



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 101st 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, 21 August 2015 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 2015 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 Non-Executive Director in respect of the financial year ending 30 April 2016 to be payable on quarterly basis in arrears. (Please refer to Explanatory Note A) [Resolution 2]
3. To re-elect the following Directors retiring by rotation in accordance with Article 118 of the Company's Articles of Association:-
 - (i) Mr. Tan Jiew Hoe [Resolution 3]
 - (ii) Dato' Tan Ang Meng [Resolution 4]
4. 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 resolution with or without amendment:-

5. Ordinary Resolution

Continuing In Office as Independent Non-Executive Director by Tan Sri Dato' Ahmad Bin Mohd Don

"THAT approval be and is hereby given to Tan Sri Dato' Ahmad Bin Mohd Don who would have served as Independent Non-Executive Director of the Company for a cumulative term of nine (9) years by October 2015, to continue to act as an Independent Non-Executive Director of the Company." (Please refer to Explanatory Note B) [Resolution 6]

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

By Order of the Board

Yong Yoke Hiong (MAICSA 7021707)

Pang Poh Chen (MACS 01405)

Company Secretaries
Melaka

Date: 27 July 2015

NOTES:

- (1) A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. A member shall not be entitled to appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- (2) 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.
- (3) 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.
- (4) 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 14 August 2015 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 2016. The quantum of fees payable will be based on the existing remuneration structure for directors.

EXPLANATORY NOTE B RELATING TO RESOLUTION NO.6

The Board of Directors had via the Nomination Committee conducted an annual performance evaluation and assessment of Tan Sri Dato' Ahmad Bin Mohd Don, who would have served as Independent Non-Executive Director for a cumulative term of nine (9) years by October 2015 and recommend him to continue to act as Independent Non-Executive Director on the ground that he is able to bring independent and objective judgement to the Board deliberations and his position in the Board has not been compromised by his familiarity and long relationship with other Board Members.