



**NOTICE OF 17TH ANNUAL GENERAL MEETING (AGM)**

**NOTICE IS HEREBY GIVEN THAT** the Seventeenth Annual General Meeting (“**17th AGM**”) of UZMA BERHAD (“**UZMA**” or “**Company**”) will be held and conducted on a virtual basis through live streaming and online remote voting using the remote participation and voting facilities for the purpose of considering and if thought fit, passing the resolutions setting out in this notice: -

Meeting Date : 13 November 2024, Wednesday  
Time : 10.00 a.m.  
Meeting Platform : ConveneAGM at <https://conveneagm.my/uzmaagm2024>  
Mode of Communication : i. Submit questions to the Board prior to the 17th AGM by emailing to [communications@uzmagroup.com](mailto:communications@uzmagroup.com) or via typed texts at ConveneAGM at <https://conveneagm.my/uzmaagm2024> not later than 10.00 a.m. on 11 November 2024, Monday.  
ii. Pose questions to the Board via real time submission of typed texts at ConveneAGM at <https://conveneagm.my/uzmaagm2024> during the live streaming of the 17th AGM.  
Broadcast Venue : Level 2, Uzma Tower, No. 2, Jalan PJJ 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia

**AGENDA**

**As Ordinary Business**

- To receive the Audited Financial Statements of the Company for the financial year ended 30 June 2024 together with the Directors' and Auditors' Reports thereon. **(Explanatory Note 1)**
- To re-approve the Directors' fees and benefits payable to the Non-Executive Directors of up to an aggregate amount of RM1,256,500.00 for the period from 14 November 2024 until the next Annual General Meeting of the Company and the payment thereof. **Ordinary Resolution 1**
- To re-elect the following Directors who are retiring by rotation in accordance with Clause 98 of the Constitution of the Company: - **Ordinary Resolution 2**  
(i) Tengku Ezuhan Ismara Bin Tengku Nun Ahmad **Ordinary Resolution 3**  
(ii) Datuk Farisha Binti Pawan Teh **Ordinary Resolution 4**  
(iii) Mazli Zakuan Bin Mohd Noor
- To re-elect the following Directors who are retiring by rotation in accordance with Clause 106 of the Constitution of the Company: - **Ordinary Resolution 5**  
(i) Dato' Nasri Bin Nasrun **Ordinary Resolution 6**  
(ii) Datin Rozita Binti Mat Shah @ Hassan
- To approve the payment of a final single-tier dividend of RM0.02 per ordinary share for the financial year ended 30 June 2024. **Ordinary Resolution 7**
- To re-appoint Messrs AJ Jafree Salihi Kuzaimi PLT as Auditors of the Company for the financial year ending 30 June 2025 and to authorise the Board of Directors to fix their remuneration. **Ordinary Resolution 8**

**As Special Business**

- To consider and, if thought fit, to pass the following resolutions: - **Ordinary Resolution 9**  
**Authority Under Sections 75 and 76 of the Companies Act 2016 (“Act”) for the Directors to Allot and Issue Shares; and Waiver of Pre-Emptive Rights Over New Ordinary Shares (“Shares”) or Other Convertible Securities in the Company Under Section 85(1) of the Act to be Read Together with Clause 59 of the Constitution of the Company**

\***THAT** pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue new Shares in the Company, grant rights to subscribe for Shares in the Company, convert any security into Shares in the Company, or allot Shares under an agreement or option or offer at any time in the Company, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of Shares to be issued and allotted, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, does not exceed ten per centum (10%) of the total number of issued Shares of the Company (excluding treasury shares) for the time being and that the Directors be and are also hereby empowered to obtain approval for the listing of and quotation for the additional Shares so allotted on Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the approval of all relevant regulatory authorities (if any) being obtained for such allotment and issuance.

