

Notice Of Thirty-Ninth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirty-Ninth Annual General Meeting of the Company will be held at Dewan Perpaduan I, 1st Floor, Merdeka Palace Hotel & Suites, Jalan Tun Abang Haji Openg 93000 Kuching, Sarawak, on Wednesday, 18th March 2015 at 11.00 a.m. for the following purposes :-

As Ordinary Business

1. To lay the Report of the Directors and the Audited Statement of Accounts for the financial year ended 30 September, 2014 and the Report of the Auditors thereon.
2. To consider and, if thought fit, to pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965 : **Resolution 1**

 "That pursuant to Section 129(6) of the Companies Act, 1965, Tuan Haji Awang Mohidin Bin Awang Saman, who has exceeded the age of seventy (70) years, be re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting."
3. To re-elect Tuan Haji Ibrahim Bin Haji Baki, who is retiring in accordance with Article 71 of the Articles of Association of the Company and is offering himself for re-election. **Resolution 2**
4. To re-elect Ms Jem Magnaye who is retiring in accordance with Article 71 of the Articles of Association of the Company and is offering herself for re-election. **Resolution 3**
5. To approve Directors' fee of RM240,000.00 for the financial year ending 30 September 2015. **Resolution 4**
6. To appoint Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

A Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto as "Annexure A", has been received by the Company for the nomination of Messrs Crowe Horwath who have given their consent to act, for the appointment as Auditors of the Company and of the intention to propose the following Ordinary Resolution:-

"THAT Messrs Crowe Horwath be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young and to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorized to determine their remuneration."

As Special Business

To consider and, if thought fit, to pass the following ordinary resolutions :

7. **Continuation in office as Independent Non-Executive Directors**

 "That approval be and is hereby given to the following Directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, to continue to act as Independent Non-Executive Directors of the Company :-

 (a) Tuan Haji Ibrahim Bin Haji Baki **Resolution 6**

 (b) Tuan Haji Awang Mohidin Bin Awang Saman" **Resolution 7**
8. **Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965** **Resolution 8**

 "That pursuant to Section 132D of the Companies Act, 1965 approval be and is hereby given to the Directors to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten (10) per cent of the issued share capital of the Company for the time being, subject always to the approval of the relevant regulatory authorities being obtained for such allotment and issue."

Notice Of Thirty-Ninth Annual General Meeting (contd.)

- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

By order of the Board,

Yeo Puay Huang [LS 0000577]
Secretary

Dated: 25th February 2015

Explanatory Notes To Special Business:

1. Continuation in office as Independent Non-Executive Directors

The Board has assessed the independence of the following directors who have been in tenure as Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years:

- Tuan Haji Ibrahim Bin Haji Baki
- Haji Awang Mohidin Bin Awang Saman

Based on the below justifications, the Board of directors recommend them to continue to act as Independent Non-Executive Directors of the Company:

- They have fulfilled the criteria under the definition of an Independent Director as stated in the Listing Requirements of Bursa Securities;
- They both possess vast commercial experience and knowledge that complements the Company's board composition, and continue to provide valuable insights and contributions to the Board;
- They participate in board discussions and provide an independent voice and objective perspective to the rest of the Board.

The above Ordinary Resolutions 6 and 7, if passed, will enable the above directors to continue to serve as Independent Non-Executive Directors of the Company and will give powers to the Board of Directors to determine in the subsequent years, the continuation of such office until such time the authority is revoked.

2. Authority to allot shares pursuant to Section 132D of the Companies Act, 1965

The Proposed Resolution 8, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares to such persons in their absolute discretion without convening a general meeting provided the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirty-Eight Annual General Meeting held on 28th March, 2014 and which will lapse at the conclusion of the Thirty-Ninth Annual General Meeting to be held on 18th March, 2015.

The General Mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares, for purposes of funding investment(s), working capital and/or acquisition(s).

Notice Of Thirty-Ninth Annual General Meeting (contd.)

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her place. A proxy need not be a member of the Company. Where a holder appoints two or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
2. A corporation which is a member may by resolution of its directors authorise such person as it thinks fit to act as its representative at the meeting pursuant to Section 147 of the Companies Act, 1965.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney, and the person so appointed may attend and vote at the meeting at which the appointer is entitled to vote.
4. The instrument appointing a proxy or representative must be deposited at the registered office, WISMA HUBLINE, Lease 3815, (Lot 10914), Section 64, KTLD, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak, not less than forty-eight (48) hours before the time for holding the meeting.
5. Only Depositors whose names appear in the General Meeting Record of Depositors as at 13th March 2015 be regarded as Members and shall be entitled to attend, speak and vote at the Thirty-Ninth Annual General Meeting.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

Details of individuals who are standing for election as Directors (excluding directors standing for re-election)

There are no individuals who are standing for election as Directors at the Thirty-Ninth Annual General Meeting of the Company.

Annexure "A"

10 February 2015

The Board of Directors
Hubline Berhad
Wisma Hubline
Lease 3815 (Lot 10914), Section 64 KTLD,
Jalan Datuk Abang Abdul Rahim,
93450 Kuching Sarawak
Malaysia

Dear Sir(s) & Mdm(s),

Pursuant to Section 172 (11) of the Companies Act, 1965, as a member/shareholder of Hubline Berhad (the 'Company'), I hereby give notice of my nomination of Messrs. Crowe Horwath, as new Auditors of the Company in place of Messrs. Ernst & Young who are retiring and are not seeking reappointment.

I hereby propose the following ordinary resolution at the Company's forthcoming Annual General Meeting:

" THAT, Messrs. Crowe Horwath, having consented to act, be and hereby appointed to become Auditors of the Company in place of the retiring auditors Messrs. Ernst & Young and to hold office until the conclusion of the next Annual General Meeting and that the Board of Directors be authorised to determine their remuneration."

Yours faithfully,



Wong Hai Ong
Member/Shareholder

