



NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 104th 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, 24 August 2018 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 2018 and the Reports of the Directors and Auditors thereon. **Please refer to Note (6)**
- To approve the payment of Directors' fees of the Company and its subsidiaries amounting to RM610,000 for the financial year ended 30 April 2018. (Refer to Notes 7) **[Resolution 1]**
- To approve the payment of Directors' remuneration (excluding Directors' fees) totalling RM90,473 for the period from 1 May 2018 to 24 August 2018. (Refer to Notes 8) **[Resolution 2]**
- To re-elect Mr. Tan Jiew Hoe, a Director retiring by rotation in accordance with Article 118 of the Company's Articles of Association. **[Resolution 3]**
- To re-appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 30 April 2019 and to authorise the Board of Directors to determine their remuneration. **[Resolution 4]**

**SPECIAL BUSINESS**

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

**6. ORDINARY RESOLUTION**

**Continuing In Office as Independent Non-Executive Director by Mr. Tan Jiew Hoe**

"THAT subject to the passing of Ordinary Resolution 3, approval be and is hereby given to Mr. Tan Jiew Hoe who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."

**[Resolution 5]**

**7. 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 Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Independent Non-Executive Director of the Company."

**[Resolution 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: 1 August 2018

**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 16 August 2018 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 this Notice will be put to vote by poll.
- Agenda 1**  
The Audited Financial Statements for the financial year ended 30 April 2018 will 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 together with the accompanying Reports to shareholders for discussion only. Hence, no voting is required.
- Agenda 2**  
Section 230(1) of the Companies Act 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.  
In view of the increased Directors' responsibilities and the level of Directors' involvement following the Company's expansion to Indonesia and having considered the quantum of Directors' fees over the past 7 years from 2011 to 2017, the Board at its meeting held in July 2017 approved the Nomination and Remuneration Committee's recommendation for the revision of the quantum of Directors' fees as set out in the far right column of the table below:-

Directors' Fees*	2011 to 2017	2018
Non-Executive Chairperson	RM80,000 per annum	RM100,000 per annum
Non-Executive Director	RM40,000 per annum	RM60,000 per annum

\* in relation to United Malacca Berhad.

Resolution 1 is to seek shareholders' approval for the payment of Directors' fees to the Non-Executive Chairperson and Non-Executive Directors of the Company and its subsidiaries in respect of the financial year ended 30 April 2018.

**(8) Agenda 3**

At the last 103rd Annual General Meeting, the Company sought shareholders' approval to pay the 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. For the period from 1 May 2017 to 30 April 2018, the Company paid Directors their remuneration (excluding Directors' fees) totalling RM396,973. Directors' remuneration for the period from 1 May 2018 to 24 August 2018 will be RM113,500. The approved aggregate sum of RM420,000 will be insufficient to pay the said sum of RM113,500. The insufficient sum was due to the increase in the Board Committees' fees as well as enlarged Board size.

Resolution 2 seeks shareholders' approval to pay the additional Directors' remuneration (excluding Directors' fees) totalling RM90,473 to Non-Executive Chairperson and Non-Executive Directors for the period from 1 May 2018 to 24 August 2018.

**(9) Explanatory Note on Special Business**

**Resolution Nos. 5 and 6**

The Board of Directors via the Nomination and Remuneration 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 contributed meaningful insights and expertise during Board discussion and deliberation process and have exceptional skills that benefit the Company. 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 recommends to retain Tan Sri Dato' Ahmad Bin Mohd Don and Mr. Tan Jiew Hoe as Independent Non-Executive Directors of the Company.