDS accounts you represent as an individual shareholder, corporate/authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder's indicated votes in the proxy form. A copy of your submitted e-Voting can be accessed via My Records (please refer to the left navigation panel).

(C) End of the Live Stream Meeting (e-Live)

The live streaming will end upon the announcement by the Chairman on the closure of the 40th AGM

*I/We, _____ Email: _____

NRIC/Passport/Registration No.: _____ Contact No.: _____

Address: _____

being a member of UMW Holdings Berhad hereby appoint:

1) Name of Proxy: _____ NRIC/Passport No.: _____

Address: _____

Email: _____ Contact No.: _____

2) Name of Proxy: _____ NRIC/Passport No.: _____

Address: _____

Email: _____ Contact No.: _____

or failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the 40th Annual General Meeting (**AGM**) of the Company to be held virtually via live streaming from the broadcast venue at Menara UMW, Jalan Puncak, Off Jalan P. Ramlee, 50250 Kuala Lumpur, Malaysia on Thursday, 26 May 2022 at 10.00 a.m. and at any adjournment thereof.

My/our proxy/proxies shall vote as follows:

(Please indicate with an "X" in the appropriate spaces provided below on how you wish to cast your votes. If you do not do so, your proxy will vote or abstain from voting at his/her discretion)

NO.	AGENDA	RESOLUTION	FOR	AGAINST
1	To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon			
	ORDINARY BUSINESS			
2	Re-election of Dato' Azmi bin Mohd Ali pursuant to Article 112 of the Company's Constitution	1		
3	Re-election of the following Directors pursuant to Articles 126 and 128 of the Company's Constitution:			
	(a) Dato' Eshah binti Meor Suleiman	2		
	(b) Razalee bin Amin	3		
	(c) Dato' Seri Prof. Dr. Ir. Zaini bin Ujang	4		
4	Approval of the payment of Directors' fees from 27 May 2022 until the next AGM of the Company	5		
5	Approval of the payment of benefits payable to the Non-Executive Directors from 27 May 2022 until the next AGM of the Company	6		
6	Re-appointment of Ernst & Young PLT as Auditors for the financial year ending 31 December 2022 and authorising the Directors to fix their remuneration	7		
	SPECIAL BUSINESS			
7	Proposed Shareholders' Mandate for recurrent related party transactions	8		

Number of Shares Held	CDS Account No.	Contact No.

For appointment of two (2) proxies, please state the number of shares and percentage of shareholding to be represented by each proxy		
	No. of Shares	Percentage
Proxy 1		
Proxy 2		
Total		

IMPORTANT -

Please refer to the Personal Data Protection Notice issued pursuant to the Personal Data Protection Act, 2010 (**PDPA Notice**) which is available on the Company's website at www.umw.com.my concerning the Company's collection of your personal data, whether personally and/or through an appointed proxy/proxies and/or representatives. You, as a member, hereby declare that you have read, understood and accepted the statements and terms contained in the PDPA Notice.

In disclosing the proxy's personal data, you as a member, warrant that the proxy/proxies has/have given his/her/their consent for his/her/their personal data to be disclosed and processed in accordance with the PDPA Notice.

Signed this ___ day of _____ 2022

Signature of Member(s)/Common Seal

NOTES

1. The 40th Annual General Meeting (**AGM**) will be held virtually via live streaming and online remote voting from the broadcast venue using the Remote Participation and Voting (**RPV**) facilities provided by SS E Solutions Sdn Bhd (**SSESB**) via the Securities Services e-Portal platform (**SS e-Portal**) at <https://sshsb.net.my/>. Members/proxies are advised to follow the procedures provided in the Administrative Guide for this AGM in order to register, participate and vote remotely via the RPV facilities.
2. The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Article 84(2) of the Company's Constitution which require the Chairman of the meeting to be present at the main venue of the meeting. Members/proxies will not be allowed to be physically present at the broadcast venue on the day of the AGM.
3. 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.
4. 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.
5. The instrument appointing a proxy shall be in writing signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer or attorney duly authorised.
6. The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be deposited not less than 24 hours before the time appointed for the taking of the poll or at any adjournment thereof:
Lodgement in hardcopy form
To be deposited at the SSSESB's office at Level 7, Menara Millenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
Lodgement via electronic means
To be lodged electronically via the SS e-Portal, by fax to +603-2094 9940 or by email to eservices@sshsb.com.my.
7. A member who has appointed a proxy/proxies to participate in this AGM must request his/her proxy/proxies to register himself/herself for the RPV facilities at the SS e-Portal.
8. 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.
9. For the purpose of determining a member who shall be entitled to attend the 40th AGM, 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 (**ROD**) as at 19 May 2022. Only a depositor whose name appears on the ROD as at 19 May 2022 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

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UMW Holdings Berhad
40th Annual General Meeting

Affix
Stamp

SS E SOLUTIONS SDN BHD
Registration No. 202001010461 (1366781-T)
Level 7, Menara Milenium
Jalan Damanlela, Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan
Malaysia

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