



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninety-eighth Annual General Meeting of members will be held at the United Malacca Berhad Building, 6th Floor, No. 61, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka on Monday, 27 August 2012 at 11.00 a.m. for the following business:-

### AGENDA

#### Ordinary Business

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 30 April 2012 and the Report of the Auditors thereon. **[Resolution 1]**
2. To declare a final single tier dividend of 16 sen per share in respect of the financial year ended 30 April 2012. **[Resolution 2]**
3. To approve payment of Directors' fees for the financial year ended 30 April 2012. **[Resolution 3]**
4. To approve payment of Directors' fees for the financial year ending 30 April 2013 to be payable on quarterly basis. **[Resolution 4]**
5. To re-elect Ms. Tan Siok Choo, a Director retiring by rotation in accordance with Article 118 of the Company's Articles of Association. **[Resolution 5]**
6. To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:-  
"That pursuant to Section 129(6) of the Companies Act, 1965, Mr. Boon Weng Siew be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **[Resolution 6]**
7. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorize the Directors to fix their remuneration. **[Resolution 7]**

#### Special Business

8. To consider and, if thought fit, to pass the following resolution with or without amendment as Special Resolution:-

#### SPECIAL RESOLUTION

##### - Proposed Amendments to the Articles of Association of the Company

"THAT the alterations, modifications, additions and deletions of the Articles of Association of the Company as set out in the Appendix A attached together with the Annual Report 2012 be and are hereby approved." **[Resolution 8]**

9. To transact any other business of which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN** that a final single tier dividend of 16 sen per share in respect of the financial year ended 30 April 2012, if approved by the Shareholders at the forthcoming Annual General Meeting, be paid on 28 September 2012 to Shareholders whose names appear in the Record of Depositors and Register of Members at the close of business at 5.00p.m. on 14 September 2012.

A shareholder shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 14 September 2012 in respect of transfers;
- (b) Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 12 September 2012 in respect of shares which are exempted from mandatory deposit;
- (c) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

### By Order of the Board

**Leong Yok Mui (MAICSA 0809324)**  
**Yong Yoke Hiong (MAICSA 7021707)**  
Company Secretaries  
Melaka

Date: 3 August 2012

### NOTES:

- (1) The right of Foreign Depositors to vote in respect of their deposited securities with Bursa Malaysia Depository Sdn. Bhd. is subject to Section 41(1)(e) and Section 41(2) of the Securities Industry (Central Depositories) Act, 1991 and Securities Industry (Central Depositories)(Foreign Ownership) Regulations, 1996. The position of Depositors in this regard will be determined based on The General Meeting Record of Depositors. Depositors whose shares exceed the prescribed limit as at the date of The General Meeting Record of Depositors may attend the above Meeting but are not entitled to vote. Consequently, a proxy appointed by a Depositor who is not entitled to vote will also not be entitled to vote at the above meeting.
- (2) The instrument appointing a proxy must be deposited at the Registered Office of the Company at United Malacca Berhad Building, 6th Floor, No. 61, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka not less than forty-eight hours before the time appointed for holding the Meeting or any adjournment thereof for the proxy to be valid.
- (3) Only members whose names appear in the Register of Members or registered in the General Meeting Record of Depositors on or before 5.00 p.m. on 17 August 2012 shall be eligible to attend the Annual General Meeting.

### EXPLANATORY NOTE ON RESOLUTION 4

Resolution 4, if passed, will allow the Company to pay Directors' fees in a timely manner on quarterly basis for services rendered during the course of the financial year ending 30 April 2013. The quantum of fees payable will be based on the existing remuneration structure for directors at RM80,000 per annum for the Chairperson and RM40,000 per annum for each of the Independent Non-Executive Directors.

### EXPLANATORY NOTE ON SPECIAL BUSINESS:

#### Resolution No. 8

The proposed amendments to the Articles of Association of the Company is to align the Articles of Association of the Company with the recent amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.