



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN the 107th Annual General Meeting ("AGM") of the Company will be conducted as a fully virtual AGM from the online meeting platform at <https://meeting.boardroomlimited.my> provided by Boardroom Share Registrars Sdn. Bhd. on Wednesday, 29 September 2021 at 11.00 a.m. for the following businesses:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 April 2021 and the Reports of the Directors and Auditors thereon. Please refer Note (6)
2. To approve the payment of Directors' fees amounting to RM750,614 to the Directors of the Company and its subsidiaries for the financial year ended 30 April 2021. (Refer Note 7) [Resolution 1]
3. To approve the payment of Directors' remuneration (excluding Directors' fees) amounting to RM418,833 to the Directors of the Company for the financial year ended 30 April 2021. (Refer Note 8) [Resolution 2]
4. To re-elect the following Directors who retire by rotation in accordance with Clause 130 of the Company's Constitution:-
 - (i) Datin Paduka Tan Siok Choo [Resolution 3]
 - (ii) Mr. Tan Jiew Hoe [Resolution 4]
5. To elect the following Directors who retire in accordance with Clause 135 of the Company's Constitution:-
 - (i) Dato' Sri Tee Lip Sin [Resolution 5]
 - (ii) Mr. Han Kee Juan [Resolution 6]
6. To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company for the financial year ending 30 April 2022 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 Ordinary Resolution:-

7. ORDINARY RESOLUTION

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

"THAT subject to the passing of ordinary Resolution 4, 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 shall continue in office as Independent Non-Executive Director of the Company." [Resolution 8]

8. To transact any other business of which due notice shall have been given.

By Order of the Board

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

Pang Poh Chien (SSM PC No. 201908001514) (MAICSA 7069479)

Company Secretaries

Melaka

Date: 27 August 2021

NOTES:

- (1) As a precautionary measure amid the COVID-19 pandemic, the 107th AGM will be conducted on a fully virtual basis through live streaming and online remote voting using the virtual meeting facilities provided by Boardroom Share Registrars Sdn. Bhd.. **Please follow the procedure provided in the Administrative Guide of the 107th AGM to register, participate and vote remotely.**
- (2) Only members whose name appear in the Register of Members or registered in the Record of Depositors on or before 5.00 p.m. on 22 September 2021 ("General Meeting Record of Depositors") shall be eligible to participate and vote at the 107th AGM or appoint proxy(ies) to participate and vote on his/her behalf.
- (3) 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 AGM. 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.
- (4) The instrument appointing a proxy shall be in writing under the hand of the depositor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal. If you wish to appoint a proxy to participate and vote on behalf at the 107th AGM, you may deposit the duly completed and signed Form of Proxy to the Company at 6th Floor, No. 61, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka or by electronic means through the Share Registrar's Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> no later than 24 hours before the time for holding the AGM or any adjournment thereof. Please follow the procedure provided under Section G of the Administrative Guide.
- (5) **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 107th AGM will be put to vote by poll.

(6) Agenda 1

The Audited Financial Statements for the financial year ended 30 April 2021 will be presented at the Company's AGM 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.

(7) 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 shall be approved at a general meeting.

Fees totalling RM750,614 payable to the Directors of the Company and its subsidiaries for the financial year ended 30 April 2021 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 2021 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	

Resolution 2 seeks shareholders' approval to pay remuneration (excluding Directors' fees) totalling RM418,833 to the Non-Executive Chairperson and Non-Executive Directors for the financial year ended 30 April 2021.

(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 Independent Non-Executive Director for a cumulative term of more than nine (9) years. Given the Company's core business is planting oil palms that mature in four years and reach prime age in seven years, the Board is of the opinion 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.