



United Malacca Berhad

Registration No.191001000010 (1319-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN the 108th Annual General Meeting (AGM) of the Company will be held at Level 1, AMES Hotel, Jalan PKAK 2, Pusat Komersial Ayer Keroh, 75450 Ayer Keroh, Melaka on Wednesday, 28 September 2022 at 11.00 a.m. for the following businesses:-

AGENDA

ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements for the financial year ended 30 April 2022 and the Reports of the Directors and Auditors thereon. | Please refer Note (5) |
| 2. | To approve the payment of Directors' fees amounting to RM873,777 to the Directors of the Company and its subsidiaries for the financial year ended 30 April 2022. (Refer Note 6) | [Resolution 1] |
| 3. | To approve the payment of Directors' remuneration (excluding Directors' fees) amounting to RM451,000 to the Directors of the Company for the financial year ended 30 April 2022. (Refer Note 7) | [Resolution 2] |
| 4. | To re-elect the following Directors who retire by rotation in accordance with Clause 130 of the Company's Constitution:-
(i) Mr. Teo Leng
(ii) Dato Dr. Nik Ramlah Binti Nik Mahmood | [Resolution 3]
[Resolution 4] |
| 5. | To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company for the financial year ending 30 April 2023 and to authorise the Board of Directors to determine their remuneration. | [Resolution 5] |
| 6. | 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 Chen (SSM PC No. 201908001514) (MAICSA 7069479)
Company Secretaries
Melaka

Date: 29 August 2022

NOTES:

- 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 21 September 2022 shall be eligible to attend and vote at the 108th AGM or appoint proxy(ies) to attend and vote on his/her behalf.
- 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 specifies the number of shares to be represented by each proxy.
- For the proxy to be valid, the duly executed instrument appointing a proxy must be deposited at the registered office of the Company at 6th Floor, No. 61, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka not less than twenty-four (24) hours before the time appointed for holding the AGM or any adjournment thereof.
- Voting by poll**

According 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 108th AGM will be put to vote by poll.

(5) Agenda 1

The Audited Financial Statements for the financial year ended 30 April 2022 together with the accompanying Reports, will be presented at the Company's 108th AGM following Section 340(1)(a) of the Companies Act, 2016, under Agenda 1 for discussion only. No voting is required.

(6) Agenda 2

According to Section 230(1) of the Companies Act, 2016, 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.

During the year, the Board, through the Nomination and Remuneration Committee, reviewed the structure and level of fees and benefits accorded to the Chairperson and the Non-Executive Directors. After review, the Board maintained the structure and level of fees for Board Committees, meeting allowances, and other benefits. However, given the increased Directors' responsibilities in supporting UMB Group's business plan, the Board proposed increasing the quantum of fees for the Chairperson and the Non-Executive Directors as follows:-

Directors' fees*	Since FY2017/2018	FY2021/2022 onward
Non-Executive Chairperson	RM100,000 per annum	RM120,000 per annum
Non-Executive Director	RM60,000 per annum	RM70,000 per annum

* in relation to United Malacca Berhad

Therefore, through Resolution 1, the Board seeks shareholders' approval to pay the Directors' fees to the Company's Chairperson and Non-Executive Directors based on the new quantum of fees.

Resolution 1, if approved, will authorise the payment of Directors' fees totalling RM873,777 to the Directors of the Company and its subsidiaries for the financial year ended 30 April 2022.

(7) Agenda 3

Remuneration (excluding Directors' fees) payable to the Directors of the Company for the financial year ended 30 April 2022 comprises 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, if approved, will authorise the payment of remuneration (excluding Directors' fees) totalling RM451,000 to the Non-Executive Chairperson and Non-Executive Directors for the financial year ended 30 April 2022.

(8) Agenda 4

According to Clause 130 of the Company's Constitution, Mr. Teo Leng and Dato Dr. Nik Ramlah Binti Nik Mahmood retire by rotation and are eligible for re-election at the Company's 108th AGM. Mr. Teo Leng and Dato Dr. Nik Ramlah Binti Nik Mahmood have offered themselves for re-election.

Through the Nomination and Remuneration Committee, the Board assessed the performance of Mr. Teo Leng and Dato Dr. Nik Ramlah Binti Nik Mahmood during the annual evaluation exercise of the Board Committees and individual Directors. The Nomination and Remuneration Committee and the Board are satisfied with the performance and effectiveness of Mr. Teo Leng and Dato Dr. Nik Ramlah Binti Nik Mahmood.

Therefore, the Board recommends the shareholders approve Resolutions 3 and 4 to re-elect Mr. Teo Leng and Dato Dr. Nik Ramlah Binti Nik Mahmood as the Company's Directors.