**AND THAT** in connection with the above, pursuant to Section 85(1) of the Act read together with Clause 59 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights over all new Shares, options over or grants of new Shares or any other convertible securities in the Company and/or any new Shares to be issued pursuant to such options, grants or other convertible securities, such new Shares when issued, to rank pari passu with the existing Shares in the Company.\*

- Proposed Renewal of Authority for the Company to Purchase its Own Ordinary Shares (“Proposed Renewal of Share Buy-Back Mandate”)** **Ordinary Resolution 10**

\***THAT** subject to the the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities (“**MMLR**”) and the approvals of all other relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to make purchases of the Company's ordinary shares (“**Proposed Share Buy-Back**”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held as treasury shares pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company;

**THAT** an amount not exceeding the retained profits account be allocated by the Company for the Proposed Share Buy-Back;

**THAT** the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at: -

- The conclusion of the next Annual General Meeting (“**AGM**”) of the Company (being the Eighteenth AGM of the Company), at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- The expiration of the period within which the Eighteenth AGM of the Company is required by law to be held; or
- Revoked or varied by an ordinary resolution passed by the shareholders in a general meeting.

whichever occurs first but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

**THAT** authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either cancel and/or retain the shares so purchase as treasury shares to deal with such treasury shares in the manner as set out in Section 127(7) of the Act.

**AND THAT** the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority.\*

- Retention of Independent Director, Datuk Seri Dr. Zurainah Binti Musa** **Ordinary Resolution 11**

\***THAT** approval be and is hereby given to Datuk Seri Dr. Zurainah Binti Musa to be retained as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company.\*

**BY ORDER OF THE BOARD**

KHOO MING SIANG  
Membership No.: MAICSA 7034037  
SSM PC No.: 202208000150

CHIN WAI LENG  
Membership No.: LS0009738  
SSM PC No.: 201908000658

**Company Secretaries**

Selangor Darul Ehsan  
Date: 15 October 2024

**NOTES:**

- The AGM of the Company will be held and conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting (“**RPEV**”) facilities. Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely.  
The Administrative Guide on the conduct of a virtual AGM of the Company is available on the Company's website at [www.uzmagroup.com](http://www.uzmagroup.com).
- The venue of the AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the AGM is to inform the shareholders where the electronic AGM production and streaming would be conducted from. NO SHAREHOLDER(S)/PROXY(IES) from the public will be allowed to be physically present at the broadcast venue.
- A member other than an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991 of the Company who is entitled to participate and vote at the meeting is entitled to appoint not more than two (2) proxies to participate and vote in his stead at the same meeting. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar. There shall be no restriction as to the qualification of the proxy.
- Where a member of the Company appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
- Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“**omnibus account**”), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.  
An exempt authorized nominee refers to an authorized nominee defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”) which is exempted from compliance with the provisions of subsection 25A (1) of SICDA.
- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or by his attorney duly authorized in writing and in the case of corporation shall be given under its common seal or signed on its behalf by an attorney of the corporation so authorized.
- The appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the AGM or at any adjournment thereof, as follows: -

**a. In hard copy form**

The original instrument appointing a proxy (“**Proxy Form**”) must be deposited at **KPMG Management & Risk Consulting Sdn. Bhd.** at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia.

**b. By electronic means**

The Proxy Form can also be lodged electronically via online portal at <https://conveneagm.my/uzmaagm2024> or email to [support\\_conveneagm@kpmg.com.my](mailto:support_conveneagm@kpmg.com.my). Please follow the procedures provided in the Administrative Guide for the 17th AGM in order to deposit the Proxy Form electronically.

- If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM by yourself, please write in to [support\\_conveneagm@kpmg.com.my](mailto:support_conveneagm@kpmg.com.my) to revoke the earlier appointed proxy forty-eight (48) hours before this meeting. Alternatively, please follow the steps provided in the Administrative Guide for the 17th AGM to register for RPEV facility or appoint another proxy. In such an appointment your earlier appointment of proxy shall be revoked. Please advise your proxy accordingly.
- Pursuant to Paragraph 8.29A(1) of the MMLR, all the resolutions set out in this Notice of AGM will be put to vote by way of poll.
- For the purpose of determining who shall be entitled to participate in this meeting, the Company will be requesting from Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at 6 November 2024. Only a Depositor whose name appears on such Record of Depositors shall be entitled to participate and vote at this meeting and be entitled to appoint a proxy or proxies.

