



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninety-ninth 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 Friday, 30 August 2013 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 2013 and the Report of the Auditors thereon. **[Resolution 1]**
2. To approve payment of Directors' fees for the financial year ending 30 April 2014 to be payable on quarterly basis in arrears. *(Please refer to Explanatory note A)* **[Resolution 2]**
3. To re-elect Tan Sri Dato' Ahmad Bin Mohd Don, a Director retiring by rotation in accordance with Article 118 of the Company's Articles of Association. **[Resolution 3]**
4. To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965:- **[Resolution 4]**
"That pursuant to Section 129(6) of the Companies Act, 1965, Datuk 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."
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorize the Directors to fix their remuneration. **[Resolution 5]**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions with or without amendment :-

6. **ORDINARY RESOLUTION**
Continuing In Office as Independent Non-Executive Director by Datuk Boon Weng Siew
"THAT subject to the passing of Ordinary Resolution 4, approval be and is hereby given to Datuk Boon Weng Siew who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." **[Resolution 6]**
7. **ORDINARY RESOLUTION**
Continuing In Office as Independent Non-Executive Director by Ms. Tan Siok Choo
"THAT approval be and is hereby given to Ms. Tan Siok Choo who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company." **[Resolution 7]**
8. To transact any other business of which due notice shall have been given.

By Order of the Board

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

Date: 6 August 2013

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 20 August 2013 shall be eligible to attend the Annual General Meeting.

EXPLANATORY NOTE A RELATING TO RESOLUTION NO. 2

Resolution 2, if passed, will allow the Company to pay Directors' fees in a timely manner on a quarterly basis in arrears, for services rendered during the course of the financial year ending 30 April 2014. 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 B RELATING TO RESOLUTION NOS. 6 AND 7

The Board of Directors had via the Nomination Committee conducted an annual performance evaluation and assessment of Datuk Boon Weng Siew and Ms Tan Siok Choo, who had served as Independent Non-Executive Directors for a cumulative term of more than nine (9) years and recommend them to continue to act as Independent Non-Executive Directors on the ground that they are able to bring independent and objective judgement to the Board deliberations and their positions in the Board have not been compromised by their familiarity and long relationship with other Board members.