

HUBLINE BERHAD (23568-H)

NOTICE OF FORTIETH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting of the Company will be held at Dewan Perpaduan II, 1st Floor, Merdeka Palace Hotel & Suites, Jalan Tun Abang Haji Openg 93000 Kuching, Sarawak, on Tuesday, 29th March 2016 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, 2015 and the Report of the Auditors thereon.
2. To re-elect Mr Lai Lian Yee, who is retiring in accordance with Article 70 of the Articles of Association of the Company and is offering himself for re-election. **Resolution 1**
3. To re-elect Mr Dennis Ling Li Kuang, 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 Katrina Ling Shiek Ngee 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 2016. **Resolution 4**
6. To re-appoint Messrs Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

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 Tuan Haji Ibrahim Bin Haji Baki who has served as Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to act as Independent Non-Executive Director of the Company. **Resolution 6**
8. **Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965** **Resolution 7**
"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.”

9. 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: 29th February 2016

Explanatory Notes To Special Business:

1. Continuation in office as Independent Non-Executive Directors

The Board has assessed the independence of Tuan Haji Ibrahim Bin Haji Baki who has been in tenure as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years:

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

- i) He has fulfilled the criteria under the definition of an Independent Director as stated in the Listing Requirements of Bursa Securities;
- ii) He possesses vast commercial experience and knowledge that complements the Company’s board composition, and continue to provide valuable insights and contributions to the Board;
- iii) He participates in board discussions and provides an independent voice and objective perspective to the rest of the Board.

The above Ordinary Resolution 6 if passed, will enable the above director to continue to serve as Independent Non-Executive Director 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 7, 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-Ninth Annual General Meeting held on 18th March, 2015 and which will lapse at the conclusion of the Fortieth Annual General Meeting to be held on 29th March, 2016.

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).

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. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
3. 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.
4. 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.
5. The instrument appointing a proxy or representative must be deposited at the registered office, WISMA HUBLINE, Lease 3815, (Lot 10914), Section 64, KTL D, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak, not less than forty-eight (48) hours before the time for holding the meeting.
6. Only Depositors whose names appear in the General Meeting Record of Depositors as at 22nd March 2016 be regarded as Members and shall be entitled to attend, speak and vote at the Fortieth 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 Fortieth Annual General Meeting of the Company.