**Explanatory Notes on Ordinary Business and Special Business**

- Audited Financial Statements for the Financial Year Ended 30 June 2024

The Audited Financial Statements in Agenda 1 is meant for discussion only, as approval from the shareholders is not required pursuant to the provision of Section 340(1)(a) of the Act. Hence, this Agenda is not put forward for voting by shareholders of the Company.

- Ordinary Resolution 1 – Fees and Benefits Payable to the Directors**

Section 230(1) of the Act provides amongst others that the fees of the Directors and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. In this respect, the Board of Directors (“**Board**”) of the Company wishes to seek shareholders' approval for the payment of fees and benefits payable to the Non-Executive Directors (“**NEDs**”) of up to an aggregate amount of RM1,256,500.00 for the period from 14 November 2024 until the next AGM to be held in 2025. The aggregate amount of RM1,155,000.00 consists of the Directors' fees payable to the NEDs of the Company as members of the Board and the Board Committees, subject to the approval of the shareholders at this 17th AGM.

The proposed fees payable by the Company to each of the NEDs are detailed as follows:

Board of Directors  
-Chairman RM180,000  
-Member RM120,000

Board Committees  
-Chairman RM30,000  
-Member RM15,000

The proposed Resolution 1 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors' fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.

In determining the estimated total amount of benefits (excluding Directors' fees) for the NEDs, the Board considered various factors including the number of scheduled meetings for the Board, Board Committees as well as the number of Directors involved. The Board is recommending to the shareholders to approve the Directors' benefits payable to the NEDs of up to RM101,500.00 from the date of the forthcoming AGM until the next AGM of the Company. In the event the proposed amount is insufficient (due to more meetings/ enlarged board size), approval will be sought at the next AGM for the shortfall.

- Ordinary Resolutions 2, 3, 4, 5 and 6 – Re-election of Directors**

For the purpose of determining the eligibility of the Directors to stand for re-election at the 17th AGM of the Company, the Board through its Nomination and Remuneration Committee (“**NRC**”) undertook a formal evaluation to determine the eligibility of each retiring Director in line with the Malaysian Code on Corporate Governance, which include the following: -

- The performance and effectiveness of the Board of Directors as a whole, Board Committees and individual Directors;
- The independence of the Independent Non-Executive Directors; and
- The fit and proper assessment.

Based on the outcome of the annual performance evaluation, the Board are satisfied that the retiring Directors, Messrs Tengku Ezuhan Bin Tengku Nun Ahmad, Datuk Farisha Binti Pawan Teh, Mazli Zakuan Bin Mohd Noor, Dato' Nasri Bin Nasrun, and Datin Rozita Binti Mat Shah @ Hassan (collectively, “**the retiring Directors**”) standing for re-election have performed their duties as per the Board Charter. In addition, the NRC and the Board are confident that the retiring Directors will continue to bring their knowledge, experience and skills, and will contribute effectively to the Board's discussions, deliberations and decisions. In view thereof, the Board recommends that the retiring Directors be re-elected as Directors of the Company.

The retiring Directors, being eligible, have offered themselves for re-election at the 17th AGM.

The retiring Directors have abstained from deliberations and decisions on their own eligibility and suitability to stand for re-election at the relevant Board meeting.

The profiles of the Directors who are standing for re-election under Ordinary Resolutions 2 to 6 are set out in the Directors' Profile on pages 67, 70 to 73 of the Annual Report 2024.

- Ordinary Resolution 8 – Re-appointment of Auditors**

Messrs AJ Jafree Salihi Kuzaimi PLT, the auditors of the Company, have expressed their willingness to continue in office as auditors of the Company for the financial year ending 30 June 2025. The Board has approved the Audit Committee's recommendation that their office be retained after taking into account the relevant feedback on their experience, performance and independence following a formal assessment.

