

NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES

Terms defined in the Abridged Prospectus dated 26 June 2014 ("Abridged Prospectus") shall have the same meanings when used in this Notice of Provisional Allotment ("NPA") unless otherwise stated. The provisional allotted Rights Shares are prescribed securities pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991, as amended from time to time ("Central Depositories Act") and therefore, the Central Depositories Act and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") shall apply in respect of dealings in the provisional allotted Rights Shares (as defined herein).



**UZMA BERHAD**

(Company No.: 769866-V)

(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF 132,000,000 NEW ORDINARY SHARES OF RM0.50 EACH ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.75 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.50 EACH ("SHARE") HELD IN UZMA BERHAD ("UZMA" OR "THE COMPANY") AS AT 5.00 P.M. ON 26 JUNE 2014**

Principal Adviser



**KENANGA INVESTMENT BANK BERHAD**

(Company No.: 15678-H)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

To: The Entitled Shareholders of **UZMA**

Dear Sir/Madam,

The Board of Directors of UZMA ("Board") has provisionally allotted to you, in accordance with the ordinary resolution passed at the Extraordinary General Meeting convened on 10 June 2014 and the approval-in-principle by Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 8 May 2014, the number of new Rights Shares as indicated below ("Provisional Allotment").

We wish to advise that the following Rights Shares provisionally allotted to you in respect of the Rights Issue have been confirmed by Bursa Depository and upon acceptance, will be credited into your Central Depository System ("CDS") account(s) subject to the terms and conditions stated in the Abridged Prospectus and the Rights Subscription Form ("RSF") issued by the Company.

The Provisional Allotment of Rights Shares is made subject to the provisions stated in the Abridged Prospectus dated 26 June 2014 issued by the Company. Bursa Securities has already prescribed our securities listed on the Main Market of Bursa Securities, to be deposited with Bursa Depository. Accordingly, the Provisional Allotment of Rights Shares arising from the Rights Issue are prescribed securities and, as such, all dealings in the provisional allotment of Rights Shares will be by way of book entry through CDS accounts and will be governed by the Central Depositories Act, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Depository.

**ALL RIGHTS SHARES TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATES WILL BE ISSUED.**

It is the intention of the Board to allot the excess Rights Shares, if any, in a fair and equitable manner to the entitled shareholders and/or their renounee(s) and/or transferee(s) who have applied for the excess Rights Shares in the following priority:-

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to the Entitled Shareholders who have applied for the excess Rights Shares, on a pro-rata basis and in board lot, calculated based on their respective shareholdings in the Company at the Entitlement Date; and
- (iii) thirdly, for allocation to the Entitled Shareholders who have accepted the Rights Shares based on (ii) above, who have applied for the excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of their respective excess Rights Shares application; and
- (iv) fourthly, for allocation to the renounee(s) who have applied for the excess Rights Shares on a pro-rata basis and in board lot, calculated based on the quantum of their respective excess Rights Shares application.

Nevertheless, the Board reserves the right to allot the excess Rights Shares applied for under Part I(b) of the RSF in such manner as they deem fit and expedient and in the best interest of the Company subject always to such allocation being made on a fair and equitable basis, and that the intention of the Board as set out in (i) to (iv) above is achieved.

NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER		

NUMBER OF UZMA SHARES HELD AT 5.00 P.M. ON 26 JUNE 2014	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE (AT RM0.75 PER RIGHTS SHARE) (RM)

IMPORTANT RELEVANT DATES AND TIME:	
Entitlement Date .....	: Thursday, 26 June 2014 at 5.00 p.m.
Last date and time for sale of provisional allotment of rights .....	: Thursday, 3 July 2014 at 5.00 p.m.
Last date and time for transfer of provisional allotment of rights .....	: Tuesday, 8 July 2014 at 4.00 p.m.
Last date and time for acceptance and payment .....	: Friday, 11 July 2014 at 5.00 p.m.*
Last date and time for excess application and payment .....	: Friday, 11 July 2014 at 5.00 p.m.*

\* or such later date and time as the Board of Directors of Uzma in their absolute discretion may decide and announce not less than two (2) market days before the closing date.

