

NOTICE OF 48TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 48th Annual General Meeting of KUB Malaysia Berhad will be held at Laman Putri, Hotel Singgahsana Petaling Jaya, Persiaran Barat off Jalan Sultan, 46760 Petaling Jaya, Selangor on Thursday, 20 June 2013 at 10.00 a.m. for the following purposes:-

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
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 Hj Faisyal Datuk Yusof Hamdain Diego **Ordinary Resolution 2**
 - (ii) Dato' Wan Mohd Nor Wan Ahmad **Ordinary Resolution 3**
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 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 4**
4. To approve Directors' fees for the year ended 31 December 2012. **Ordinary Resolution 5**
5. To reappoint Messrs Ernst & Young as Auditors of the Company and to authorize the Directors to fix their remuneration. **Ordinary Resolution 6**

SPECIAL BUSINESS

To consider and if thought fit to pass the following Resolutions:-

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

"**THAT** pursuant to Section 132D of the Companies Act, 1965 ("Act") 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 cent (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 of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company" **Ordinary Resolution 7**
7. **Proposed Renewal of the Authority for the Purchase by KUB Malaysia Berhad ("KUB" or "Company") of its Own Ordinary Shares Representing up to 10% of its Issued and Paid Up Share Capital ("Proposed Share Buy-Back")**

"**THAT** subject always to compliance with the Companies Act, 1965 ("the Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") 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 authorized 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 ("AGM") 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 AGM after that date is required to be held in accordance with the provisions of the Act; 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 authorized to deal with the Shares so purchased in their absolute discretion in the following manner:

- (i) cancel all the Shares so purchased; and/
- (ii) retain the Shares so purchased in treasury for distribution as dividend to the shareholders or resell 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 Act, rules and regulations made pursuant to the Act 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 anyone of them to complete and do all such acts and things as they may consider necessary or expedient in the best interest of the Company, including but not limited to executing 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 authorized by this Ordinary Resolution." **Ordinary Resolution 8**

8. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions

"**THAT** subject to the Listing Requirements' approval be and is hereby given to KUB Malaysia Berhad ("KUB" or "Company") and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Sections 2.2 of Part B of the Circular to Shareholders dated 28 May 2013 ("the Circular"), subject further to the following:

- (i) the Recurrent Related Party Transactions are entered into in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arms' length basis and are not to the detriment of the minority shareholders of the Company;
- (ii) the disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:
 - (a) the type of Recurrent Related Party Transactions made; and
 - (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationship with the Company;
- (iii) the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
 - (a) the conclusion of the next AGM of the Company following the general meeting at which mandate will lapse, unless by a resolution passed at the next AGM, such authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general whichever is the earlier;

AND THAT the Directors of the Company and/or any one of them be and are hereby authorized to complete and do all such acts and things as they consider necessary or expedient in the best interest of the Company, including executing 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 give effect to the Recurrent Related Party Transactions contemplated and/or authorized by this Ordinary Resolution;

AND THAT given that, the estimates for the Recurrent Related Party Transactions specified in Section 2.2 of Part B of the Circular being provisional in nature, the Directors of the Company and/or any one of them be and are hereby authorized to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.5 of Part B of the Circular." **Ordinary Resolution 9**

9. Any Others Ordinary Business

To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act, 1965 and/or the Articles of Association.

By Order of the Board

NOORHASIKIN MD YATIM (LS 0008951)

Secretary
Petaling Jaya
28 May 2013

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 June 2013 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 48th AGM.
2. A member of the Company entitled to attend, speak and vote at the abovementioned Meeting is entitled to appoint a maximum of two (2) proxies whether a member or not as his/her proxy/proxies to attend, speak and vote in his/her stead. Where a member appoints two 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized 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.
4. 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 D 13, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan by hand or fax to 603-78418152 not less than forty eight (48) hours before the time for holding the Meeting or an adjournment thereof.

5. Explanatory Notes :

Ordinary Resolution 7 - This resolution if passed, will give the Directors of the Company, from the date of the above Meeting, authority to issue and allot ordinary shares to an amount not exceeding in total 10% of the issued share capital of the Company being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in the general meeting, expire the next Annual General Meeting.

The mandate will give flexibility to the Company for any possible fund raising activities, including but not limited to further placing shares, for purpose of funding future investment projects, working capital and/or acquisition without having to convene a general meeting which would be both time and cost-consuming.

The mandate sought is a renewal from the previous mandate obtained at the last Annual General Meeting held on 21 June 2012 which mandate will lapse at the conclusion of the 48th Annual General Meeting. As at the date of this Notice, no new shares in the Company were issued pursuant to the said mandate obtained at the last Annual General Meeting.

Ordinary Resolutions 8 and 9 - The detailed Circular to Shareholders on both proposals dated 28 May 2013 is enclosed together with the Annual Report.