



UNITED BINTANG BERHAD

(Company No.: 44676-M) (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Fourth Annual General Meeting of the Company will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Tuesday, 25 June 2013, at 11.00 a.m. for the following purposes: -

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company and the Group together with the reports of the Directors and Auditors for the financial year ended 31 December 2012.
Please refer Explanatory Note A
2. To approve the payment of Directors' fees in respect of the financial year ended 31 December 2012.
Ordinary Resolution 1
3. To re-elect the following Directors who retire in accordance with Article 83 of the Company's Articles of Association :-
 - 3.1 Mr Tan Kim Soon
Ordinary Resolution 2(a)
 - 3.2 Mr Lee Yu-Jin
Ordinary Resolution 2(b)
4. To re-appoint Messrs Mazars as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 3

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions :-

PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

"THAT the following Directors who have respectively served as Independent Non-Executive Directors of the Company for more than nine years be retained as Independent Non-Executive Directors of the Company :-

- 5.1 Mr George Anthony Dass David;
Ordinary Resolution 4(a)
 - 5.2 Mr Leou Thiam Lai;
Ordinary Resolution 4(b)
 - 5.3 Mr Ong Bing Yap; and
Ordinary Resolution 4(c)
 - 5.4 Mr Lee Yu-Jin
Ordinary Resolution 4(d)
6. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965.

By Order of the Board

Lim Lai Sam (MAICSA No. 0877479)
Secretary

Kuala Lumpur
30 May 2013

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment shall be invalid.
2. The instrument appointing a proxy shall be in writing under the hand of appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's common seal or under the hand of officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
3. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it shall be entitled to appoint not more than two (2) proxies 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 of the Company is an exempt authorised nominee (an authorised nominee which is exempted from compliance with the provision of Section 25A(1) of the Central Depositories Act) 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.

Where an authorised nominee or an exempt authorised nominee appoints proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
4. The Proxy Form shall be deposited with the Company's Share Registrars, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the general meeting shall be entitled to attend and vote at the general meeting, or appoint a proxy to attend, speak and vote on his behalf.

Explanatory Note A

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the audited financial statements do not require formal approval of members and hence, the matter will not be put forward for voting.

Explanatory Note on Special Business

Proposed retention of Independent Non-Executive Directors

In line with the Malaysian Code on Corporate Governance 2012, the Nomination Committee has assessed the independence of Mr George Anthony Dass David, Mr Leou Thiam Lai, Mr Ong Bing Yap and Mr Lee Yu-Jin, who have each served as Independent Non-Executive Directors of the Company for more than nine years, and upon its recommendation, the Board of Directors has recommended for the said persons to continue to act as Independent Non-Executive Directors based on the following justifications :-

- a) all of them continue to fulfill the criteria under the definition of Independent Director as stated in the Bursa Securities Listing Requirements.
- b) their length of service on the Board of more than nine years do not in any way interfere with their exercise of objective judgment or their ability to act in the best interests of the Company and Group. In fact, having been with the Company for more than nine years, they are familiar with the Group's business operations and have devoted sufficient time and commitment to their roles and responsibilities as Independent Directors for informed and balanced decision making.
- c) they have exercised due care during their tenure as Independent Directors of the Company and have discharged their duties with reasonable skills and competence, bringing independent judgment and depth into the Board's decision making in the interest of the Company and its subsidiary.