



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN the 110th Annual General Meeting (AGM) of the Company will be held at Level 13, DoubleTree Hotel by Hilton Melaka, Jalan Melaka Raya 23, Hatten City, 75000 Melaka on Friday, 27 September 2024 at 11.30 a.m. for the following businesses:

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 April 2024 and the Reports of the Directors and Auditors thereon. *Please refer Note (5)*
- To approve the payment of Directors' fees amounting to RM902,583 to the Directors of the Company and its subsidiaries for the financial year ended 30 April 2024. *(Refer Note 6)* **[Resolution 1]**
- To approve the payment of Directors' remuneration (excluding Directors' fees) amounting to RM277,417 to the Directors of the Company for the financial year ended 30 April 2024. *(Refer Note 7)* **[Resolution 2]**
- To re-elect the following Directors who retire by rotation in accordance with Clause 130 of the Company's Constitution: **[Resolution 3]**
 - Datin Paduka Tan Siok Choo **[Resolution 4]**
 - Dato' Sri Tee Lip Sin **[Resolution 5]**
 - Mr. Han Kee Juan **[Resolution 5]***(Refer Note 8)*
- To re-appoint Messrs. Crowe Malaysia PLT as Auditors of the Company for the financial year ending 30 April 2025 and to authorise the Board of Directors to determine their remuneration. *(Refer Note 9)* **[Resolution 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: 27 August 2024

NOTES:

- Only members whose name registered in the General Meeting Record of Depositors on or before 5.00 p.m. on 19 September 2024 shall be eligible to attend and vote at the 110th Annual General Meeting (110th AGM) or appoint proxy(ies) to attend and vote on his/her behalf.
- Agenda 3
Remuneration (excluding Directors' fees) payable to the Directors of the Company for the financial year ended 30 April 2024 comprises the following:

UMB Board Committees – Fixed Annual Fee	Chairperson (RM)	Members (RM)
Audit Committee	40,000	30,000
Nomination and Remuneration Committee	30,000	20,000
Meeting Allowance	1,000 per meeting	

- 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 110th 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 on the 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 110th AGM or any adjournment thereof.

(4) 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 110th AGM will be put to vote by poll.

(5) Agenda 1

The Audited Financial Statements for the financial year ended 30 April 2024 together with the accompanying Reports, will be presented at the Company's 110th 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 quantum of fees and benefits accorded to the Chairperson and the other Directors. After review, the Board maintained the structure and level of fees for the Board, Board Committees, meeting allowances, and other benefits.

For the financial year ended 30 April 2024, fees totalling RM902,583 payable to the Directors of the Company and its subsidiaries are based on the existing quantum of Directors' fees listed in the table below:

UMB Board – Fixed Annual fees*	FY 2023/2024
Chairperson	RM120,000
Director	RM70,000

* in relation to United Malacca Berhad

Therefore, through Resolution 1, the Board seeks shareholders' approval to pay the Directors' fees totalling RM902,583 to the Directors of the Company and its subsidiaries for the financial year ended 30 April 2024.

Resolution 2, if approved, will empower the Company to pay remuneration (excluding Directors' fees) totalling RM277,417 to the Chairperson and Directors for the financial year ended 30 April 2024.

(8) Agenda 4

According to Clause 130 of the Company's Constitution, Datin Paduka Tan Siok Choo, Dato' Sri Tee Lip Sin and Mr. Han Kee Juan retire by rotation and are eligible for re-election at the Company's 110th AGM. Datin Paduka Tan Siok Choo, Dato' Sri Tee Lip Sin and Mr. Han Kee Juan have offered themselves for re-election.

Through the Nomination and Remuneration Committee, the Board conducted due diligence and assessed the retiring directors' fitness and propriety according to the Company's Fit and Proper Policy criteria. The Board also assessed the performance of Datin Paduka Tan Siok Choo, Dato' Sri Tee Lip Sin and Mr. Han Kee Juan during the annual evaluation exercise of the Board Committees and individual Directors. The Nomination and Remuneration Committee and the Board are satisfied with the suitability, performance, and effectiveness of Datin Paduka Tan Siok Choo, Dato' Sri Tee Lip Sin and Mr. Han Kee Juan.

Therefore, the Board recommends the shareholders approve Resolutions 3, 4 and 5 to re-elect Datin Paduka Tan Siok Choo, Dato' Sri Tee Lip Sin and Mr. Han Kee Juan as the Company's Directors.

(9) Agenda 5

The Audit Committee (AC) considered Messrs. Crowe Malaysia PLT's (Crowe) qualifications and performance, the quality and openness of Crowe's communications with the AC and UMB Group, and Crowe's independence, objectivity, and professional scepticism. Having considered Crowe's audit quality, performance, competency, sufficiency of resources, objectivity, and independence, the AC was satisfied with the suitability of Crowe as the Company's External Auditors. On the AC's recommendation, the Board seeks shareholders' approval for the proposed reappointment of Crowe as the Company's Auditors at this AGM.