



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 106th Annual General Meeting of the Company will be held at Grand Ballroom, Level 13, Double Tree Hotel by Hilton Melaka, Jalan Melaka Raya 23, Hatten City, 75000 Melaka on Tuesday, 29 September 2020 at 10.00 a.m. for the following businesses:-

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 April 2020 and the Reports of the Directors and Auditors. **Please refer Note 6**
- To approve the payment of fees amounting to RM778,200 to the Directors of the Company and its subsidiaries for the financial year ended 30 April 2020. (Refer Note 7) **[Resolution 1]**
- To approve the payment of remuneration (excluding Directors' fees) amounting to RM431,032 to the Directors of the Company for the financial year ended 30 April 2020. (Refer Note 8) **[Resolution 2]**
- To re-elect the following Directors who retire by rotation pursuant to Clause 130 of the Company's Constitution:-
(a) Mr. Teo Leng **[Resolution 3]**
(b) Dato Dr. Nik Ramlah Binti Nik Mahmood **[Resolution 4]**
(c) Mr. Ong Keng Siew **[Resolution 5]**
To record the retirement of Tan Sri Dato' Ahmad Bin Mohd Don who retires pursuant to Clause 130 of the Company's Constitution and has decided not to seek re-election. He will remain a Director until the conclusion of the 106th Annual General Meeting.
- To elect Mr. Tee Cheng Hua who retires pursuant to Clause 135 of the Company's Constitution. **[Resolution 6]**
- To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company for the financial year ending 30 April 2021 and to authorise the Board of Directors to determine their remuneration. **[Resolution 7]**

SPECIAL BUSINESS

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

7. ORDINARY RESOLUTION

Approval for Mr. Tan Jiew Hoe to continue in office as an Independent Non-Executive Director

"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 shall continue in office as an Independent Non-Executive Director of the Company."

[Resolution 8]

- To transact any other business of which due notice has been given.

By Order of the Board

Yong Yoke Hiong (SSM PC No. 201908001562) (MAICSA 7021707)

Pang Poh Chen (SSM PC No. 201908001514) (MACS 01405)

Company Secretaries
Melaka

Date: 28 August 2020

NOTES:

- The 106th Annual General Meeting will be held at Grand Ballroom, Level 13, Double Tree Hotel by Hilton, Melaka which provides a larger space to facilitate social distancing amid the current COVID-19 pandemic.
To minimise the risk of infecting attendees at the 106th Annual General Meeting, the Company will take the following **precautionary measures**:-
 - All persons attending the AGM must undergo a temperature check and wear a mask;
 - All attendees should use hand sanitisers provided at places accessible to all;
 - All attendees should observe social distancing of at least 1 metre; and
 - Any person who displays Covid-19 symptoms or shows a body temperature of 37.5°C or more will not be allowed to attend the AGM.
The Company seeks the cooperation of all shareholders and other attendees to adhere to the precautionary measures.
- A member of the Company entitled to attend and vote at the meeting is allowed to appoint a proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company. A member cannot appoint more than two (2) proxies to attend the Annual General Meeting. Where a member appoints two (2) proxies, both appointments shall be invalid unless the member states the number of shares to be represented by each proxy.
- A proxy is valid only if the document appointing a proxy is 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 twenty-four hours before the time appointed for holding the Annual General Meeting or any adjournment.
- Only members whose names appear in the Register of Members or are registered in the General Meeting Record of Depositors of proxies on or before 5.00 p.m. on 21 September 2020 shall be eligible to attend the Annual General Meeting.
- Voting by poll**
Pursuant to Paragraph 8.29(A)(1) of the Main Listing Requirements of Bursa Malaysia Securities Berhad, all Resolutions set out in the Notice of the 106th AGM will be put to vote by poll.
- Agenda 1**
The Audited Financial Statements for the financial year ended 30 April 2020 will be presented at the Company's Annual General Meeting in accordance with Section 340(1)(a) of the Companies Act, 2016. Agenda 1 is to present the Financial Statements together with the accompanying Reports to shareholders for discussion only. No voting is required.
- Agenda 2**
Section 230(1) of the Companies Act 2016 states the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries must be approved at a general meeting.
Fees totalling RM778,200 payable to the Directors of the Company and its subsidiaries for the financial year ended 30 April 2020 are based on the existing quantum of Directors' fees listed 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

(8) Agenda 3

Remuneration (excluding Directors' fees) payable to the Directors of the Company for the financial year ended 30 April 2020 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
Tender Committee	20,000	10,000
Meeting Allowance	1,000 per meeting	

Resolution 2 seeks shareholders' approval to pay remuneration (excluding Directors' fees) totalling RM431,032 to the Non-Executive Chairperson and Non-Executive Directors for the financial year ended 30 April 2020.

(9) Explanatory Note on Special Business

Ordinary Resolution No. 8

The Nomination and Remuneration Committee conducted an annual performance evaluation and assessment of Mr. Tan Jiew Hoe, who has served as an Independent Non-Executive Director for a cumulative term of more than nine (9) years. The Board is of the opinion that given the Company's core business is planting oil palms that mature in four years and reach prime age in seven years, long-serving directors are appropriate for plantation companies where a long-term prospective is paramount. Therefore, the Board recommends retaining Mr. Tan Jiew Hoe as an Independent Non-Executive Director of the Company.