

# United Malacca Berhad

Registration No. 191001000010(1319-V)

**Minutes of the 107th Annual General Meeting  
held fully virtual from the online meeting platform at  
<https://meeting.boardroomlimited.my> provided by Boardroom Share  
Registrars Sdn. Bhd. on Wednesday, 29th September 2021 at 11.00 a.m.**

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<b>DIRECTORS</b>	Datin Paduka Tan Siok Choo	- Chairperson
	Dato Dr. Nik Ramlah Binti Nik Mahmood	- Senior Independent Non-Executive Director
	Mr. Tan Jiew Hoe	- Independent Non-Executive Director
	Mr. Teo Leng	- Non-Independent Non-Executive Director
	Mr. Ong Keng Siew	- Independent Non-Executive Director
	Mr. Tee Cheng Hua	- Non-Independent Non-Executive Director
	Dato' Sri Tee Lip Sin	- Non-Independent Non-Executive Director
	Mr. Han Kee Juan	- Independent Non-Executive Director

<b>IN ATTENDANCE</b>	Mr. Young Lee Chern	- Chief Executive Officer
	Mr. Er Hock Swee	- Chief Financial Officer
	Ms. Yong Yoke Hiong	- Company Secretary
	Ms. Pang Poh Chen	- Company Secretary
	Mr. Edwin Francis	- External Auditor
	En. Mohd Sophiee and team	- Boardroom Share Registrars

<b>SHAREHOLDERS</b>	72 members representing 8,218,285 shares and 61 members (by proxies) representing 110,046,405 shares
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**CHAIR** The Chairperson, Datin Paduka Tan Siok Choo chaired the meeting.

**CHAIRPERSON'S OPENING ADDRESS** The Chairperson, Datin Paduka Tan Siok Choo, welcomed all participants to the Company's 107th Annual General Meeting (AGM). The Chairperson said this fully virtual AGM complied with the Securities Commission's Revised Guidance Note on the Conduct of General Meeting for Listed Issuer during the Covid-19 pandemic.

The Chairperson introduced the Board Members, Chief Executive Officer, Chief Financial Officer, Company Secretary, and External Auditor.

<b>QUORUM</b>	The Chairperson declared the meeting duly convened after the quorum required by Clause 83 of the Company's Constitution was confirmed present.
<b>PROXIES</b>	The Company Secretary informed the meeting that the Chairperson, Datin Paduka Tan Siok Choo, had been appointed as a proxy to vote on behalf of shareholders who hold 63,410,760 ordinary shares representing 30.23% of the Company's issued shares.
<b>NOTICE</b>	The Chairperson announced the Notice convening the meeting and the Group's Audited Financial Statements for the year ended 30th April 2021 together with the Reports of the Directors and Auditors be taken as read.
<b>POLL VOTING</b>	<p>The Chairperson informed the meeting that all the resolutions put to the meeting would be voted by poll following the Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The polling process would be conducted after deliberations of each resolution listed in the meeting's Agenda.</p> <p>The Chairperson further informed that Boardroom Share Registrars Sdn. Bhd. and Boardroom Corporate Services Sdn. Bhd. has been appointed to act as the Poll Administrator and the Independent Scrutineer, respectively.</p> <p>The Chairperson invited the representative of Boardroom Share Registrars to explain the portal facility and demonstrate the online voting.</p>
<b>MEETING PROCEEDINGS</b>	<p>The Chairperson informed the meeting that a review of the Group's performance for the financial year ended 30th April 2021 was included in the Chairperson's Statement published in the 2021 Annual Report. To supplement the information in the Annual Report, the Chairperson invited the Chief Executive Officer (CEO), Mr. Young Lee Chern, to present the Group's performance.</p> <p>With presentation slides, the CEO briefed the meeting on the following:-</p> <ul style="list-style-type: none"> <li>• Location of estates and mills.</li> <li>• Sulawesi project.</li> <li>• Location of Estates and Planted areas.</li> <li>• Age profile of oil palms (excluding plasma) as at 30th April 2021.</li> <li>• CPO &amp; PK prices from May 2019 to April 2021.</li> <li>• FFB output and yield.</li> </ul>

- Cost of production for FY2020/2021.
- Palm oil mill performance.
- Profit (before tax and net of tax) and earnings per share.
- Net profit correlation to CPO prices for last 5 financial years.
- Performance of UMB share prices for the period from May 2018 to September 2021.
- Sustainability
- Covid-19 Pandemic
- Mechanisation in the field
- Biodiversity

After the presentation, the CEO introduced the key Senior Management team.

The meeting then proceeded to Agenda 1.

## **AGENDA 1**

### **AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30TH APRIL 2021 AND THE REPORTS OF THE DIRECTORS AND AUDITORS**

#### 1.0.0

The Chairperson declared the Audited Financial Statements for the financial year ended 30th April 2021 together with the Reports of the Directors and Auditors as duly laid and received at this meeting.