By order of the Board  
**Kang Shew Meng** (MAICSA 0778565)  
**Seow Fei San** (MAICSA 7009732)  
 Company Secretaries

Share Registrar:  
**Symphony Share Registrars Sdn Bhd (378993-D)**  
 Level 6, Symphony House, Pusat Dagangan Dana 1  
 Jalan PJU 1A/46, 47301 Petaling Jaya  
 Selangor Darul Ehsan, Malaysia  
 Tel: (603) – 78418000  
 Helpdesk: (603) – 7849 0777  
 Fax: (603) – 7841 8151/8152

THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 26 JUNE 2014

**RIGHTS SUBSCRIPTION FORM**

TERMS DEFINED IN THE ABRIDGED PROSPECTUS DATED 26 JUNE 2014 ("ABRIDGED PROSPECTUS") SHALL HAVE THE SAME MEANINGS WHEN USED IN THIS RIGHTS SUBSCRIPTION FORM ("RSF") TOGETHER WITH THE NOTES AND INSTRUCTIONS FOR COMPLETING THIS RSF UNLESS OTHERWISE STATED. THIS RSF IS ISSUED FOR THE PURPOSE OF ACCEPTING THE RIGHTS SHARES (AS DEFINED HEREIN) AND APPLYING FOR THE EXCESS RIGHTS SHARES PURSUANT TO THE RIGHTS ISSUE (AS DEFINED HEREIN) OF UZMA BERHAD ("UZMA" OR "COMPANY"). THE LAST DATE AND TIME FOR ACCEPTANCE, APPLICATION FOR EXCESS RIGHTS SHARES AND PAYMENT IS AT 5.00 P.M. ON 11 JULY 2014 OR SUCH LATER DATE AND TIME AS MAY BE DETERMINED AND ANNOUNCED BY THE BOARD OF DIRECTORS OF UZMA ("BOARD"). THIS RSF IS ONLY APPLICABLE TO PERSONS WHO HAVE PROVISIONALLY RIGHTS STANDING TO HIS/HER CENTRAL DEPOSITORY SYSTEM ("CDS") ACCOUNT.



(Incorporated in Malaysia under the Companies Act, 1965)

**RENOUNCEABLE RIGHTS ISSUE OF 132,000,000 NEW ORDINARY SHARES OF RM0.50 EACH ("RIGHTS SHARES") AT AN ISSUE PRICE OF RM0.75 PER RIGHTS SHARE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF RM0.50 EACH ("SHARE") HELD IN UZMA AS AT 5.00 P.M. ON 26 JUNE 2014**

**NAME AND ADDRESS**

(in block letters as per Bursa Malaysia Depository Sdn Bhd's record)

**NRIC NO./ COMPANY NO.:**

**CDS A/C NO.**

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To: The Board of Directors  
**Uzma Berhad** (769866-V)

**PART I - ACCEPTANCE OF RIGHTS SHARES AND EXCESS RIGHTS SHARES APPLICATION**

In accordance with the terms of this RSF and the Abridged Prospectus, I/we hereby irrevocably:

- (a) \*accept the number of Rights Shares as stated below which were provisionally allotted/renounced to me/us;
- (b) \*apply the number of excess Rights Shares as stated below in addition to the above;

in accordance with and subject to the Memorandum and Articles of Association of the Company. I/we enclose herewith the appropriate remittance(s)/reference for payment as stated below being the full amount payable for the Rights Shares accepted/applied for, and hereby request for the said Rights Shares to be credited into my/our CDS account as stated above:-

	NUMBER OF RIGHTS SHARE ACCEPTED / EXCESS APPLIED	AMOUNT PAYABLE IN FULL AT RM0.75 PER RIGHTS SHARE	BANKER'S DRAFT/ CASHIER'S ORDER/ MONEY ORDER/ POSTAL ORDER NO.	PAYABLE TO
(a) ACCEPTANCE				UZMA RIGHTS ISSUE ACCOUNT
(b) EXCESS				UZMA EXCESS RIGHTS ISSUE ACCOUNT

