

## ADDITIONAL RESOLUTIONS

The Board of Directors of KUB Malaysia Berhad ('KUB' or 'the Company') wishes to announce that the Company had on 4 June 2015 received the Notice of Requisition of Motion pursuant to Article 98 of the Company's Articles of Association dated 2 June 2015 from Gaya Edisi Sdn Bhd, a substantial shareholder of the Company holding 164,844,520 shares of the Company, representing 29.62% of the total issued and paid-up share capital of the Company as at 30 April 2015.

**NOTICE IS HEREBY GIVEN THAT** the Fiftieth (50th) Annual General Meeting ('AGM') of the Company will be held at MATRADE Exhibition & Convention Centre, Menara MATRADE, Jalan Sultan Haji Ahmad Shah, 50480 Kuala Lumpur on Tuesday, 16 June 2015 at 10.00 a.m. to consider the additional Resolutions No. 8 and 9 below for the appointment of the Directors.

ORDINARY RESOLUTION	
To appoint Tunku Alizan bin Raja Muhammad Alias as Director of the Company	Ordinary Resolution 8
To appoint Tengku Zahaimi bin Tuan Hashim as Director of the Company	Ordinary Resolution 9

Please note that your proxy whom you have appointed to attend in your stead at the Fiftieth (50th) Annual General Meeting will be authorised to vote on the Ordinary Resolutions 8 and 9. If the attached proxy form is not deposited at the Company's Share Registrar, Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan by hand or fax to 603-78418151 not less than forty-eight (48) hours before the time for holding the Meeting or an adjournment thereof, your proxy is deemed to have discretionary vote.

Kindly be informed that the members who are eligible to vote or appoint a proxy to vote in his/her stead to vote at the Fiftieth (50th) Annual General Meeting are those whose names are registered in the Annual General Meeting Record of Depositors dated 9 June 2015.

By Order of the Board

**SHARINA SAIDON (LS 0006127)**  
**MOHD AFENDY MD YAZIM (MAICSA 7056481)**

Company Secretaries  
Petaling Jaya  
9 June 2015

### Notes :

#### 1. Appointment of Proxy

- 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor 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.
- The Proxy Forms must be deposited at the office of the Company's Share Registrar, **Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan** by hand or fax to **603-78418151** not less than forty-eight (48) hours before the time for holding the Meeting or an adjournment thereof.

### Notes on Additional Resolutions 8 and 9

The Company has received Notice of Requisition of Motion from Gaya Edisi Sdn Bhd pursuant to Article 98 of the Company's Articles of Association dated 2 June 2015 from Gaya Edisi Sdn Bhd, to nominate the following candidates :

- The appointment of Tunku Alizan bin Raja Muhammad Alias as Director of the Company; and
- The appointment of Tengku Zahaimi bin Tuan Hashim as Director of the Company.

Consent to act of Tunku Alizan bin Raja Muhammad Alias and Tengku Zahaimi bin Tuan Hashim have been received.

The additional Resolutions 8 and 9 if passed will give effect to the appointment of the respective candidates as Directors of the Company.

Please refer to the particulars of the candidates to be appointed as Directors of the Company at the Fiftieth (50th) Annual General Meeting ('AGM') of the Company attached to this notice.

### TUNKU ALIZAN BIN RAJA MUHAMMAD ALIAS

Tunku Alizan bin Raja Muhammad Alias, aged 49.

#### Advocate & Solicitor

Tunku Alizan Holds a LLM in Construction Law from the University of Bristol and LLB (Hons) University of Malaya. In 1991, he was admitted as an Advocate & Solicitor of the High Court of Malaya and in 1999 together with Dato' Zulkifly bin Rafique and several other partners formed Zul Rafique & Partners. He has been exposed to a wide range of legal experience in his 23 years post-qualification, specialising in the areas of Corporate and Construction Law.

#### Directorships

Tunku Alizan has held a directorship position in various private companies, and currently sits on the board of nine (9) companies.

#### Company Secretary

Tunku Alizan is also a qualified Company Secretary, and is a joint Company Secretary of a public listed company in Malaysia.

