



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 100th Annual General Meeting of the Company will be held at the United Malacca Berhad Building, 6th Floor, No. 61, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka on Friday, 22 August 2014 at 11.00 a.m. for the following business:-

AGENDA

ORDINARY BUSINESS

1. To receive the Directors' Report and Audited Financial Statements for the financial year ended 30 April 2014 and the Report of the Auditors thereon. **[Resolution 1]**
 2. To approve the payment of Directors' fees amounting to RM80,000 per annum for Non-Executive Chairperson and RM40,000 per annum for each of the Non-Executive Directors for the financial year ending 30 April 2015 to be payable on quarterly basis in arrears. *(Please refer to Explanatory Note A)* **[Resolution 2]**
 3. To re-elect Mr. Teo Leng, a Director retiring by rotation in accordance with Article 118 of the Company's Articles of Association. **[Resolution 3]**
- To record the retirement of Datuk Boon Weng Siew who will be retiring pursuant to Section 129(2) of the Companies Act, 1965 and he has decided not to seek re-appointment. Hence, he will retain office until the conclusion of the 100th Annual General Meeting.
4. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorize the Directors to fix their remuneration. **[Resolution 4]**

SPECIAL BUSINESS

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

5. ORDINARY RESOLUTION
Proposed Payment of Retirement Gratuity to Datuk Boon Weng Siew
"THAT approval be and is hereby given for the Company to pay a retirement gratuity amounting to RM300,000 to Datuk Boon Weng Siew, an Independent Non-Executive Director of the Company in recognition of his 25 years' long service and contribution to the Company AND THAT authority be and is hereby given to the Directors of the Company to take all such actions as they may consider necessary and/or desirable to give full effect to this resolution" **[Resolution 5]**
6. 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: 25 July 2014

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 15 August 2014 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 2015. The quantum of fees payable will be based on the existing remuneration structure for directors.

EXPLANATORY NOTE B RELATING TO RESOLUTION NO.5

Ordinary Resolution 5, if passed will give approval to the Company to pay a retirement gratuity amounting to RM300,000 to Datuk Boon Weng Siew, an Independent Non-Executive Director of the Company, who retires pursuant to Section 129(2) of the Companies Act, 1965 and will not be seeking re-appointment at the forthcoming Annual General Meeting. The retirement gratuity proposed is in recognition of his 25 years' long service and contribution to the company.