**PART II - DECLARATION**

I/We hereby confirm and declare that:-

- (i) All information provided by me/us is true and correct;
- (ii) All information is identical with the information in the records of Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") and further agree and confirm that in the event the said information differs from Bursa Depository's record as mentioned earlier, the exercise of my/our rights may be rejected; and
  - \* I am 18 years of age or over.
  - \* I am/We are resident(s) of Malaysia.
  - \* I am/We are resident(s) of ..... (country) and having ..... citizenship.
  - \* I am/We are nominee(s) of a person who is a \*Bumiputera/\*Non-Bumiputera/\*Non Citizen resident in ..... (country) and having..... citizenship..... citizenship.

I/We consent to the Company and the Share Registrar for the Rights Shares to collecting my/our information and personal data (collectively "**Data**") required herein, to process and disclose such Data to any person for purposes of implementing the Rights Issue and storing such Data in any servers located in Malaysia or outside Malaysia in accordance with the relevant laws and regulations.

I/We have read and understood and hereby accept all the terms and conditions set out in this RSF and the Abridged Prospectus dated 26 June 2014 and further confirm compliance with all the requirements for acceptance as set out therein.

**Affix Malaysian Revenue Stamp of RM10.00 here**

\_\_\_\_\_ Date

\_\_\_\_\_  
 Signature/Authorised Signatory(ies)  
 (Corporate bodies must affix their Common Seal)

\_\_\_\_\_ Contact number during office hours

<b>LAST DATE AND TIME FOR:-</b>	
Acceptance and Payment	: Friday, 11 July 2014 at 5.00 p.m. *
Excess Application and Payment	: Friday, 11 July 2014 at 5.00 p.m. *
* or such later date and time as the Board of Directors of Uzma in their absolute discretion may decide and announce not less than two (2) market days before the closing date.	

NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RIGHTS SUBSCRIPTION FORM ("RSF")

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. In accordance with the requirements of the Capital Markets and Services Act, 2007, this RSF must not be circulated unless accompanied by the Abridged Prospectus.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately. All enquiries concerning the Rights Issue should be addressed to the Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PUJ 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia (Tel.: 603-7849 0777). INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

The Abridged Prospectus, together with the Notice of Provisional Allotment of Rights Shares ("NPA") and RSF (collectively the "Documents") are only dispatched to the Entitled Shareholders who have a registered address in Malaysia in the Record of Depositors as at 5.00 p.m. on 26 June 2014 ("Entitlement Date") or who have provided the Share Registrar with a registered address in Malaysia in writing prior to the Entitlement Date. The Documents are not intended to be (and will not be) issued, circulated or distributed and the Rights Issue is not intended to be (and will not be) made or offered for purchase or subscription, in any country or jurisdiction other than Malaysia or to persons who are or may be subject to the laws of any country or jurisdiction other than, nor under or in accordance with any laws other than that of, nor lodged, registered or approved by any regulatory authority or relevant body other than those in Malaysia. No action has been or will be taken to ensure that the Rights Issue and the Documents comply with the laws of any country or jurisdiction other than the laws of Malaysia. It shall be the sole responsibilities of the Entitled Shareholders and/or their renounee(s) (if applicable) who are or may be subject to the laws of country or jurisdiction other than Malaysia to consult their legal and/or other professional advisers and to satisfy themselves as to whether the acceptance or renunciation (as the case may be) of all or part of their entitlements to the Rights Issue would result in the contravention of the laws of such country or jurisdiction. Such shareholders should also refer to Section 10.6 of the Abridged Prospectus. Neither Uzma nor Kenanga Investment Bank Berhad, being the Principal Adviser, shall accept any responsibility or liability in the event that any acceptance or renunciation of the Rights Shares made by the Entitled Shareholders and/or their renounee(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any country or jurisdiction.

