



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 105th 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 August 2019 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 2019 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 RM703,195 for the financial year ended 30 April 2019. **[Resolution 1]**
- To approve the payment of Directors' remuneration (excluding Directors' fees) amounting to RM303,500 for the period from 25 August 2018 to 30 April 2019. **[Resolution 2]**
- To re-elect Datin Paduka Tan Siok Choo, a Director retiring by rotation in accordance with Article 118 of the Company's Constitution. **[Resolution 3]**
- To re-appoint Messrs. Ernst & Young as Auditors of the Company for the financial year ending 30 April 2020 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 and Special Resolution:-

- 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 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 Independent Non-Executive Director of the Company." **[Resolution 5]**
- ORDINARY RESOLUTION**
Continuing In Office as Independent Non-Executive Director by Mr. Tan Jiew Hoe
"THAT approval be and is hereby given to 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 Independent Non-Executive Director of the Company." **[Resolution 6]**
- SPECIAL RESOLUTION**
Proposed Amendments to the Constitution of the Company
"THAT approval be and is hereby given to alter and modify the existing Constitution of the Company, in the form and manner as set out in Appendix II of the Circular to Shareholders dated 1 August 2019 AND THAT the Directors of the Company be and are hereby authorised to do or procure to be done all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities." **[Resolution 7]**
- 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 2019

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 15 August 2019 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 2019 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.
The payment of Directors' fees of the Company and its subsidiaries amounting to RM703,195 for the financial year ended 30 April 2019 is based on the existing quantum of Directors' fees set out in the table below:-

Directors' Fees*	Since 2018
Non-Executive Chairperson	RM100,000 per annum
Non-Executive Director	RM60,000 per annum

* in relation to United Malacca Berhad.

- Agenda 3**
During the financial year ended 30 April 2019, the Company had paid Directors' remuneration (excluding Directors' fees) for the period from 1 May 2018 until 24 August 2018 totalling RM105,500 having obtained prior shareholders' approval.
Resolution 2 seeks shareholders' approval to pay Directors' remuneration (excluding Directors' fees) totalling RM303,500 to the Non-Executive Chairperson and Non-Executive Directors for the period from 25 August 2018 to 30 April 2019.
With the passing of Resolution 2, the total Directors' remuneration (excluding Directors' fees) for the financial year ended 30 April 2019 covering 12 full months will be RM409,000.
- Explanatory Note on Special Business**
Ordinary 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 given the Company's core business in planting oil palms take 4 years to mature and 7 years to reach prime yielding age, long-serving directors are appropriate for plantation companies where a long-term prospective is paramount. Therefore, 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.
Special Resolution No. 7
Special Resolution 7, if passed, will bring the Company's Constitution in line with the Companies Act, 2016 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The new Constitution will take effect once the special resolution is passed by a majority of not less than 75% of such members who are entitled to vote in person or by proxy at the 105th AGM. Please refer to Circular to Shareholders dated 1 August 2019 for more information.