

**NOTICE OF 52<sup>ND</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fifty-Second ('52<sup>nd</sup>') Annual General Meeting ('AGM') of KUB Malaysia Berhad ('KUB' or 'the Company') will be held at Matrade Hall, Level 3, MATRADE Exhibition & Convention Centre, Menara MATRADE, Jalan Sultan Haji Ahmad Shah, 50480 Kuala Lumpur on Tuesday, 23 May 2017 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 2016 together with the Reports of the Directors and Auditors thereon.

**Please refer to Note 2**

2. To re-elect Datuk Haji Mohd Haniff Haji Koslan, a Director who retires in accordance with Article 101 of the Company's Constitution, and being eligible has offered himself for re-election.

**Ordinary Resolution 1**

3. To re-elect the following Directors who retire by rotation in accordance with Article 95 (i) of the Company's Constitution, and being eligible have offered themselves for re-election :

- (i) Dato' Ab Rahim Abu Bakar
- (ii) Datuk Hj Faisyal Datuk Yusof Hamdain Diego

**Ordinary Resolution 2  
Ordinary Resolution 3**

Datuk Wira Mohd Hafarizam Harun, a Director who retires by rotation in accordance with Article 95 (i) of the Company's Constitution has given notice that he will not be seeking for re-election. Hence he will retain office until the close of the 52<sup>nd</sup> AGM.

4. To approve a first and final single-tier dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2016.

**Ordinary Resolution 4  
Please refer to Note 3**

5. To approve the payment of Directors' Fees for the financial year ended 31 December 2016.

**Ordinary Resolution 5**

6. To approve an amount of up to RM1,500,000 as benefits payable to the Non-Executive Directors in accordance with Section 230(1) of the Companies Act, 2016 with effect from 1 January 2017 to 31 December 2017.

**Ordinary Resolution 6**

7. To re-appoint Deloitte PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

**Ordinary Resolution 7**

**SPECIAL BUSINESS**

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

8. Authority to issue and allot shares pursuant to Section 75 and Section 76 of the Companies Act, 2016

**Ordinary Resolution 8**

'**THAT** subject to Section 75 of the Companies Act, 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ('Bursa Malaysia'); AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company in accordance with Section 76 of the Companies Act, 2016.'

9. Proposed renewal of authority for Share Buy-Back

**Ordinary Resolution 9**

'**THAT** subject to the compliance with Section 127 of the Companies Act, 2016 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ('Bursa Malaysia') as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed ten per centum (10%) of the existing total number of issued shares in the ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any), and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement to Shareholders dated 28 April 2017.

**THAT** such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ('AGM') of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Malaysia Main Market Listing Requirements and any other relevant authorities.

**THAT** authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Bursa Malaysia Main Market Listing Requirements and any other relevant authorities.

**AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company.'

10. 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 52<sup>nd</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 68(iii) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 16 May 2017. Only a depositor whose name appears on the Record of Depositors as at 16 May 2017 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  
28 April 2017

**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 2016**

This Agenda is meant for discussion only as an approval from shareholders is not required pursuant to the provisions of Section 251 and Section 340(1)(a) of the Companies Act, 2016. 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 Constitution, 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. Directors Remuneration**

Pursuant to Section 230(1) of the Companies Act, 2016, the Board has at its Meeting on 29 March 2017 agreed that the shareholders' approval shall be sought at the 52<sup>nd</sup> AGM on the Directors' Remuneration in two (2) separate resolutions as follows :

- (i) Resolution 5 - Payment of Directors' Fees for the financial year ended 31 December 2016; and

Details of the Directors' Fees for the financial year ended 31 December 2016 are as disclosed on page 64 of the Annual Report 2016.

- (ii) Resolution 6 - Benefits payable to the Non-Executive Directors (excluding Directors' Fees) effective 1 January 2017 to 31 December 2017 of the Company ('the Relevant Period').

The Benefits comprise Allowances, Benefits in Kind and other emoluments payable to the Non-Executive Directors, details of which are as follows :

<b>1) Monthly Fixed Allowance :</b>	
• Chairman KUB	RM20,000
• Chairman Board Audit Committee	RM5,000
• Chairman Business Sector	RM5,000
<b>2) Meeting Allowance (per Meeting) :</b>	
• <b>Main Board :</b>	
Chairman	RM2,000
Member	RM1,500
• <b>Subsidiaries :</b>	
Chairman	RM1,000
Member	RM750
• <b>Board Audit Committee :</b>	
Chairman	RM2,000
Member	RM1,000
• <b>Other Committees :</b>	
Chairman	RM1,000
Member	RM750
• <b>Task Force Committee :</b>	
Chairman	RM1,500
Member	RM1,500
<b>3) Travelling Allowance :</b>	
• Local	RM500
• Oversea	RM1,000
<b>4) Benefits in Kind :</b>	
• <b>Medical Benefit :</b>	
- Inpatient	
- Outpatient	
• Insurance	
• Utilities	
• Petrol	
• Car Allowance	
• Toll	
• Telecommunications	

Monthly Fixed Allowance is given to the Chairman as recognition of the significant role in leadership and oversight the wide-ranging scope of responsibilities expected from the Chairman.

The estimated total amount of the Benefits is determined by various factors such as the number of Main Board, Subsidiaries and Committee Meetings, Allowances and Benefits in Kind payable/offered to the Directors. The estimated amount of RM1,500,000 is capped for the Relevant Period.

**5. 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 8 – Authority to issue and allot shares pursuant to Section 75 and Section 76 of the Companies Act, 2016**

This Proposed Ordinary Resolution 8 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 shares 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 51<sup>st</sup> Annual General Meeting held on 24 May 2016 and which will lapse at the conclusion of the 52<sup>nd</sup> Annual General Meeting.

**2. Ordinary Resolution 9 – Proposed Share Buy-Back**

Full details of the Ordinary Resolution 9 are disclosed in the Statement to Shareholders dated 28 April 2017 which is enclosed together with the Annual Report 2016.