A copy of the Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue or assumes responsibility for the correctness of any statement made or opinion or report expressed in the Abridged Prospectus. The SC has not, in any way, considered the merits of the securities being offered for investment. A copy of the Documents have also been lodged with the Registrar of Companies who takes no responsibility for the contents.

Approvals for the Rights Issue has been obtained from the shareholders of Uzma at the Company's Extraordinary General Meeting held on 10 June 2014. Approval has also been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") vide its letter dated 8 May 2014 for the listing of and quotation for the Rights Shares on the Official List of Bursa Securities. However, this is not an indication that Bursa Securities recommends the Rights Issue. The listing and quotation for the Rights Shares will commence, amongst others, upon the receipt of confirmation from Bursa Depository that all the Central Depository System accounts of the Entitled Shareholders and/or their renounee(s) (if applicable) have been duly credited and notices of allotment have been despatched to them. Admission to the Official List of Bursa Securities and the listing of and quotation for the said Rights Shares are in no way reflective of the merits of the Rights Issue.

The Board has seen and approved the Documents and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable inquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make the statements in the Documents false or misleading.

The provisional allotment of Rights Shares ("Provisional Rights Shares") is a prescribed security pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depositories) Act, 1991 (including all amendments thereof) and the Rules of the Bursa Depository shall apply in respect of dealings of the provisional allotted Rights Shares.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (or "RM" in abbreviation) and sen. Terms defined in the Abridged Prospectus shall have the same meanings when used in this document, unless they are otherwise defined here or the context otherwise requires.

**INSTRUCTIONS:**

**(I) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT**

This RSF is valid for acceptance until 5.00 p.m. on 11 July 2014, or such extended date and time as the Board may decide at their absolute discretion. Where the closing date for acceptance is extended from the original closing date, the announcement of such extension will be made not less than two (2) market days before the stipulated date and time.

**(II) FULL ACCEPTANCE OR PART ACCEPTANCE OF THE RIGHTS SHARES**

If you wish to accept the Rights Shares provisionally allotted to you, please complete Part I(a) and Part II of this RSF and return this RSF, together with the appropriate remittance made in Ringgit Malaysia (RM) for the full amount in the form of Banker's Draft(s)/Cashier's Order(s)/Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and must be made out in favour of "UZMA RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name in block letters and CDS account number, for the full amount payable for the Rights Shares accepted, to be received by the Share Registrar, before 5.00 p.m. on 11 July 2014 (or such extended date and time as the Board may decide at their absolute discretion). Cheques or any other mode of payments are not acceptable.

If acceptance and payment for the Rights Shares provisionally allotted to you is not received by the Share Registrar by 5.00 p.m. on 11 July 2014, being the last time and date for acceptance and payment (or such extended time and date as may be determined and announced by the Board), such provisional allotment of rights will be deemed to have been declined and will be cancelled.

The remittance must be made for the exact amount payable for the Rights Shares accepted. No acknowledgement will be issued but a notice of allotment will be despatched to you by ordinary post to the address stated in this RSF within eight (8) market days from the last date for acceptance and payment for the Rights Shares.

If you wish to accept part of your provisional allotment of the Rights Shares, please complete Part I(a) and Part II of this RSF by specifying the number of Rights Shares which you are accepting and deliver the completed RSF together with the relevant payment to the Share Registrar by 5.00 p.m. on 11 July 2014, being the last time and date for acceptance and payment (or such extended time and date as may be determined and announced by the Board).

**(III) APPLICATION FOR EXCESS RIGHTS SHARES**

If you and/or your renounee(s) (if applicable) wish to apply for excess Rights Shares in addition to those provisionally allotted to you and/or your renounee(s) (if applicable), please complete Part I(b) of this RSF (in addition to Parts I(a) and II) and forward this completed and signed RSF together with a separate remittance for the full amount payable in respect of the excess Rights Shares applied for to the Share Registrar. Payment for the excess Rights Shares applied for should be made in the same manner described in note (ii) above, with remittance in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made payable to "UZMA EXCESS RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name in block letters and CDS account number to be received by the Share Registrar not later than 5.00 p.m. on 11 July 2014, being the last time and date for the excess Rights Shares acceptance and payment (or such extended time and date as may be determined and announced by the Board). No acknowledgement will be issued for the receipt of the excess Rights Shares applications. However, a notice of allotment will be despatched to you by ordinary post to the address stated in this RSF within eight (8) market days from the last date for acceptance and payment for the excess Rights Shares.

