



KUB MALAYSIA BERHAD
(Company No. 6022-D)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of KUB Malaysia Berhad (“KUB” or “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 3.00 p.m. or immediately after the conclusion or adjournment of the Company’s Fifty-Second (52nd) Annual General Meeting to be held on the same day and at the same venue at 10.00 a.m., whichever is later, for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES’ SHARE OPTION SCHEME (“ESOS SCHEME”) OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF KUB (EXCLUDING TREASURY SHARES) AT ANY POINT IN TIME (“PROPOSED ESOS”)

“THAT subject to the approval of all relevant regulatory authorities being obtained (where required), approval be and is hereby given to the Company to establish the ESOS Scheme of up to 15% of the total number of issued shares of the Company (“KUB Shares” or “Shares”) (excluding treasury shares) at any point in time over the duration of the ESOS Scheme for eligible directors and employees of KUB and its subsidiary companies (excluding subsidiaries which are dormant) and the Board of Directors of KUB (“Board”) be and is hereby authorised and empowered:

- to implement and administer the ESOS Scheme of up to 15% of the total number of issued Shares (excluding treasury shares) at any one time over the duration of the ESOS Scheme for the eligible directors and employees of KUB and its subsidiary companies (excluding subsidiaries which are dormant) in accordance with the terms and conditions in the draft By-Laws (“By-Laws”) as set out in Appendix I of the Circular to Shareholders of the Company dated 28 April 2017 (“Circular”);
- to give full effect to the ESOS Scheme with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- to offer and grant options to subscribe for new KUB Shares under the ESOS Scheme (“ESOS Options”) as well as to allot and issue such number of new KUB Shares upon the exercise of the ESOS Options that may be granted under the ESOS Scheme, provided that the total number of such new KUB Shares to be issued under the ESOS Scheme will not in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares) at any point in time throughout the duration of the ESOS Scheme, and that the new KUB Shares to be allotted and issued arising from the exercise of the ESOS Options shall rank equally with the existing KUB Shares, except that these new KUB Shares will not be entitled to any dividends, rights, allotments and/or other form of distribution which may be declared, made or paid to shareholders, in which the entitlement date falls before the date of allotment and issue of these new KUB Shares. These new KUB Shares to be allotted and issued will be subject to the provisions of the Constitution of KUB;
- to add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the ESOS Scheme from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all the necessary in order to give full effect to the Proposed ESOS; and
- to extend the duration of the ESOS Scheme for a period of up to five (5) years, provided that such extension of the ESOS Scheme made in accordance with the provisions of the By-Laws does not exceed a duration of ten (10) years in aggregate from the date of which the ESOS Scheme takes effect;

THAT one (1) Director and/or the Company Secretary of KUB be and is hereby authorised to do all the necessary for the listing of and quotation for the new KUB Shares that may be allotted and issued arising from the exercise of the ESOS Options granted under the ESOS Scheme from time to time;

AND THAT the draft By-Laws, as set out in Appendix I of the Circular which was prepared in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) is hereby approved and adopted.”

ORDINARY RESOLUTION 2

PROPOSED GRANTING OF ESOS OPTIONS TO DATO’ AHMAD IBNIHAJAR

“THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time, to grant Dato’ Ahmad Ibnihajar, being the Chairman / Independent Non-Executive Director of the Company, ESOS Options to subscribe for up to a maximum of 1,670,000 Shares, subject to the following provisions:

- the number of new KUB Shares available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over the duration of the Proposed ESOS when an offer is made;
- not more than 50% of the total number of KUB Shares comprised under the ESOS Scheme to be issued pursuant to the Proposed ESOS would be allocated (in aggregate) to him and senior management of the Company who are eligible to participate in the Proposed ESOS;
- he and the persons connected to him must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him under the Proposed ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the new KUB Shares available under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new KUB Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme.”

ORDINARY RESOLUTION 3

PROPOSED GRANTING OF ESOS OPTIONS TO DATUK ABDUL RAHIM MOHD ZIN

“THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time, to grant Datuk Abdul Rahim Mohd Zin, being the President / Group Managing Director of the Company, ESOS Options to subscribe for up to a maximum of 4,174,000 Shares, subject to the following provisions:

- the number of new KUB Shares available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over the duration of the Proposed ESOS when an offer is made;
- not more than 50% of the total number of KUB Shares comprised under the ESOS Scheme to be issued pursuant to the Proposed ESOS would be allocated (in aggregate) to him and senior management of the Company who are eligible to participate in the Proposed ESOS;
- he and the persons connected to him must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him under the Proposed ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the new KUB Shares available under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new KUB Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme.”

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF ESOS OPTIONS TO DATUK HJ FAISYAL DATUK YUSOF HAMDAIN DIEGO

“THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time, to grant Datuk Hj Faisyal Datuk Yusof Hamdain Diego, being the Non-Independent Non-Executive Director of the Company, ESOS Options to subscribe for up to a maximum of 1,670,000 Shares, subject to the following provisions:

- the number of new KUB Shares available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over the duration of the Proposed ESOS when an offer is made;
- not more than 50% of the total number of KUB Shares comprised under the ESOS Scheme to be issued pursuant to the Proposed ESOS would be allocated (in aggregate) to him and senior management of the Company who are eligible to participate in the Proposed ESOS;
- he and the persons connected to him must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him under the Proposed ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the new KUB Shares available under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new KUB Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme.”