## **AGENDA 2**

### **APPROVAL OF PAYMENT OF DIRECTORS' FEES OF THE COMPANY AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR ENDED 30 APRIL 2021**

#### 2.0.0

The Chairperson informed shareholders that Section 230(1) of the Companies Act 2016 provides directors' fees, and any benefits payable to the directors of a listed company and its subsidiaries must be approved at a general meeting. At this meeting, the Board sought shareholders' approval to pay Directors' fees to the Non-Executive Chairperson and Non-Executive Directors of the Company and its subsidiaries for the financial year ended 30 April 2021.

#### 2.1.0

The Chairperson read out Resolution 1 as follows:-

“That approval be and is hereby given for the payment of Directors’ fees of the Company and its subsidiaries amounting to RM750,614 for the financial year ended 30 April 2021.”

### **AGENDA 3**

#### **APPROVAL FOR PAYMENT OF DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES) FOR THE FINANCIAL YEAR 30 APRIL 2021**

3.0.0 The Board sought shareholders' approval to pay Directors' Remuneration (excluding Directors' fees) to Directors of the Company for the financial year ended 30 April 2021.

3.1.0 The Chairperson read out Resolution 2 as follows:-

“That approval be and is hereby given for the payment of Directors' remuneration (excluding Directors' fees) totalling RM418,833 to the Non-Executive Chairperson and Non-Executive Directors for the financial year ended 30 April 2021.”

### **AGENDA 4**

#### **RE-ELECTION OF DIRECTORS WHO RETIRE BY ROTATION IN ACCORDANCE WITH CLAUSE 130 OF THE COMPANY'S CONSTITUTION**

4.0.0 **Re-election of Datin Paduka Tan Sion Choo as Director of the Company.**

4.0.1 The Chairperson informed the meeting that the motion set out as Resolution No. 3 related to her re-election as Director of the Company. Therefore, she would abstain from voting in respect of her shareholdings. The Chairperson then invited the Senior Independent Director, Dato Dr. Nik Ramlah Binti Nik Mahmood, to chair and conduct the proceedings.

4.0.2 Dato Dr. Nik Ramlah Binti Nik Mahmood took over the Chair and conducted the proceedings to consider the Resolution No. 3 which read as follows:-

“That Datin Paduka Tan Siok Choo, the Director retiring by rotation in accordance with Clause 130 of the Company's Constitution be hereby re-elected as Director of the Company.”

4.0.3 Upon completion of Agenda 4, Dato Dr. Nik Ramlah Binti Nik Mahmood handed the Chair back to Datin Paduka Tan Siok Choo.

4.1.0 **Re-election of Mr. Tan Jiew Hoe as Director of the Company**

4.1.1 The Chairperson informed the meeting Resolution No. 4 related to the re-election of Mr. Tan Jiew Hoe as Director of the Company. Mr. Tan Jiew Hoe, being eligible, has offered himself for re-election.

4.1.2 The Chairperson read out Resolution 4 as follows:-

“That Mr. Tan Jiew Hoe, the Director retiring by rotation in accordance with Clause 130 of the Company’s Constitution be hereby re-elected as Director of the Company.”

**AGENDA 5 ELECTION OF DIRECTORS WHO RETIRE IN ACCORDANCE WITH CLAUSE 135 OF THE COMPANY’S CONSTITUTION**

5.0.0 **Election of Dato’ Sri Tee Lip Sin as Director of the Company**

5.0.1 The Chairperson informed the meeting that the motion set out as Resolution No. 5 related to the election of Dato’ Sri Tee Lip Sin as Director of the Company. Dato’ Sri Tee Lip Sin being eligible, has offered himself for election.

5.0.2 The Chairperson read out Resolution 5 as follows:-

“That Dato’ Sri Tee Lip Sin, the Director retiring in accordance with Clause 135 of the Company’s Constitution be hereby elected as Director of the Company.”

5.1.0 **Election of Mr. Han Kee Juan as Director of the Company**

5.1.1 The Chairperson informed the meeting that Resolution No. 6 related to the election of Mr. Han Kee Juan as Director of the Company. Mr. Han Kee Juan, being eligible, has offered himself for election.

5.1.2 The Chairperson read out Resolution 5 as follows:-

“That Mr. Han Kee Juan, the Director retiring by rotation in accordance with Clause 135 of the Company’s Constitution be hereby re-elected as Director of the Company.”

**AGENDA 6 RE-APPOINTMENT OF AUDITORS**

6.0.0 The Chairperson proceeded to read out Resolution 7 for shareholders’ consideration:-

“That Messrs Ernst & Young PLT be and are hereby re-appointed as Auditors of the Company at a remuneration to be determined by the Directors and to hold office until the conclusion of the next Annual General Meeting.

