

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of UZMA BERHAD (“UZma” or “Company”) will be held and conducted on a virtual basis through live streaming and online remote voting via the Remote Participation and Electronic Voting (“RPEV”) facilities at <https://conveneagm.my/uzmaegm2024> from the broadcast venue at Level 2, Uzma Tower, No. 2, Jalan PJU 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Wednesday, 13 November 2024 at 12.00 p.m. or immediately following the conclusion or adjournment of the 17th Annual General Meeting of the Company scheduled to be held at the same broadcast venue and on the same day at 10.00 a.m., whichever is earlier for the purpose of considering and if thought fit, passing the resolutions setting out in this notice:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A DIVIDEND REINVESTMENT SCHEME WHICH WILL PROVIDE SHAREHOLDERS OF UZMA WITH AN OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND(S) IN NEW ORDINARY SHARES IN UZMA (“UZMA SHARE(S)” OR “SHARE(S)”) (“PROPOSED DRS”)

“THAT subject to the approvals of the relevant regulatory authorities, if required for the Proposed DRS being obtained and to the extent permitted by law:

- (i) the Proposed DRS which shall upon such terms and conditions as the Board of Directors of Uzma (“Board”), at its sole and absolute discretion, deem fit be and is hereby approved;
- (ii) the Board be and is hereby authorised:
 - (a) to establish and implement the Proposed DRS and the terms and conditions of the Proposed DRS;
 - (b) to determine, at their sole and absolute discretion, whether the Proposed DRS will apply to any dividends declared (whether interim, final, special or any other type of cash dividends) and/or approved by the Company;
 - (c) to allot and issue such number of new Uzma Share(s) from time to time as may be required to be allotted and issued pursuant to the Proposed DRS upon such terms and conditions as the Board may, in its sole and absolute discretion deem fit and in the best interest of the Company, including but not limited to determining the issue price of the new Uzma Shares (“Issue Price”) and the extend of the discount to be applied in relation to the Issue Price (“New Share(s)”); and
 - (d) to do all such acts and enter into all such transactions, arrangements and agreements and to execute, sign and deliver, for and on behalf of the Company, all such documents and impose such terms and conditions or delegate any part of its powers as may be necessary or expedient in order to give full effect to the Proposed DRS, with full powers to assent to any conditions, modifications, variations and/or amendments including amendment, modification, suspension and termination of the Proposed DRS as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or as may be imposed or agreed to by any relevant authorities;

THAT pursuant to Section 85(1) of the Companies Act 2016 which must be read together with the Clause 59 of the constitution of the Company, approval be hereby given to disapplication of the pre-emptive rights of the existing shareholders of the Company to be first offered any new Uzma Shares ranking equally to the existing issued Uzma Shares or other convertible securities, arising from any allotment and issuance of new Uzma Shares to the eligible persons pursuant to the Proposed DRS which will result in a dilution to their shareholding percentage in the Company.

AND THAT the New Shares will, upon allotment and issuance, rank equally in all respects with the existing Uzma Shares, save and except that the holders of such New Shares shall not be entitled to any dividends, rights, allotments and/or other forms of distributions that may be declared, made or paid for which the entitlement date of the said distributions precedes the date of allotment and issuance of the New Shares.”

ORDINARY RESOLUTION 2

ISSUANCE OF NEW SHARES IN RELATION TO THE PROPOSED DRS (“ISSUANCE OF NEW SHARES”)

“THAT subject to the passing of Ordinary Resolution 1 and the approvals of the relevant regulatory authorities or parties being obtained, where required, approval be and is hereby given to the Board to allot and issue such number of New Shares from time to time as may be required to be allotted and issued pursuant to the Proposed DRS until the conclusion of the Company’s next annual general meeting, upon terms and conditions and to such persons as the Board may, in its absolute discretion, deem fit and in the best interest of the Company;

THAT the issue price of the said New Shares, which will be determined by the Board on the price fixing date to be determined and announced later, shall be at an issue price of not more than 10% discount to the 5-day volume weighted average market price (“VWAP”) of Uzma Shares immediately prior to the price fixing date. The VWAP of Uzma Shares shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price at the material time.