- Ordinary Resolution 9 – Authority Under Section 75 and 76 of the Companies Act 2016 for the Directors to Allot and Issue Shares and Waiver of Pre-Emptive Rights**

The Ordinary Resolution 9 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of ordinary shares (“**Shares**”) by the Company under Sections 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new Shares speedily in the Company from time to time and expand the mandate to grant rights to subscribe for Shares in the Company, convert any security into Shares in the Company, or allot Shares under an agreement or option or offer, provided that the aggregate number of Shares issued and allotted, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution does not exceed 10% of the total number of issued Shares (excluding treasury shares, if any) of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain the approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

This is the renewal of the mandate obtained from the members at the last AGM (“**the previous mandate**”). The previous mandate was not utilised and accordingly no proceeds were raised.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to, further placing of shares, for purpose of funding investment project(s), working capital and/or acquisitions.

Pursuant to Section 85(1) of the Act is read together with Clause 59 of the Constitution of the Company, the shareholders have pre-emptive rights to be offered any new Shares which ranks equally to the existing issued Shares or other convertible securities.

Please refer to Section 85(1) of the Act and Clause 59 of the Constitution of the Company as detailed below: -

**Details of Section 85(1) of the Act and Clause 59 of the Constitution of the Company**

Section 85(1) of the Act provides as follows: -

\*85. Pre-emptive rights to new shares

(1) Subject to the constitution, where a company issue shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.\*

Clause 59 of the Constitution of the Company provides as follows: -

\*Subject to any direction to the contrary that may be given by the Company in general meeting, any new shares from time to time to be created shall, before they are issued, be offered to such persons as at the date they are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer dispose of those shares or securities in such manner as they think most beneficial to the Company. The Board may likewise also dispose of any new shares or securities which (by reason of the ration which the new shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.\*

- Ordinary Resolution 10 – Proposed Renewal of Share Buy-Back Mandate**

Ordinary Resolution 10 proposed under item 8 of the Agenda, if passed, will give the Directors of the Company the authority to take all such steps, as are necessary or expedient, to implement, finalise, complete and/or to effect the purchase(s) of ordinary shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company following the 17th AGM is required by law to be held.

Please refer to the Statement to Shareholders dated 15 October 2024 for further information.

- Ordinary Resolution 11 – Retention of Independent Non-Executive Director, Datuk Seri Dr. Zurainah Binti Musa**

Ordinary Resolution 11, if passed, will allow Datuk Seri Dr. Zurainah Binti Musa to continue in office as an Independent Non-Executive Director of the Company.

Datuk Seri Dr. Zurainah Binti Musa was appointed as an Independent Non-Executive Director on 13 May 2015. The Board has via the NRC conducted a performance evaluation and assessment on Datuk Seri Dr. Zurainah Binti Musa, who has served the Company for more than nine (9) years as at the date of the notice of this 17th AGM. The Board and NRC (save for Datuk Seri Dr. Zurainah Binti Musa who has declared her interest and abstained from deliberation and voting) recommended her to continue to act as Independent Director of the Company based on the following justifications: -

- she has met the independence guidelines set out in the MMLR,
- she continues to be independent as she has no circumstances and relationships that create threats to her independence,
- she has actively participated in the board meetings and possesses the appropriate competencies to enable her to apply professional judgment, and
- she has contributed sufficient time and efforts and exercised due care in all undertakings of the Company and has acted and carried out her fiduciary duties in the interest of the Company during her tenure as an Independent Non-Executive Director.

Pursuant to the Malaysian Code on Corporate Governance 2021, the Company will use two-tier voting process in seeking annual shareholders' approval to retain Datuk Seri Dr. Zurainah Binti Musa, who served the Company as an Independent Non-Executive Director beyond nine (9) years.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participated and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) of the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.