#### Professional Experience:

1999 – Present : Equity Partner, Messrs. Zul Rafique & Partners  
1995 – 1999 : Legal Assistant, Messrs. Albar Zulkifly & Yap  
1994 – 1995 : Partner, Messrs. David Chong & Co.  
1991 – 1994 : Legal Assistant, Messrs. Abdullah & Zainuddin

#### Directorship Held:

2005 – 2013 : Temasek Padu Sdn Bhd  
2005 – Present : Titian Edisi Sdn Bhd  
2005 – Present : Kunci Optima Sdn Bhd  
2005 – Present : Anggun Intelek Sdn Bhd  
2005 – Present : Trek Perintis Sdn Bhd  
2006 – Present : Terra Impresif Sdn Bhd  
2006 – Present : Trek Layar Sdn Bhd  
2006 – Present : Lembah Sari Sdn Bhd  
2006 – Present : Mahkota Technologies Sdn Bhd  
2010 – Present : Gaya Edisi Sdn Bhd  
2014 – Present : Scomi Engineering Bhd (Listed Company)

#### Joint Company Secretary:

2010 – Present : Seri Pacific Corporation Sdn Bhd  
2005 – 2012 : KUB Malaysia Berhad (Resigned)

### TENGGU ZAHAIMI TUAN HASHIM

Tengku Zahaimi, aged 46, has vast experiences in strategic planning consulting services at national and international level. Throughout his 25 years of professional services, he has consulted numerous government and international organizations including the Islamic Development Bank in Jeddah, Government of Morocco as well as Bahrain. In 2004, he was appointed as lead advisor to the Governor of Al-Madinah Al-Munawarah in Saudi Arabia for the Strategic Study Transformation Readiness initiative.

Tengku Zahaimi started his career in the ICT and consulting industry, being attached to local and multinational organizations during his early years. He then joined Multimedia Development Corporation ('MDeC') and was soon appointed as the Regional Manager for Middle East and North Africa region based in Jeddah, Saudi Arabia. On completion of his overseas assignment in 2006, he was appointed as Special Officer at the former Minister of Science, Technology and Innovation ('MOSTI') office. During his tenure at MOSTI, he was credited with the formation of the Malaysian Animation and Creative Content Center ('MAC3') as well as facilitating the ICT developments and policy in the country. His last appointment was as Special Officer to the Special Advisor to the Prime Ministers Department.

Tengku Zahaimi holds a Bachelor of Science in Business Administration from the University of Tulsa, Oklahoma, USA, Associate Degree in Computer Information System, MARA Science College, Kuantan, Professional Certificate in Financial Technical Analysis with Distinction from Open University. He is an accredited full member of the Society of Technical Analyst United Kingdom.

Tengku Zahaimi currently sits on the Board of Nur Power Sdn Bhd, Nur Generation Sdn Bhd and Nur Distribution Sdn Bhd, which is an Independent Power Utility.



## PROXY FORM

Number of Shares Held

I/We \_\_\_\_\_ NRIC \_\_\_\_\_  
(block letters)

of \_\_\_\_\_  
(full address)

being a member/members of KUB Malaysia Berhad ('Company'), hereby appoint Chairman of the Meeting\* or

\_\_\_\_\_ NRIC \_\_\_\_\_  
(block letters)

of \_\_\_\_\_  
(full address)

and/or failing him \_\_\_\_\_ NRIC \_\_\_\_\_  
(block letters)

of \_\_\_\_\_  
(full address)

as my/our proxy(ies) to vote for me/us on my/our behalf at the 50th Annual General Meeting of the Company to be held on Tuesday, 16 June 2015 at 10.00 a.m. or at any adjournment thereof.

*\*If you wish to appoint other person(s) as your proxy/proxies, kindly delete the phrase 'Chairman of the Meeting' and insert name(s) of the desired person(s).*

My/our proxy(ies) is/are to vote as indicated by an 'X' in the appropriate spaces below :

RESOLUTIONS		FOR	AGAINST
<b>ORDINARY RESOLUTIONS</b>			
8	Appointment of Tunku Alizan bin Raja Muhammad Alias as Director of the Company		
9	Appointment of Tengku Zahaimi bin Tuan Hashim as Director of the Company		

The proportion of my/our holding to be represented by my/our proxy/proxies is as follows :

First Proxy	%
Second Proxy	%
<b>Total</b>	<b>100 %</b>

In the case of vote by a show of hands, \*\*First Proxy/Second Proxy shall vote on my/our behalf.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ of 2015

\_\_\_\_\_  
Signature of Member/Common Seal/Attorney/Authorised Officer

*\*\* Strike out whichever is not desired. (Unless otherwise instructed, the Proxy/(ies) may vote as he/she thinks fit)*

### Notes:

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- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor 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.
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