AND THAT the Board be and is hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds and undertakings and to execute, sign and deliver for and on behalf of the Company, all such documents and impose such terms and conditions or delegate all or any part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Issuance of New Shares, with full power to assent to any conditions, modifications, variations and/or amendments including amendments, modifications, suspension and termination of the Proposed DRS as the Board may, in its absolute discretion, deem fit and in the best interest of the Company and/or may be imposed or agreed to by any other relevant authorities.”

ORDINARY RESOLUTION 3

PROPOSED BONUS ISSUE OF UP TO 172,131,403 NEW UZMA SHARES (“BONUS SHARE(S)”) ON THE BASIS OF 1 BONUS SHARE FOR EVERY 3 EXISTING UZMA SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED AND ANNOUNCED LATER (“ENTITLEMENT DATE”) (“PROPOSED BONUS ISSUE”)

“THAT subject to the approvals of all relevant authorities and/or parties being obtained for the Proposed Bonus Issue, approval be and is hereby given to the Board to allot and issue up to 172,131,403 Bonus Shares on the basis of 1 Bonus Share for every 3 existing Uzma Shares held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as at close of business on the Entitlement Date (“Entitled Shareholder(s)”);

THAT the Bonus Shares in respect of the Proposed Bonus Issue will be issued as fully paid, at no consideration and without capitalisation of the Company’s reserves;

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the existing Uzma Shares, save and except that such Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid in respect of which the Entitlement Date is before the allotment date of the Bonus Shares;

THAT the Board be and is hereby authorised to deal with fractional entitlements (if any), including disregarding any fractional entitlements, under the Proposed Bonus Issue, in such manner at its absolute discretion as the Board may deem fit and expedient, and in the best interests of the Company;

AND THAT the Board be and is hereby authorised to sign and execute all documents and to take all such necessary steps to give effect to the Proposed Bonus Issue with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all such acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

BY ORDER OF THE BOARD

KHOO MING SIANG

Membership No.: MAICSA 7034037

SSM PC No.: 202208000150

CHIN WAI LENG

Membership No.: LS009738

SSM PC No.: 201908000658

Company Secretaries

Selangor Darul Ehsan

Date: 29 October 2024

Notes:

1. The EGM of the Company will be held and conducted on a virtual basis through live streaming and online remote voting via the RPEV facilities on Wednesday, 13 November 2024 at 12.00 p.m. or immediately following the conclusion or adjournment of the 17th Annual General Meeting of the Company scheduled to be held at the same broadcast venue and on the same day at 10.00 a.m., whichever is earlier. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely. The Administrative Guide on the conduct of a virtual EGM of the Company is available on the Company’s website at www.uzmagroup.com.
2. The venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the EGM is to inform the shareholders where the electronic EGM 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.
3. A member (other than an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”)) 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.
4. Where a member of the Company appoints 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.
5. Where a member of the Company is an exempt authorised 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 authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A (1) of SICDA.
6. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointed or by his attorney duly authorised 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 authorised.
7. The appointment of proxy may be made in a hard copy form or by electronic means, not less than 48 hours before the time for holding the EGM 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 ConveneAGM Meeting platform at <https://conveneagm.my/uzmaegm2024> or email to support_conveneagm@kpmg.com.my. Please follow the procedures provided in the Administrative Guide for the EGM in order to deposit the Proxy Form electronically.
8. If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic EGM by yourself, please write in to support_conveneagm@kpmg.com.my to revoke the earlier appointed proxy 48 hours before this meeting. Alternatively, please follow the steps provided in the Administrative Guide for the EGM 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.
9. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by way of poll.
10. 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 Note:

1. Please refer to Section 8 of the Circular for the explanation in relation to Section 85(1) of the Companies Act 2016 and Clause 59 of the constitution of the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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) to 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.