



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 103rd 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, 25 August 2017 at 11.00 a.m. for the following businesses:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 April 2017 and the Reports of the Directors and Auditors thereon. **Please refer to Note (6)**
- To approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors up to an aggregate amount of RM420,000 from 1 May 2017 until the next Annual General Meeting of the Company. **[Resolution 1]**
- 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 2]**
- 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 elect Dato Dr Nik Ramlah Binti Nik Mahmood, a Director retiring in accordance with Article 124 of the Company's Articles of Association. **[Resolution 4]**
- To elect Mr. Ong Keng Siew, a Director retiring in accordance with Article 124 of the Company's Articles of Association. **[Resolution 5]**
- To re-appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 30 April 2018 and to authorize the Board of Directors to determine their remuneration. **[Resolution 6]**

SPECIAL BUSINESS

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

8. ORDINARY RESOLUTION

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

"THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby given to 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 7]

9. 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 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: 2 August 2017

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 Register of Members or registered in the General Meeting Record of Depositors on or before 5.00 p.m. on 17 August 2017 shall be eligible to attend the Annual General Meeting.
- Poll Voting**
Pursuant to 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 for the financial year ended 30 April 2017 shall be laid at the Company's Annual General Meeting in accordance with Section 340(1)(a) of the Companies Act 2016. Therefore, Agenda 1 is for presentation of the said Financial Statements and the accompanying Reports to shareholders for discussion only. Hence, no voting shall be required.
- Agenda 2**
 - Shareholders' approval for payment of Directors' fees for the financial year ended 30 April 2017 was obtained at the 102nd AGM held on 23 September 2016. Hence, the Company need not seek shareholders' approval for the Directors' fees in respect of the financial year ended 30 April 2017 at the 103rd AGM.
 - Approval of the shareholders is sought pursuant to Section 230(1) of the Companies Act 2016 which stipulates that amongst others, the fees and benefits payable to the directors of a listed company shall be approved at a general meeting. The benefits (excluding Directors' fees) payable to the Non-Executive Directors from 1 May 2017 until the next Annual General Meeting shall comprise the following:-

Board Committees	Chairman (RM)	Members (RM)
Audit Committee	40,000	30,000
Nomination and Remuneration Committee	30,000	20,000
Executive Committee	40,000	30,000
Board Tender Committee	20,000	10,000
Meeting Allowance	1,000 per meeting	

Therefore, Resolution 1, if passed, will allow the Company to pay Directors' remuneration (excluding Directors' fees) up to an aggregate amount of RM420,000 to Non-Executive Directors for the period commencing from 1 May 2017 until the next Annual General Meeting of the Company on quarterly basis in arrears after each quarter of completed service.

(8) Explanatory Note on Special Business

Resolution Nos. 7 and 8

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's 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.