ORDINARY RESOLUTION 5

PROPOSED GRANTING OF ESOS OPTIONS TO DATO’ AB RAHIM ABU BAKAR

“THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time, to grant Dato’ Ab Rahim Abu Bakar, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for up to a maximum of 1,670,000 Shares, subject to the following provisions:

- the number of new KUB Shares available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over the duration of the Proposed ESOS when an offer is made;
- not more than 50% of the total number of KUB Shares comprised under the ESOS Scheme to be issued pursuant to the Proposed ESOS would be allocated (in aggregate) to him and senior management of the Company who are eligible to participate in the Proposed ESOS;
- he and the persons connected to him must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him under the Proposed ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the new KUB Shares available under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new KUB Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme.”

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF ESOS OPTIONS TO DATO’ JAMELAH A.BAKAR

“THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time, to grant Dato’ Jameelah A.Bakar, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for up to a maximum of 1,670,000 Shares, subject to the following provisions:

- the number of new KUB Shares available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over the duration of the Proposed ESOS when an offer is made;
- not more than 50% of the total number of KUB Shares comprised under the ESOS Scheme to be issued pursuant to the Proposed ESOS would be allocated (in aggregate) to her and senior management of the Company who are eligible to participate in the Proposed ESOS;
- she and the persons connected to her must not participate in the deliberation or discussion of her own allocation on the number of ESOS Options to be offered to her under the Proposed ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the new KUB Shares available under the ESOS Scheme shall be allocated to her, if she, either singly or collectively through persons connected to her (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new KUB Shares arising from the exercise of the ESOS Options that may be granted to her under the ESOS Scheme.”

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF ESOS OPTIONS TO TUNKU ALIZAN RAJA MUHAMMAD ALIAS

“THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time, to grant Tunku Alizan Raja Muhammad Alias, being the Non-Independent Non-Executive Director of the Company, ESOS Options to subscribe for up to a maximum of 1,670,000 Shares, subject to the following provisions:

- the number of new KUB Shares available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over the duration of the Proposed ESOS when an offer is made;
- not more than 50% of the total number of KUB Shares comprised under the ESOS Scheme to be issued pursuant to the Proposed ESOS would be allocated (in aggregate) to him and senior management of the Company who are eligible to participate in the Proposed ESOS;
- he and the persons connected to him must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him under the Proposed ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the new KUB Shares available under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new KUB Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme.”

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF ESOS OPTIONS TO TENGGU ZAHAIMI TUAN HASHIM

“THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time, to grant Tengku Zahaimi Tuan Hashim, being the Non-Independent Non-Executive Director of the Company, ESOS Options to subscribe for up to a maximum of 1,670,000 Shares, subject to the following provisions:

- the number of new KUB Shares available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over the duration of the Proposed ESOS when an offer is made;
- not more than 50% of the total number of KUB Shares comprised under the ESOS Scheme to be issued pursuant to the Proposed ESOS would be allocated (in aggregate) to him and senior management of the Company who are eligible to participate in the Proposed ESOS;
- he and the persons connected to him must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him under the Proposed ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the new KUB Shares available under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new KUB Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme.”

ORDINARY RESOLUTION 9

PROPOSED GRANTING OF ESOS OPTIONS TO MOHAMMAD FARISH NIZAR OTHMAN

“THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time, to grant Mohammad Farish Nizar Othman, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for up to a maximum of 1,670,000 Shares, subject to the following provisions:

- the number of new KUB Shares available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over the duration of the Proposed ESOS when an offer is made;
- not more than 50% of the total number of KUB Shares comprised under the ESOS Scheme to be issued pursuant to the Proposed ESOS would be allocated (in aggregate) to him and senior management of the Company who are eligible to participate in the Proposed ESOS;
- he and the persons connected to him must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him under the Proposed ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the new KUB Shares available under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new KUB Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme.”

ORDINARY RESOLUTION 10

PROPOSED GRANTING OF ESOS OPTIONS TO DATUK HAJI MOHD HANIFF HAJI KOSLAN

“THAT, subject to the passing of Ordinary Resolution 1 above and approval of all relevant regulatory authorities being obtained (where required) for the Proposed ESOS, the Board be and is hereby authorised at any time and from time to time, to grant Datuk Haji Mohd Haniff Haji Koslan, being the Independent Non-Executive Director of the Company, ESOS Options to subscribe for up to a maximum of 1,670,000 Shares, subject to the following provisions:

- the number of new KUB Shares available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares) at any point in time over the duration of the Proposed ESOS when an offer is made;
- not more than 50% of the total number of KUB Shares comprised under the ESOS Scheme to be issued pursuant to the Proposed ESOS would be allocated (in aggregate) to him and senior management of the Company who are eligible to participate in the Proposed ESOS;
- he and the persons connected to him must not participate in the deliberation or discussion of his own allocation on the number of ESOS Options to be offered to him under the Proposed ESOS; and
- not more than 10% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) of the new KUB Shares available under the ESOS Scheme shall be allocated to him, if he, either singly or collectively through persons connected to him (as defined in the Listing Requirements), holds 20% (or such other percentage as may be permitted by Bursa Securities or any other relevant authorities from time to time) or more of the total number of issued Shares (excluding treasury shares) of the Company,

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements or any other relevant authorities as amended from time to time;

AND THAT the Board is also authorised to allot and issue the corresponding number of new KUB Shares arising from the exercise of the ESOS Options that may be granted to him under the ESOS Scheme.”

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:

- The members whose names appear in the Record of Depositors on 16 May 2017 shall be entitled to attend and vote at this EGM.
- A member of the Company entitled to attend, speak and vote at the EGM 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised or if the appointor 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.
- The Proxy Form 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 EGM or any adjournment thereof.