

**NOTICE IS HEREBY GIVEN THAT** the Fifty-First ('51<sup>st</sup>') Annual General Meeting ('AGM') of KUB Malaysia Berhad ('KUB' or 'the Company') will be held at Tun Dr. Ismail Hall, Putra World Trade Centre, Level 2, 41, Jalan Tun Ismail, 50480 Kuala Lumpur on Tuesday, 24 May 2016 at 10.00 a.m. for the transaction of the following businesses:

## AGENDA ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. Please refer to Note 2
2. To re-elect the following Directors who retire in accordance with Article 101 of the Company's Articles of Association, and being eligible have offered themselves for re-election:
  - (i) Dato' Ahmad Ibnihajar Ordinary Resolution 1
  - (ii) Datuk Abdul Rahim Mohd Zin Ordinary Resolution 2
  - (iii) Encik Mohammad Farish Nizar Othman Ordinary Resolution 3
3. To re-elect the following Directors who retire by rotation in accordance with Article 95(i) of the Company's Articles of Association, and being eligible have offered themselves for re-election:
  - (i) Dato' Jamelah A. Bakar Ordinary Resolution 4
  - (ii) Dato' Sohaimi Shahadan Ordinary Resolution 5
4. To approve a first and final single-tier dividend of 0.5 sen per ordinary share for the financial year ended 31 December 2015. Ordinary Resolution 6  
Please refer to Note 3
5. To approve the payment of Directors' fees for the financial year ended 31 December 2015. Ordinary Resolution 7
6. To re-appoint Messrs. Deloitte as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 8

## SPECIAL BUSINESSES

To consider and if thought fit to pass with or without any modifications, the following Resolutions:

7. Authority for the Directors to allot shares pursuant to Section 132D of the Companies Act, 1965. Ordinary Resolution 9  
**'THAT** pursuant to Section 132D of the Companies Act, 1965 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 centum (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 and quotation of the additional shares so issued on Bursa Malaysia Securities Berhad ('Bursa Malaysia') and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.'
8. Proposed renewal of the authority for the purchase by KUB Malaysia Berhad ('KUB' or 'Company') of its own ordinary shares representing up to ten per centum (10%) of its issued and paid-up Share Capital ('Proposed Share Buy-Back'). Ordinary Resolution 10  
**'THAT** subject always to compliances with the Companies Act, 1965, the Articles of Association of the Company, the Main Market Listing Requirements ('Listing Requirements') of Bursa Malaysia 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 authorised 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 Malaysia 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 Companies Act, 1965; 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 authorised to deal with the Shares so purchased in their absolute discretion in the following manner:

- (i) cancel all the Shares so purchased; and/or
- (ii) retain the Shares so purchased in treasury for distribution as dividend to the shareholders or re-sell on the market of Bursa Malaysia; 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 Companies Act, 1965 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 any one (1) 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 execution of 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 authorised by this Ordinary Resolution.'

9. To transact any other business for which due notice shall have been given.

**FURTHER NOTICE IS HEREBY GIVEN** for the purpose of determining a member who shall be entitled to attend this 51<sup>st</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 68(iii) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 17 May 2016. Only a depositor whose name appears on the Record of Depositors as at 17 May 2016 shall be entitled to attend the said Meeting or appoint proxy(ies) to attend and/ or vote on his/her behalf.

By Order of the Board  
**SHARINA SAIDON (LS 0006127)**  
**MOHD AFENDY MD YAZIM (MAICSA 7056481)**  
**NANI SURYANI AHMAD TAJUDIN (MAICSA 7045699)**

Company Secretaries  
 Petaling Jaya  
 29 April 2016

## NOTES:

### 1. Appointment of Proxy

- (i) 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.
- (ii) 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.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer 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.
- (iv) 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 any adjournment thereof.

### 2. Audited Financial Statements for the Financial Year Ended 31 December 2015

This Agenda is meant for discussion only as an approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by the shareholders of the Company.

### 3. Declaration of a First and Final Single-Tier Dividend

In accordance with Article 148 of the Company's Articles of Association, the Board is recommending that the shareholders approve the payment of a first and final single-tier dividend. Pursuant to Paragraph 8.26 of the Main Market Listing Requirements of Bursa Malaysia, the first and final single-tier dividend, if approved, will be paid not later than three (3) months from the date of the shareholders' approval.

### 4. Statement Accompanying Notice of Annual General Meeting of the Company

Additional information required under Appendix 8A of the Main Market Listing Requirements as set out in the Statement Accompanying Notice of Annual General Meeting of the Company.

## EXPLANATORY NOTES TO THE SPECIAL BUSINESS:

### 1. Ordinary Resolution 9 – Authority for the Directors to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

This Proposed Ordinary Resolution 9 is for the purpose of granting a renewal General Mandate ('General Mandate'), if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company.

The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company. The General Mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to further placement of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 50<sup>th</sup> Annual General Meeting held on 16 June 2015 and which will lapse at the conclusion of the 51<sup>st</sup> Annual General Meeting.

### 2. Ordinary Resolution 10 – Proposed Share Buy-Back

Full details of the Ordinary Resolution 10 is disclosed in the Circular to Shareholders dated 29 April 2016 which is enclosed together with the Annual Report 2015.