



HUBLINE BERHAD

(Company No. 23568-H)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Hubline Berhad (“**Hubline**” or “**Company**”) will be held at Dewan Perpaduan II, 1st Floor, Merdeka Palace Hotel & Suites, Jalan Tun Abang Haji Openg, 93000 Kuching, Sarawak, on Tuesday, 10 January 2017 at 11.00 a.m. and at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions with or without modifications:

SPECIAL RESOLUTION 1

PROPOSED REDUCTION OF THE ISSUED AND FULLY PAID-UP SHARE CAPITAL OF HUBLINE BERHAD PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (“ACT”) INVOLVING THE CANCELLATION OF RM0.005 OF THE PAR VALUE OF EACH EXISTING ORDINARY SHARES OF RM0.010 IN HUBLINE (“PROPOSED PAR VALUE REDUCTION”)

“**THAT**, subject to the confirmation of the Malaysia High Court pursuant to Section 64(1) of the Act and the approvals from relevant authorities and/or parties being obtained, approval be and is hereby given for the reduction of the par value of each issued and fully paid-up ordinary shares of Hubline from RM0.01 to RM0.005 by way of cancellation of RM0.005 of every issued ordinary share of par value RM0.010 each in Hubline;

THAT, the credit arising therefrom may be utilised to reduce the accumulated losses of the Company or may be credited into the capital reserve of the Company which shall be applied as if it were share premium and/ or towards setting off future losses and save for the mentioned purposes, the capital reserve account shall not be distributable without leave of the Court;

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to with full powers to take all such steps as they may deem necessary to:-

- (i) assent to any conditions, modifications, variations as may be imposed or permitted by the relevant authorities and/ or the Malaysia High Court;
- (ii) lodge an office copy of the order of the Malaysia High Court referred to in this Special Resolution 1 with the Companies Commission of Malaysia on such date the Directors may determine; and

do all such acts, deeds and/ or things and execute all documents for and on behalf of the Company incidental and/ or as may be required or as they consider necessary and expedient in the best interest of the Company, to give full effect to and complete the matters described in this Special Resolution 1.”

SPECIAL RESOLUTION 2

PROPOSED CONSOLIDATION OF EVERY TWENTY (20) EXISTING ORDINARY SHARES OF RM0.005 EACH IN HUBLINE INTO ONE (1) NEW ORDINARY SHARE OF RM0.10 EACH IN HUBLINE (“PROPOSED SHARE CONSOLIDATION”)

“**THAT**, subject to the passing of Special Resolution 1 and all approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to consolidate every twenty (20) existing ordinary shares of RM0.005 each in Hubline (after the Proposed Par Value Reduction) into one (1) new ordinary share of RM0.10 each in HUBLINE.

AND THAT the Board be and is hereby authorised to with full powers to take all such steps as they may deem necessary to do all such acts, deeds and/ or things and execute all documents for and on behalf of the Company incidental and/ or as may be required or as they consider necessary and expedient in the best interest of the Company, to give full effect to and complete the matters described in this Special Resolution 2."

SPECIAL RESOLUTION 3

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION ("MA") OF HUBLINE TO FACILITATE THE IMPLEMENTATION OF THE PROPOSED PAR VALUE REDUCTION AND PROPOSED SHARE CONSOLIDATION ("PROPOSED MA AMENDMENT")

"THAT, subject to the passing of Special Resolution 1 and Special Resolution 2 and all approvals being obtained from the relevant authorities, approval be and is hereby given to the Company to amend the Memorandum of Association of the Company in the manner as set out below:

Existing provision	Proposed amendments
<p><u>Clause 5</u></p> <p>"The share capital of the Company is RM1,000,000,000 divided into 100,000,000,000 shares of RM0.01 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."</p>	<p><u>Clause 5</u></p> <p>"The share capital of the Company is RM1,000,000,000 divided into 10,000,000,000 shares of RM0.10 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise."</p>

AND THAT the Board be and is hereby authorised to do all things and acts as may be required and to sign and execute all documents for an on behalf of the Company as they may consider necessary or expedient to give effect to and implement the proposed amendments to the MA with full power to assent to any condition, modification, variation as may be imposed or permitted by all relevant regulatory authorities and/or parties and with full power to make any amendment, variation or modification to the terms of the Proposed MA Amendment as the Directors may in their discretion deem fit or expedient in the best interest of the Company."

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ORDINARY RESOLUTION 1

PROPOSED ISSUANCE OF REDEEMABLE CONVERTIBLE NOTES WITH AN AGGREGATE PRINCIPAL AMOUNT OF UP TO RM80.0 MILLION CONVERTIBLE UP TO 1,600,000,000 CONVERSION SHARES IN HUBLINE AT THE CONVERSION PRICE AS SET OUT IN THE SUBSCRIPTION AGREEMENT DATED 18 JULY 2016 AND THE SUPPLEMENTAL AGREEMENT DATED 18 NOVEMBER 2016 (“PROPOSED NOTES ISSUE”)

“**THAT**, subject to the passing of Special Resolution 1, Special Resolution 2 and Special Resolution 3 and approval of all relevant authorities, approval be and is hereby given to the Company to:

- (i) issue up to RM80.0 million nominal value of Notes, convertible up to 1,600,000,000 Hubline Shares (“**New Hubline Shares**”) at a conversion price to be determined in accordance with the terms and conditions of the Notes; and
- (ii) allot and issue such number of New Hubline Shares pursuant to the conversion of the Notes, from time to time during the tenure of the Notes, credited as fully paid-up, to or to the order of the Notes in accordance with the terms and conditions of the Notes;

THAT such New Hubline Shares to be issued arising from the conversion of the Notes, shall, upon allotment and issue, be listed on the Main Market of Bursa Malaysia Securities Berhad and rank *pari passu* in all respects with the then existing Hubline Shares except that they will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid prior to the relevant date of allotment of the New Hubline Shares;

AND THAT the Board be and is hereby authorised to take all such steps and to enter into all such other agreements, deeds, arrangements, undertakings, indemnities, transfers, assignments and guarantees with any party or parties and to do all acts and things, as the Board may deem fit, necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Notes Issue with full powers to sign and execute all documents, make applications to authorities and regulatory bodies for any approvals and consents required and assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by the relevant authorities and to do all such acts and things in any manner as they may deem necessary or expedient and/or appropriate to implement, finalise and give full effect to the Proposed Notes Issue.”

By Order of the Board

YEO PUAY HUANG (LS0000577)

Company Secretary
19 December 2016

Notes:

- (i) *In respect of deposited securities, only members whose names appear in the Record of Depositors as at 30 December 2016 (“**General Meeting Record of Depositors**”) shall be eligible to attend the Meeting.*
- (ii) *A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may, but need not, be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 are not applicable to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
- (iii) *A member shall be entitled to appoint more than one proxy to attend and vote at the same meeting. Where a member appoints more than one proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.*
- (iv) *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“**SICDA**”), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. In such instance, the member shall specify the securities account number for each appointment.*
- (v) *Where a member of the Company is an exempt authorised nominee as defined under the SICDA 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 to the Omnibus Account.*

- (vi) *The instrument appointing a proxy or proxies shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.*
- (vii) *The instrument appointing a proxy or proxies must be deposited at the Company's Registered Office at Wisma Hubline, Lease 3815 (Lot 10914) Section 64 KTL, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.*