In respect of unsuccessful or partially successful excess Rights Shares applications, the full amount or the surplus application monies (as the case may be) will be refunded without interest within fifteen (15) market days from the last date for application and payment for the excess Rights Shares by ordinary post to the address shown in the Record of Depositors at the applicant's own risk.

It is the intention of the Board to allot the excess Rights Shares, if any, in a fair and equitable manner to the entitled shareholders and/or their renounee(s) and/or transferee(s) who have applied for the excess Rights Shares in the following priority:-

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, for allocation to the Entitled Shareholders who have applied for the excess Rights Shares, on a pro-rata basis and in board lot, calculated based on their respective shareholdings in the Company at the Entitlement Date; and
- (iii) thirdly, for allocation to the Entitled Shareholders who have accepted the Rights Shares based on (ii) above, who have applied for the excess Rights Shares, on a pro-rata basis and in board lot, calculated based on the quantum of their respective excess Rights Shares application; and
- (iv) fourthly, for allocation to the renounee(s) who have applied for the excess Rights Shares on a pro-rata basis and in board lot, calculated based on the quantum of their respective excess Rights Shares application.

Nevertheless, the Board reserves the right to allot the excess Rights Shares applied for under Part I of the RSF in such manner as they deem fit and expedient and in the best interest of the Company subject always to such allocation being made on a fair and equitable basis, and that the intention of the Board as set out in (i) to (iv) above is achieved.

**(IV) SALE/TRANSFER OF THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES**

If you wish to sell/transfer all or part of your provisional allotment of the Rights Shares to your renounee(s) (if applicable), you may do so immediately through your stockbroker without first having to request the Company for a splitting of the provisional allotment of the Rights Shares standing to the credit of your CDS accounts. To sell/transfer all or part of your provisional allotment of the Rights Shares, you may sell such entitlement of the Rights Shares on the open market of Bursa Securities or transfer such entitlement to such persons as may be allowed pursuant to the Rules of Bursa Depository.

In selling/transferring all or part of your provisional allotment of the Rights Shares, you and/or your renounee(s) (if applicable) need not deliver any document, including this RSF, to the stockbroker. However, you and/or your renounee(s) (if applicable) must ensure that you have sufficient provisional allotment of the Rights Shares standing to the credit of your CDS account before that are available for settlement of the sale/transfers as the case may be.

The purchaser(s)/renounee(s)/transferee(s) of the provisionally allotted Rights Shares may obtain a copy of the Abridged Prospectus and this RSF for the acceptance of his rights from his stockbroker, our Share Registrar, our Registered Office or at Bursa Securities's website at <http://www.bursamalaysia.com>.

If you have sold only part of the provisional allotment of the Rights Shares, you may still accept the balance of your provisional allotment of the Rights Shares by completing Parts I(a) and II of this RSF.

**(V) GENERAL INSTRUCTIONS**

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- (b) Rights Shares subscribed by the shareholders and/or their renounee(s) will be credited into their respective CDS accounts as shown in the Bursa Depository's Record of Depositors or the exact accounts appearing in Bursa Depository's record.
- (c) Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you.
- (d) The contract arising from the acceptance of the provisional allotment of the Rights Shares by you shall be governed by and construed in accordance with the laws of Malaysia, and you shall be deemed to have irrevocably and unconditionally submit to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract.
- (e) Our Company reserves the right to accept or reject any acceptance and/or application if the instructions hereinabove stated are not strictly adhered to.
- (f) Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on this RSF.