## **AGENDA 7**

### **APPROVAL FOR MR. TAN JIEW HOE TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

- 7.0.0 The Chairperson informed the meeting that Resolution No. 8 (under Special Business) sought shareholders' approval for Mr. Tan Jiew Hoe to continue in office as Independent Non-Executive Director of the Company.
- 7.1.0 The Chairperson explained the Malaysian Code on Corporate Governance recommended the tenure for an Independent Director should not exceed nine years. However, the Board may seek shareholders' approval to retain an Independent Director who has served more than nine years, subject to an assessment by the Nomination and Remuneration Committee.
- 7.2.0 The Nomination and Remuneration Committee had conducted an annual performance evaluation and assessment of Mr. Tan Jiew Hoe, which the Board has endorsed. The Board recommended Mr. Tan Jiew Hoe continue to act as an Independent Non-Executive Director. Given that the Company's core business is planting oil palms that mature in four years and reach prime age after seven years, the Board believed that long-serving directors are appropriate for plantation companies where a long-term perspective is paramount. Long-serving directors with accumulated knowledge and experience would contribute substantially to the Company's strategic direction, growth, and policies. The Chairperson then read out Resolution 8 as follows:-
- 7.3.0 "THAT 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 9 years, to continue to act as an Independent Non-Executive Director of the Company."
- The meeting placed on record, Mr. Tan Jiew Hoe would abstain from voting regarding his shareholdings.

### **QUESTIONS FROM SHAREHOLDERS**

The Chairperson proceeded to invite questions from the Shareholders. The shareholders sought clarifications/information on the following matters and all shareholders' inquiries were answered during the meeting.

No .	Shareholders inquired regarding:-	Responses from UMB
1.	Availability of free vouchers/e-wallet bonus for shareholders who participated in the virtual AGM.	The Company does not give any vouchers but will strive for a better result to give better dividend returns to shareholders.
2.	Impairment loss of Sulawesi Project and possible further impairment loss in FY2022.	Impairment is a non-cash item. There could be potential to write back if there are positive returns on investment in terms of future cash flows. Sulawesi Project is still undergoing assessment with Joint Venture Partners. We will inform shareholders when it concludes.
3.	The balance plantable area hectarage and the planting schedule for the remaining plantable area in Kalimantan.	The balance of the plantable area is estimated to be between 2500 to 3,000 hectares. The planting schedule will be in the next 2 to 3 years (as stated in AR).
4.	The reasons for the lower FFB yield of Malaysian operations in comparison to other players in the palm oil industry and the reasons for the very low FFB yield of the estates in Kalimantan.	There is a lot of room for improvement for FFB yield. We are still working towards improving FFB production. For Peninsular Malaysia, it is close to 24 MT per hectare. FFB yields were affected by the performance of the operations in Sabah and Indonesia. One estate in Meridian Plantations has an older age profile. Indonesia plantation is still young (6 years old). Last year's bad weather (very high rainfall) has affected the Indonesian estate operations. We expect improvement in the estates' performance in FY 2022.

No .	Shareholders inquired regarding:-	Responses from UMB
5.	The reason for the high allocation for plasma land at 30.8% of the total hectareage in Indonesian estates.	When UMB bought LAK, the Vendor had already allocated plasma land at 30% of the total hectareage - this showed the Company's commitment to the smallholders and the Indonesian Government Policy, thus generating goodwill for the Company. The Company will also benefit as the mill will receive FFB from the plasma plantations crops. In addition, the Company receives fees from managing the plasma ("management fee").
6.	The possibility of having virtual AGM in the future to allow outstation shareholders to participate online.	UMB Board would consider conducting future AGM virtually.
7.	The cost of production of UMB compared to the peers in the industry and the possibility of UMB reporting loss if CPO price drops to RM2,500/MT.	If CPO drops below RM2500, UMB might experience loss. The industry is affected by the tax structure. Oil palm is the only industry with many taxes – sales tax, windfall tax, etc. We will try to bring down the production cost by achieving higher production. We will cap the cost below RM2000 per MT CPO.



**VOTING BY  
POLL**

With no more questions from the shareholders, the meeting proceeded with the online voting session, which ended after all resolutions read out by the Chairperson earlier were put to the vote.

**POLLING  
RESULTS**

After the Independent Scrutineer, Boardroom Corporate Services Sdn. Bhd. verified the poll results, the Chairperson then reconvened the meeting and declared all the resolutions tabled at the AGM as duly passed and carried. (The polling result is attached hereto as Appendix I).

**CONCLUSION**

There being no other business, the Chairperson called the meeting to a close. The meeting ended at 12.25 p.m. with a vote of thanks to the Chair.

Confirmed Correct

Date: 17 December 2021

Sgd.  
Datin Paduka Tan Siok Choo  
Chairperson