



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 102nd 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, 23 September 2016 at 11.00 a.m. for the following business:-

- AGENDA**
- ORDINARY BUSINESS**
- To receive the Audited Financial Statements for the financial year ended 30 April 2016 and the Reports of the Directors and Auditors thereon. **Please refer to Note (6)**
 - To approve the payment of Directors' fees amounting to RM80,000 per annum for Chairperson and RM40,000 per annum for each Non-Executive Director in respect of the financial year ending 30 April 2017 to be payable on quarterly basis in arrears. (Please refer to Note 7) **[Resolution 1]**
 - To re-elect Datin Paduka Tan Siok Choo, a Director retiring by rotation in accordance with Article 118 of the Company's Articles of Association. **[Resolution 2]**
 - To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorize the Directors to fix their remuneration. **[Resolution 3]**

- SPECIAL BUSINESS**
- To consider and, if thought fit, to pass the following resolutions with or without amendment as Ordinary Resolution:-
- 5. ORDINARY RESOLUTION**
- Continuing In Office as Independent Non-Executive Director by Tan Sri Dato' Ahmad Bin Mohd Don**
- "THAT Tan Sri Dato' Ahmad Bin Mohd Don 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 4]**
- 6. ORDINARY RESOLUTION**
- Continuing In Office as Independent Non-Executive Director by Mr. Tan Jiew Hoe**
- "THAT Mr. Tan Jiew Hoe 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 5]**

- 7. ORDINARY RESOLUTION**
- Proposed Authority To Grant Rights and Options to Mr. Peter Benjamin, the Chief Executive Officer under the Company's Employee Share Scheme**
- "THAT approval be and is hereby given to the Board of Directors, at any time, and from time to time to grant and allocate the rights and options to Mr. Peter Benjamin, being the Chief Executive Officer of the Company, the rights to have a maximum of 130,000 UMB shares vested in and transferred to him and/or options to subscribe for up to a maximum of 340,000 UMB shares and if such options are accepted and exercised, to allot and issue, from time to time to the aforementioned Chief Executive Officer, the maximum allowable allocation of up to 470,000 UMB shares available under the Company's Employee Share Scheme and to allot and issue any further UMB shares as may be required or permitted to be issued as a consequence of the adjustment pursuant to the provisions of the By-Laws governing and constituting the Employee Share Scheme." **[Resolution 6]**
- 8. 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: 30 August 2016

- NOTES:**
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend 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.
 - 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.
 - 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.
 - Only members whose names appear in the Registered of Members or registered in the General Meeting Record of Depositors on or before 5.00 p.m. on 15 September 2016 shall be eligible to attend the Annual General Meeting.
 - Poll Voting**
Pursuant Paragraph 8.29(A) of the Main Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in the Notice will be put to vote by poll.
 - Agenda 1**
The audited financial statements are for discussion only, as they do not require shareholders' approval under the provision of Section 169(1) and (3) of the Companies Act, 1965. Hence, they will not to be put for voting.
 - Agenda 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 at the end of each quarter during the course of the financial year ending 30 April 2017. The quantum of fees payable will be based on the existing remuneration structure for directors.
 - Explanatory Note on Special Business**
Resolution Nos. 4 and 5
 The Board of Directors via the Nomination Committee had conducted an annual performance evaluation and assessment of Tan Sri Dato' Ahmad Bin Mohd Don and Mr. Tan Jiew Hoe, who have served as Independent Non-Executive Directors for a cumulative term of more than nine (9) years. The Board is of the opinion that both Directors 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. The Board would like to recommend and retain Tan Sri Dato' Ahmad Bin Mohd Don and Mr. Tan Jiew Hoe as Independent Directors of the Company.
 - Resolution No. 6**
 The Company has established the Employee Share Scheme (ESS) for all the Directors and Eligible Employees on 18 June 2010 for a period of ten (10) years which was earlier approved by its shareholders at an Extraordinary General Meeting held on 29 August 2009. The ESS, which comprises of share grant and share option components, will enable the Company to provide an opportunity for Directors and Eligible Employees who have contributed to the growth and development of United Malacca Berhad Group to participate in the equity of the Company.

In accordance with the By-Laws, a Chief Executive Officer of the Company shall be eligible to participate in the ESS. However, pursuant to the Listing Requirements, the specific allotment to be made to the Chief Executive Officer of the Company must be approved by the Company in a general meeting.

Mr. Peter Benjamin who was appointed as the Company's Chief Executive Officer on 1 May 2014 will be eligible to participate in the ESS. Subject to the approval of Resolution 6, the Board proposes to seek shareholders' mandate to grant rights and/or options to Mr. Peter Benjamin.