

NOTICE OF 49TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Ninth (49th) Annual General Meeting of KUB Malaysia Berhad ("KUB" or "the Company") will be held at Dewan Tun Hussein Onn, Putra World Trade Centre, Jalan Tun Ismail, 50480 Kuala Lumpur on Wednesday, 25 June 2014 at 10.00 a.m. for the transaction of the following businesses:

AGENDA

ORDINARY BUSINESSES

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 2**

2. To re-elect the following Directors who retire in accordance with Article 95(i) of the Company's Articles of Association and being eligible have offered themselves for re-election:

- (i) Datuk Badly Shah Ariff Shah **Ordinary Resolution 1**
- (ii) Datuk Mohd Hafarizam Harun **Ordinary Resolution 2**

3. To consider and if thought fit to pass the following resolution:

"THAT Datuk Seri Hj Abd. Halim Hj Abd. Samad, a Director over the age of seventy (70) years who retires in accordance with Section 129(6) of the Companies Act, 1965 be re-appointed as a Director of the Company to hold office until the next Annual General Meeting." **Ordinary Resolution 3**

4. To re-elect the following Directors who retire in accordance with Article 101 of the Company's Articles of Association and being eligible have offered themselves for re-election:

- (i) Dato' Ab Rahim Abu Bakar **Ordinary Resolution 4**
- (ii) Dato' Jamelah A.Bakar **Ordinary Resolution 5**
- (iii) Dato' Sohaimi Shahadan **Ordinary Resolution 6**

5. To approve the payment of Directors' fees for the financial year ended 31 December 2013. **Ordinary Resolution 7**

6. To appoint Messrs Deloitte as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed in the Company's 2013 Annual Report as 'Annexure A', has been received by the Company for the nomination of Messrs Deloitte for appointment as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young. **Ordinary Resolution 8**

SPECIAL BUSINESSES

To consider and if thought fit to pass with or without any modifications, the following Resolutions:

7. **Authority for the Directors to Allot Shares Pursuant to Section 132D of the Companies Act, 1965.**

"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue the shares in the Company from time to time and upon such terms and conditions and for such purpose as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." **Ordinary Resolution 9**

8. **Proposed Renewal of the Authority for the Purchase by KUB of its Own Ordinary Shares Representing up to ten per centum (10%) of its Issued and Paid-Up Share Capital ("Proposed Share Buy-Back").**

"THAT subject always to compliances with the Companies Act, 1965, the Articles of Association of the Company, the Main Market Listing Requirements ("Listing Requirements") of Bursa Securities or the rules and regulations of any other regulatory authorities and all other applicable rules, regulations, guidelines or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM0.40 each in the Company's issued and paid-up ordinary share capital ("Shares") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- (i) the aggregate number of Shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital of the Company at any point in time of the said purchase(s);

- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its Shares shall not exceed the total retained earnings and/or share premium of the Company at the time of the said purchase(s); and

- (iii) the authority conferred by this Resolution shall commence immediately upon the passing of this Ordinary Resolution and shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next Annual General Meeting after that date is required to be held in accordance with the provisions of the Companies Act, 1965; or
- (c) revoked or varied by ordinary resolution passed by the Shareholders of the Company in a general meeting whichever is earlier;

AND THAT upon completion of the purchase by the Company of its own Shares, the Directors of the Company be and are hereby authorised to deal with the Shares so purchased in their absolute discretion in the following manner:

- (i) cancel all the Shares so purchased; and/or
- (ii) retain the Shares so purchased in treasury for distribution as dividend to the shareholders or re-sell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder; and
- (iv) in any other manner as prescribed by the Companies Act, 1965 and the Listing Requirements and rules and regulations of any other relevant authorities for the time being in force;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and/or any one (1) of them to complete and do all such acts, deeds and things as they may consider necessary or expedient in the best interest of the Company, including but not limited to execution of all such documents as may be required or necessary and with full powers to assent to any modifications, variations and/or amendments as the Directors of the Company in their discretion deem fit and expedient to implement and give full effect to the Proposed Share Buy-Back contemplated and/or authorised by this Ordinary Resolution." **Ordinary Resolution 10**

9. **Proposed Amendments to the Articles of Association of the Company.**

"THAT the proposed amendments to the Articles of Association of the Company as set out under 'Annexure B' herein be and are hereby approved and adopted ("Proposed Amendments").

AND THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as they consider necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities." **Special Resolution 1**

10. **To transact any other business for which due notice shall have been given.**

FURTHER NOTICE IS HEREBY GIVEN for the purpose of determining a Member who shall be entitled to attend this Forty-Ninth (49th) Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 68(iii) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 18 June 2014. Only a depositor whose name appears on the Record of Depositors as at 18 June 2014 shall be entitled to attend the said Meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

By Order of the Board

SHARINA SAIDON (LS 006127)
NOORHASIKIN MD YATIM (LS 0008951)

Secretaries
Petaling Jaya
2 June 2014

Notes:

1. **Appointment of Proxy**

- i) A Member of the Company entitled to attend, speak and vote at the above-mentioned Meeting may appoint a maximum of two (2) proxies, to attend and vote in his/her stead. Where a Member appoints two (2) proxies, the Member shall specify the proportion of the Member's shareholding to be represented by each proxy, failing which the appointment shall be invalid. A proxy may but need not be a Member of the Company.
- ii) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account") as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
- iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised or if the appointer is a corporation, either under its common seal or signed under the hand of its attorney or by an officer given the authority on behalf of the corporation.
- iv) The Proxy Forms must be deposited at the office of the Company's Share Registrar, **Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Block D13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia** by hand or fax to 603-7841 8152 not less than forty-eight (48) hours before the time for the holding of the Meeting or any adjournment thereof.

2. **Audited Financial Statements for the Financial Year Ended 31 December 2013**

This Agenda is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by the Shareholders of the Company.

3. **Statement Accompanying Notice of Annual General Meeting of the Company**

Additional information required under Appendix 8A of the Listing Requirements are set out in the Statement Accompanying the Notice of the Forty-Ninth (49th) Annual General Meeting of the Company.

Explanatory Notes to the Special Businesses:

1. **Ordinary Resolution 9 – Authority for the Directors to Allot Shares Pursuant to Section 132D of the Companies Act, 1965**

This Proposed Ordinary Resolution 9 is for the purpose of granting a renewal General Mandate ("General Mandate"), if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company. The General Mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to further placement of shares, for purpose of funding future investment project(s), working capital and/or acquisitions. As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 48th Annual General Meeting held on 20 June 2013 and which will lapse at the conclusion of the 49th Annual General Meeting.

2. **Ordinary Resolution 10 – Proposed Share Buy-Back**

Full details of the Ordinary Resolution 10 are disclosed in the Circular to Shareholders dated 2 June 2014 which is enclosed together with the Annual Report.

3. **Special Resolution 1 – Proposed Amendments to the Articles of Association of the Company**

The Proposed Special Resolution 1, if passed, will result in the Company's Articles of Association being updated in line with the amendments to the Listing Requirements of Bursa Securities. The details of the Proposed Amendments are set out in 'Annexure B' annexed in the Company's 2013 Annual Report.